

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5239
COMPANY NAME : Titijaya Land Berhad
FINANCIAL YEAR : June 30, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("Board") of Titijaya Land Berhad ("Company" or "Titijaya") provides overall stewardship over the Management of the Company and its subsidiaries ("Group").</p> <p>To ensure the effective discharge of its functions and responsibilities, the Board has delegated specific responsibilities to the Audit Committee ("AC"), Board Risk Management Committee ("BRMC"), Nomination Committee ("NC") and Remuneration Committee ("RC"). Each of the Board Committees is entrusted with specific responsibilities to oversee the Company's affairs according to their respective written Terms of Reference ("TOR"). The Chairman of the respective Board Committees shall report the outcome of their meetings to the Board. In addition, the minutes of all Board Committee meetings are circulated to the Board members so that they are kept abreast of proceedings and matters discussed at Board Committee meetings.</p> <p>The Board's roles and responsibilities include but are not limited to the following: -</p> <ul style="list-style-type: none">➤ together with Senior Management, promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour; <p>review, challenge and decide on Management's proposals on matters for the Company including corporate strategy, business plan and budget, and monitor the implementation by Management;</p> <ul style="list-style-type: none">➤ review and approve strategic plans to ensure that such strategic plans of the Group support long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;

	<p>oversee the conduct of the Group’s business to evaluate and assess management performance to determine whether the business is being properly managed;</p> <ul style="list-style-type: none"> ➤ ensure there is a sound framework for internal controls and risk management; ➤ assess and identify the principal risks of the Group’s business in recognition that business decisions involve the taking of appropriate risks; ➤ set the risk appetite within which the Board expects Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks; ➤ ensure that Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and Senior Management; ➤ ensure that the Group has in place procedures to enable effective communication with stakeholders; ➤ ensure the integrity of the Company’s financial and non-financial reporting; ➤ review and approve succession planning, including appointing, training, compensating and where appropriate replacing Group Managing Director, Deputy Group Managing Director and Group Chief Financial Officer (“CFO”); and ➤ develop and implement investor’s relations programme and shareholder’s communication policy for the Group. <p>For the financial year ended 30 June 2025 (“FYE 2025”), the Board has discharged the following principal duties and responsibilities on the affairs of the Group: -</p> <ul style="list-style-type: none"> ➤ quarterly reviewed the financial performance of the Group; ➤ quarterly reviewed the financial results and announcements as well as the year-end financial statements of the Group and ensured that the financial reporting and disclosure requirements have been complied; ➤ delegated to the AC to review the recurrent related party transactions and revaluation of non-current assets of the Group; ➤ delegated to the AC to review the adequacy and integrity of the Group’s internal controls and risk management;
--	---

	<ul style="list-style-type: none"> ➤ delegated to the NC to review the performance of the Board, Board Committees and individual Directors; and ➤ reviewed and confirmed the minutes of the Board meeting to ensure the deliberation and decisions of the Board meetings being recorded accurately. 		
Explanation for departure :			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure :			
Timeframe :	<table border="1" style="width: 100%; height: 40px;"> <tr> <td style="width: 50%;"></td> <td style="width: 50%;"></td> </tr> </table>		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	<p>Datuk Seri Haji Mahadi Bin C.Ngah ("Datuk Seri Mahadi"), the Independent Non-Executive Chairman of the Company, leads the Board and is responsible for the effective performance of the Board.</p> <p>The role of the Chairman of the Board is set out in the Board Charter and key responsibilities of the Chairman include but not limited to the following: -</p> <ul style="list-style-type: none">(a) to provide leadership to the Board, and oversee the Board in the effective discharge of its fiduciary duties;(b) to set the Board agenda and ensure the Board members receive complete and accurate information in a timely manner;(c) to lead in discussions at meetings and ensure efficient and effective conduct of the Board meetings;(d) to encourage active participation and allow dissenting views to be freely expressed;(e) to promote constructive and respectful relations between Board members and manage the interface between the Board and Management;(f) to facilitate effective communication between the Board and the stakeholders;(g) to lead the Board in establishing and monitoring good corporate governance practices in the Company;(h) to assists with developing the Company's corporate strategy, building a pipeline of potential merger and acquisition transactions, growing the Company's market profile and establishing new corporate relationships;(i) to work with Management in reviewing plans, defining issues, maintaining accountability and in any marketing efforts that would allow to effectively position the Company with investors to facilitate growth; and(j) to commit time necessary to discharge effectively his role as Chairman.
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied	
Explanation on application of the practice	:	The positions of the Chairman and the Group Managing Director are held by different individuals. Datuk Seri Mahadi is the Independent Non-Executive Chairman and is responsible for the leadership, effectiveness and governance of the Board. Datuk Lim Poh Yit is the Group Managing Director and is responsible for overseeing the day-to-day operations to ensure the smooth and effective running of the Group.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	Datuk Seri Mahadi, the Board Chairman is not a member of any of the AC, BRMC, RC and NC nor is he invited to attend any of their meetings. This is to ensure the avoidance of self-review threat and to promote better check and balance function as well as more objective review by the Board on all matters recommended by the Board Committees.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by two (2) Company Secretaries who are experienced and qualified to act as company secretary under Section 235(2) of the Companies Act 2016 ("Act"). They are responsible for providing the Directors with advice on compliance and corporate governance matters.</p> <p>The Company Secretaries regularly update the Board on new changes to the statutory and regulatory requirements and the resultant implications to the Company and the Board in discharging their duties and responsibilities.</p> <p>They attend all Board and Board Committees meetings and ensures the meetings are properly convened and deliberations at those meetings are well captured and minuted. All the Directors have access to the advice and services of the Company Secretaries in carrying out their duties.</p> <p>The Company Secretaries also undertake the statutory duties as prescribed under the Act and the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), which include but not limited for ensuring that Board procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>In order to allow Directors to have an appropriate review of the Board Papers, the Board Papers are distributed to all Board Members within a reasonable timeframe prior to the relevant meeting to enable them to familiarise on the issues /matters to be discussed and participate in an informed manner.</p> <p>A comprehensive Board Paper pack comprises the objective, the background of the subject matter, issues, risks, recommendations, and other relevant information for the Board to make informed decisions.</p> <p>The Board Paper pack also consists of the minutes of the previous Board meeting, a summary of Directors' dealings, Bursa Securities announcements and circular resolutions passed by the Directors since the last Board meeting.</p> <p>Minutes of the Board and Board Committee meetings are circulated to the respective members for review and comments and thereafter, confirmed as a correct record at the following meeting.</p> <p>Upon confirmation, the minutes are to be signed by the respective Chairman of the meetings as a correct record of the meeting's proceedings and entered into the minutes books kept and maintained at the Company's registered office.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is guided by its Board Charter which outlines the roles and responsibilities of the Board of Directors, Board Committees, Chairman, Group Managing Director and the individual Directors. The Board Charter also stipulates the matters that are reserved for the Board's deliberation and decision.</p> <p>The following list of matters are reserved for the Board's attention and approval, except where they are expressly delegated by the Board to a Board Committee or Group Managing Director: -</p> <ul style="list-style-type: none">(a) approval of strategic directions/corporate plans;(b) approval of annual budget;(c) expenditure /capital expenditure or transactions exceeding the Limits of Authority of the Senior Management;(d) approval of new investments, divestments, mergers and acquisitions, corporate restructuring, including the establishment of subsidiaries, joint ventures or strategic alliances both locally and abroad;(e) approval of material acquisitions and disposals of undertakings and properties not in the ordinary course of business;(f) approval of unaudited quarterly financial results and audited annual financial statements;(g) appointment of new Directors, Board Committee members, Group Managing Director, Deputy Group Managing Director, Group Chief Financial Officer and the Company Secretary;(h) succession planning, including where appropriate, Group Managing Director, Deputy Group Managing Director and Group CFO;(i) declaration of dividends;(j) approval of remuneration for Directors including fees, allowances, and benefits-in-kind;(k) related party transactions and capital financing; and(l) any matters and/or transactions that fall within the ambit of the Board pursuant to the Act, MMLR of Bursa Securities, Company's Constitution, TOR of respective Board Committees or any other applicable laws.

	<p>The Board will periodically review the Board Charter from time to time and make any necessary amendments to ensure they remain consistent with the Board’s objectives, current laws/regulations and good governance practices.</p> <p>The Board Charter is available on the Company’s website at www.titijaya.com.my.</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board established a Code of Conduct / Discipline that sets out the standards of conduct for the Directors to observe and abide by strictly. The Code sets out high ethical business standards, honesty, personal as well as professional integrity in all aspects of the Group's business and activities. The Directors are required to declare any personal, professional or business interest that may conflict with the Directors' responsibilities.</p> <p>The Board had also put in place an Anti-Bribery and Corruption ("ABC") Policy, after conducting the necessary review to ensure that Titijaya has the adequate procedures, policies and controls for the prevention of corrupt acts and practices. The ABC Policy aligns with the Anti-Corruption Amendments in the MMLR of Bursa Securities and complies with the Corporate Liability provisions of Section 17A of the Malaysian Anti-Corruption Commission Act 2009.</p> <p>The Code of Conduct / Discipline and the ABC Policy would be periodically reviewed when the needs arise.</p> <p>The Code of Conduct / Discipline, as well as the ABC Policy, are available on the Company's website at www.titijaya.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
------------------	---	--	--

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has in place a formal Whistleblower Policy for its stakeholders to report any whistleblowing complaint to the Management of Titijaya for immediate action.</p> <p>Whistle blowing is a specific means by which an employee/officer (or stakeholder) can report or disclose through established channels, concerns about any violations of the Code, unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place / has taken place / may take place in the future.</p> <p>The Whistleblowing Policy is an integral part of the Group's Anti-Bribery and Corruption Policy that has been formalised in response to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as Principles I and III of the Guidelines on Adequate Procedures issued by the Government pursuant to Section 17A (5) of the Malaysian Anti-Corruption Commission Act 2009.</p> <p>The Whistleblower Policy is available on the Company's website at www.titijaya.com.my. A whistle-blower can make a disclosure in writing directly to a dedicated e-mail address at whistleblowing@titijaya.com.my.</p> <p>Disclosure reported in good faith by a whistle-blower is addressed and investigated. The whistle-blower's identity and report are treated with strict confidentiality and the whistle-blower is protected against any reprisal, so long as the whistle-blowing act is carried out in good faith.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board holds the ultimate accountability for Titijaya Group's operations by ensuring environmental, social and governance ("ESG") considerations are embedded in the strategic planning, risk management and in the implementation of the Group's initiatives.</p> <p>The Board's responsibility in promoting sustainability is also reflected in the Board Charter which is available on Titijaya's website at www.titijaya.com.my. Details on the Group's sustainability strategies, priorities, targets and performance are shared in the Group's Sustainability Statement in the Annual Report for the financial year ended 30 June 2025 ("Annual Report 2025").</p> <p>The Group Managing Director, together with the key management personnel from finance, marketing, human resources and general administration, work closely to drive the implementation of the Board's approved sustainability strategies and practices.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	The sustainability matters are embedded in and communicated to employees during the Group’s day-to-day business activities. Strategies, priorities, targets and performance are reported in the Sustainability Statement which is part of the Annual Report 2025 and published in the Company’s website at www.titijaya.com.my .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	The Board members keep themselves updated with development in the industry, including the sustainability agenda by attending training programmes such as webinars, seminars, briefings and discussions. Apart from continuous professional development activities, the Board receives regular updates from the Company Secretaries and Management at the quarterly meetings on emerging regulations and the Group's business operations, financials, risk management, internal control, corporate governance and other matters. Such measures enable the Board to stay apprised of sustainability issues relevant to the Group and its businesses.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises the importance of sustainability in all its operation of the Company and had included sustainability as one of the criteria in the performance evaluations of all the employees including its Board members and Senior Management.</p> <p>The Board members and Senior Management are encouraged to assess and give feedback on how sustainability risks and opportunities are being managed within the Company. Based on annual performance carried out, the Board and Senior Management have performed their respective roles in addressing material sustainability risks and opportunities.</p>	
Explanation for departure	:	Please provide an explanation for the departure.	
	:	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The NC in the discharge of its duties in accordance with their TOR, shall assist the Board to annually assess the effectiveness of the Board as a whole, Board Committees and the contributions of each individual Director, by taking into consideration the required mix of skills, expertise, experience, performance, commitment and other requisite qualities including core competencies of the Directors.</p> <p>The Directors' Fit and Proper Policy acts as the guiding foundational document for the NC and the Board in their review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking for re-election in the Company with the objectives of ensuring that membership of the Board fulfils the requisite fit and proper criteria and includes a diverse mixture of skills, professional and industry backgrounds, business experience and expertise, gender, ethnicity and age for effective functioning.</p> <p>The Directors' Fit and Proper Policy is accessible for reference on the Company's website at www.titijaya.com.my.</p> <p>The NC conducts an annual Board Evaluation using a set of prescribed forms to assess the effectiveness and composition of the Board and Board Committees, as well as a review of the performance and contribution of each individual Director during the year.</p> <p>The NC will recommend to the Board for approval, to seek shareholders' approval for the re-election of the retiring Directors based on the results of the following:</p> <ul style="list-style-type: none">(i) fitness and propriety;(ii) directors' performance evaluation (self and peer);(iii) evaluation on the effectiveness of Board and Board Committees, and;(iv) level of independence demonstrated (for independent directors only). <p>The NC is of the view that the tenure profile, represented by the length of service of each of its directors, is appropriately balanced such that Board succession and renewal planning is managed over the medium to longer term.</p>

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied	
Explanation on application of the practice	:	<p>As at the date of this Corporate Governance Report, the Board consists of eight (8) members comprising four (4) Independent Non-Executive Directors, three (3) Executive Directors and one (1) Non-Independent Non-Executive Director.</p> <p>Such composition is able to provide independent and objective judgement to facilitate a balanced leadership in the Group as well as providing effective check and balance to safeguard the interest of the minority shareholders and other stakeholders and ensuring high standards of conduct and integrity are maintained.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied	
Explanation on application of the practice	:	None of the Independent Non-Executive Directors has served on the Board for more than 9 years as at 30 June 2025.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of diversity in terms of skills, experience, age, gender, cultural background and ethnicity and recognises the benefits of diversity at the leadership and employee levels. Having a range of diversity dimensions brings different perspectives to the boardroom and various levels of Management within the Group.</p> <p>The NC is responsible for leading the process for nominating new Board appointments and making the necessary recommendations. In this respect, the role of the NC is detailed in its TOR, which is accessible for reference on the Company's website at www.titijaya.com.my.</p> <p>In any appointment, certain aspects have been considered to maintain a diversified Board and Senior Management team. All appointments will be based on merit and candidates will be considered against an objective criterion.</p> <p>In the selection process, the NC and the Board do not set any target on gender, ethnicity or age diversity but endeavour to include any member who will improve the Board's overall compositional balance.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied	
Explanation on application of the practice	:	In identifying new Board members, the Board considers recommendations for candidates from existing Board members, Management, major shareholders or independent sources. Although the selection/identification of candidates for appointment as directors are solely based on recommendations from existing Board members, the Management or major shareholders, the Board decisions are still made objectively in the best interests of the Company taking into account the diverse skills, expertise, experience and perspectives of the current Board members.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	The details of the Directors' interest, position and experience are set out in the Directors' profile in the Annual Report 2025. The performance of the retiring Directors was assessed by the NC and the Board before recommendation is made to the shareholders for consideration. For Independent Non-Executive Directors, the NC also assesses their relationship with the executives that might influence or reasonably be perceived to influence their capacity to bring an independent judgement and to act in the best interests of the Company as a whole.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	The NC is chaired by Encik Mohd Izhar Bin Moslim, an Independent Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board does not have a specific policy on gender, ethnicity and age group for candidates to be appointed to the Board and does not have specific policy on setting a target for female candidates in the workforce.</p> <p>Currently, there are two (2) woman Directors on the Board, representing 25% of the Directors.</p> <p>The Board believes that there is no detriment to the Company in not adopting a formal gender, ethnicity and age group diversity policy. The Company is committed to providing fair and equal opportunities and nurturing diversity within the Company.</p> <p>In identifying suitable candidates for appointments to the Board, the NC will consider candidates based on the candidates' competency, skills, character, time commitment, knowledge, experience and other qualities in meeting the needs of the Company and with due regard to the benefits of diversity on the Board.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board recognises the importance of boardroom diversity and values the benefits that diversity can bring to its Board. Currently, the Company does not have a formalised policy on gender diversity nor set any specific target for boardroom diversity. The Board is of the view that while promoting boardroom diversity is essential, the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge to strengthen the Board should remain as priority.	
	:	Nevertheless, the Board will continuously strive to meet the targets for gender diversity requirements and will actively take the necessary measures towards promoting a corporate culture that embraces gender diversity in the boardroom.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <p>During the FYE 2025, the NC had conducted annual assessments in the following aspects and the outcomes have been presented to the Board:</p> <ul style="list-style-type: none"> - (i) Declaration for fitness and propriety; (ii) the effectiveness of the Board as a whole; (iii) the effectiveness of the Board Committees; (iv) the contributions and performance of each individual Director and each member of the AC; and (v) the independence of the Independent Non-Executive Directors. <p>All the annual assessments and evaluations for the FYE 2025 were conducted internally, facilitated by the Company Secretaries. They were conducted using questionnaires administered by the Company Secretaries which employ a self and peer rating assessment model.</p> <p>The Board agreed on the action points moving forward including the training needs of the Directors. Each Director determines the areas of training that they may require for personal development as a Director or as a member of a Board Committee.</p> <p>Based on the results of the evaluations conducted for the FYE 2025, the NC was satisfied with the performance of the Board as a whole, the AC and individual members of the Board.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

Measure	:		
Timeframe	:		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has in place Remuneration Framework and Policy to determine the remuneration of Directors and Senior Management that take into account the demands, complexities and performance of the Company as well as skills and experience required and these are periodically reviewed.</p> <p>For Executive Directors and Senior Management, the component parts of remuneration are structured according to the following: -</p> <ul style="list-style-type: none">• The scope of the duty and responsibilities;• The conditions and experiences required;• The ethical values, internal balance and strategic targets of the Company;• The corporate and individual performance; and• Current market rate within the industry and in comparable companies. <p>In the case of Non-Executive Directors, the levels of remuneration are reflected by the experience, level of responsibilities and the remuneration package for similar positions in the market and time commitment required from these Directors.</p> <p>The Remuneration Framework and Policy is to be regularly reviewed by the RC and Board as and when required.</p> <p>The Remuneration Framework and Policy is available on the Company's website at www.titijaya.com.my.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The RC comprises one (1) Independent Non-Executive Director, one (1) Non-Independent Non-Executive Director and one (1) Executive Director.</p> <p>The Board is aware of the recommendation of the Malaysian Code on Corporate Governance ("MCCG") that the RC should only consist of Non-Executive Directors and a majority of them must be Independent Directors.</p> <p>The Board acknowledged that the RC is also tasked with recommending remuneration matters for the Senior Management. Having an Executive Director in the RC is advantageous as it provides realistic inputs on the appropriate remuneration for the Senior Management team. The independence of the RC will not be impaired by the inclusion of one (1) Executive Director.</p> <p>The RC discharges its responsibilities in accordance with its TOR, among others, reviewing the remuneration packages, reward structure and fringe benefits applicable to Board and Senior Management and making appropriate recommendations to the Board. The approval for Directors' remuneration rests with the Board as a whole with the Directors abstaining from voting and deliberating on decisions in respect of their own remuneration.</p> <p>The TOR of the RC is accessible for reference on the Company's website at www.titijaya.com.my</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The detailed disclosure on named basis for the remuneration of individual Directors for the FYE 2025 is set out as below: -

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Seri Haji Mahadi Bin C.Ngah	Independent Director	82,500	6,000	-	-	-	-	88,500	82,500	6,000	-	-	-	-	88,500
2	Datuk Lim Poh Yit	Executive Director	45,000	-	-	-	-	-	45,000	45,000	-	823,389	69,388	136,006	1,328	1,075,111
3	Lim Puay Fung	Executive Director	43,900	-	-	-	-	-	43,900	43,900	-	720,643	59,938	40,488	1,328	866,297
4	Dato' Faizal Bin Abdullah	Executive Director	43,900	-	-	-	-	-	43,900	43,900	-	294,876	-	-	1,328	340,104
5	Dato' P'ng Soo Hong	Independent Director	52,800	6,000	-	-	-	-	58,800	52,800	6,000	-	-	-	-	58,800
6	Azura Binti Azman	Independent Director	52,800	6,000	-	-	-	-	58,800	52,800	6,000	-	-	-	-	58,800
7	Chin Kim Chung	Non-Executive Non-Independent Director	60,000	6,000	-	-	-	-	66,000	60,000	6,000	-	-	-	-	66,000
8	Mohd Izhar Bin Moslim	Independent Director	52,800	6,000	-	-	-	-	58,800	52,800	6,000	-	-	-	-	58,800
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here				
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here				

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Not applicable - all members of senior management are members of the board	
Explanation on application of the practice	:		
Explanation for departure	:	Please provide an explanation for the departure.	
	:	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.				
2	Input info here	Input info here	Choose an item.	Choose an item.				
3	Input info here	Input info here	Choose an item.	Choose an item.				
4	Input info here	Input info here	Choose an item.	Choose an item.				
5	Input info here	Input info here	Choose an item.	Choose an item.				

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	Input info here	Input info here						

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC is chaired by Puan Azura Binti Azman, who is an Independent Non-Executive Director and is not the Chairman of the Board.</p> <p>During the FYE 2025, the AC Chairman, together with other members of the AC, has ensured that: -</p> <ul style="list-style-type: none">• the AC received audit reports from External Auditors about significant matters related to the Group's audit and its financial statements and these matters had been addressed;• the AC had discussed their concerns to Internal and External Auditors and obtained feedback for improvement;• the AC's concerns on matters that may affect the Group's financial, or audit were communicated to the External Auditors; and• there is co-ordination between Internal and External Auditors.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied
Explanation on application of the practice	:	<p>The TOR of the AC has been updated accordingly to formalise the Company's policy that requires a former audit partner shall observe a cooling-off period of at least three (3) years before being appointed as a member of AC.</p> <p>None of the members of the Board was former audit partners and notwithstanding the above provision and in order to uphold the utmost independence, the Board has no intention to appoint any former audit partner as a member of the Board.</p> <p>The TOR of the AC is available for reference on the Company's website www.titijaya.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The external audit function under the purview of the AC is essential for all shareholders in ensuring the reliability of the Group's financial statements. The Board maintains a formal and transparent professional relationship with the Group's independent external auditors via the AC.</p> <p>The AC is tasked with the annual assessment process on the performance and quality of external auditors and their independence, objective and professionalism.</p> <p>For the financial year ended 30 June 2025, the AC undertook an assessment of the suitability and independence of the external auditors, using a questionnaire-based internal review, as well as input from officers who have constant contact with the team of the external auditors.</p> <p>The AC also reviewed the independence of the external auditors and the level of non-audit services rendered by the external auditors and their affiliates.</p> <p>Based on the evaluation results, the AC is satisfied with the performance of the external auditors, their adequacy of experience, resources and the professional staff assigned to the audit of the Group. The Board has accepted the recommendation of the AC for the re-appointment of Baker Tilly Monteiro Heng PLT as external auditors of the Company for the ensuing financial year in the upcoming annual general meeting ("AGM") of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board regards the members of the AC to be collectively possessing the accounting and related financial management expertise and experience required for the AC to discharge its responsibilities and assist the Board in its oversight over Management in the design, implementation and monitoring of risk management and internal control systems.</p> <p>The qualifications and experiences of the individual AC members are disclosed in the Board of Directors' Profiles in the Annual Report 2025.</p> <p>Members of the AC attend training and talks to keep them updated on developments on financial standards. Updates on developments in accounting and governance standards are presented by the external auditors at meetings of the AC.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges its responsibilities for maintaining a sound and reliable system of internal controls within the Group, covering the financial controls, the operational and compliance controls, and risk management. This is a continuing process that includes risk assessments, internal controls reviews and internal audit checks on all companies within the Group.</p> <p>The system of internal controls of the Group, by its nature is designed to provide reasonable but not absolute assurance against the risk of material errors, misstatement, fraud, or losses occurring.</p> <p>The AC is tasked with the duty to assess the Group's internal control environment to determine the adequacy and effectiveness of the system of internal controls put in place by the Management. The review covers the financial, operational and compliance controls.</p> <p>The Board adopted an Enterprise Risk Management ("ERM") Framework to ensure proper management of risks that may impede the achievement of the Company's goals and objectives.</p> <p>The objectives of the ERM Framework are amongst others to ensure all risks are identified, analysed, evaluated, treated, monitored and communicated and to provide a means of prioritising the myriads of risks and control initiatives and to achieve a tolerable level of risk whilst capitalising on opportunities to maximise revenue and profits for the Company.</p> <p>The Statement on Risk Management and Internal Control set out in the Annual Report 2025 provides an overview and key features within the Group together with the adequate and effective measures taken for the financial year under review.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises that having an effective risk management and system of internal controls is an essential part of good business management practice. The Board also acknowledges that all areas of the Group's activities do involve some degree of risk and is committed to ensuring that the Group has an effective risk management framework that allows the Group to identify, evaluate, manage and monitor risks within defined risk parameters that affect the achievement of the Group's business objectives.</p> <p>The Group has implemented a formal approach to the risk management framework whereby a systematic and logical methodology risk management model has been adopted to ensure key risks are identified, evaluated, properly prioritised, owners identified with proper response time set and allowed for continuous improvement.</p> <p>The Management-level Risk Management Committee through their meetings ensures that the accountability for managing the significant risks identified is clearly assigned and that the identified risks affecting the Group and the Company are being satisfactorily addressed on an ongoing basis.</p> <p>The Group's system of internal controls, by its nature is designed to provide reasonable but not absolute assurance against the risk of material errors, misstatement, fraud, or losses occurring. The Group's outsourced internal audit function is tasked to independently review the existing systems, controls and procedures, and thereafter provide such recommendations that would further enhance the existing internal controls. Based on the audits, the outsourced Internal Auditors provide the AC with independent and objective reports on the state of internal control of the various operating units within the Group, and the extent of compliance by the units with the Group's established policies and procedures.</p> <p>The key features of the Group's risk management framework and internal control system are entailed in the Statement on Risk Management and Internal Control in the Annual Report 2025.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board has established a BRMC to oversee the Group's risk management framework and policies, in line with the step-up practice set out in the MCCG.</p> <p>The BRMC consists of three (3) members, of which two (2) are Independent Non-Executive Directors, one (1) Non-Independent Non-Executive Director.</p> <p>The principal objective of the BRMC is to review and deliberate on the Company's financial and non-financial risks which are identified.</p> <p>The roles and responsibilities of the BRMC include but are not limited to the following: -</p> <ul style="list-style-type: none">a) Provide insight, guidance and direction to the Company's risk management function and process;b) Recommend to the Company's risk management policies, strategies and risk tolerance levels, and any proposed changes thereto for the Board's consideration and approval;c) Review the risk identification and management process developed by Management-level Risk Management Committee;d) Enquire the Company and the independent auditor about the exposure to such risks in relation to significant business, political, financial and control risk; ande) Perform any other roles and responsibilities as may be required by the Board from time to time and/or which are related to the objectives of the Committee. <p>The TOR of the BRMC is available for reference on the Company's website at www.titijaya.com.my.</p>

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	: Applied
Explanation on application of the practice	<p>The internal audit function is supported by an outsourced independent professional service provider, GRC Consulting Services Sdn. Bhd. (“GRCC”), to assist the AC as well as the Board in discharging their responsibilities by providing independent, objective assurance and advisory services that seek to add value and improve the Group’s operations.</p> <p>The internal auditors perform their work in accordance with the principles of the international internal auditing standards covering the conduct of the audit planning, execution, documentation, communication of findings and consultation with key stakeholders on the audit concerns.</p> <p>During the financial year under review, the internal audit performed four (4) internal audit assignments and covered the following areas in accordance with the internal audit plan approved by the AC:-</p> <ul style="list-style-type: none">• Information and Technology• Sales and Sales Closure• Legal Risk• Land Bank and Project Management• Contract Administration, Human Resources and Finance & Accounting Function <p>The internal audit findings, results of work done, recommendations and the Management’s responses and action plans thereto were tabled to the AC for review and discussion. The internal audit function also conducted follow-up on the status of Management’s action plans in addressing previously highlighted issues and the progress was then reported to the AC.</p> <p>An assessment is conducted on a yearly basis by the AC to evaluate the independence and effectiveness of GRCC at discharging its internal audit function. Based on the assessment’s results for the financial under review, the AC was satisfied with the level of independence and professionalism demonstrated by GRCC in effectively carrying out its functions.</p>

	The details and summary of work of the internal audit function are further disclosed in the AC Report in the Company's Annual Report 2025.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The internal audit function is outsourced to GRCC which reports directly to the AC.</p> <p>The head of the IA function, Mr. Affeiz Abdul Razak of GRCC, has more than 20 years of diverse professional experience in internal audit, risk management, business continuity management and corporate governance advisory.</p> <p>He has served as one of the Governors in the Institute of Internal Auditors (“IIA”) Malaysia’s Board as the Board’s Vice President I and had previously served as the Honorary Treasurer and Honorary Secretary of IIA Malaysia. He is a Chartered Member of the Institute of Internal Auditors Malaysia, Certified Financial Services Auditor (US) and has Accreditation in Internal Audit Function Assessment Validation by IIA (US). The internal audit function is supported by a team of internal auditors who have relevant work experience.</p> <p>The internal audit methodology adopted by GRCC is in accordance with the Institute of Internal Auditors’ International Standards for the Professional Practice of Internal Auditing i.e. the International Professional Practices Framework in meeting the responsibilities of the Internal Auditors and the internal audit activities.</p> <p>GRCC ensures that it deploys adequate staff with necessary experience and qualifications for the internal audit reviews of the Group.</p> <p>The AC also received assurance from the outsourced IA that all assigned IA engagement team personnel remain independent, objective and free from any relationships or conflicts of interest in carrying out their IA duties throughout the engagement.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application :	Applied
Explanation on application of the practice :	<p>The Board acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Board, in its best efforts, always keeps the shareholders and various stakeholders informed of the Company's business and corporate developments and ensures that the Company's communication with them is informative and timely.</p> <p>The Company maintains a website at www.titijaya.com.my to facilitate access to pertinent information concerning the Group and its operations, by the shareholders, consumers and public. Announcements, news, promotions and all relevant updates are posted on the Company's website regularly. Shareholders may also communicate with the Company on investor relation matters by posting their enquiries to the Company through the Company's web enquiry form, which is available on its website. The Company will endeavour to reply to these enquiries in the shortest possible time.</p> <p>The Company also actively engages with employees, stakeholders, and the general public through various social media platforms where corporate events, staff activities, and other relevant updates are regularly posted.</p> <p>The Annual Report to shareholders is also one of the main channels of communication between the Company and its shareholders and stakeholders. The Annual Report, which is prepared in accordance with the requirements of the MMLR of Bursa Securities, communicates</p>

	<p>comprehensive information of the financial results and activities undertaken by the Group. All information to shareholders is available electronically as soon as it is announced or published.</p> <p>Another key avenue of communication with its shareholders is the Company's AGM, which serves as the principal forum for dialogue with shareholders where they may raise questions or seek clarifications on the Company's business and reports from the Company's Directors.</p> <p>While the Company endeavours to provide as much information as possible to its shareholders and stakeholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information. Such material and price-sensitive information is not released unless it has been duly announced or made public through proper channels.</p> <p>Lastly, the Company has a dedicated investor relation section on the Company's corporate website at www.titijaya.com.my which is accessible to the public. Communication and feedback from the investors can also be directed to the Company's Investor Relations via telephone, fax or email as follows: -</p> <p>Telephone no.: +603 8022 9999 Fax: +603 8022 9888 Email: ir@titijaya.com.my</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company's 12th AGM was held on 28 November 2024 and the Notice for the 12th AGM was issued on 30 October 2024, which fulfilled the minimum 28 days' notice period to be given to shareholders prior to the date of the 12th AGM, which is in line with the recommendation of the MCCG and as per the requirement of the Act and the MMLR.</p> <p>The Notice of AGM also provides a detailed explanation for the resolutions proposed along with any background information and reports or recommendations that are relevant, where required and necessary, to enable shareholders to make informed decisions when exercising their voting rights.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	During the 12th AGM held on 28 November 2024, all members of the Board of the Company attended the 12th AGM save for Dato' P'ng Soo Hong who was absent due to another unavoidable business engagement which requires his urgent attention.	
	:	All the Directors of the Company will endeavour to attend all future AGM and the Chair of the AC, BRMC, NC and RC, as well as Senior Management, where appropriate, will provide feedback, answers and clarifications to the questions raised from the shareholders during the AGM.	
	:	The Directors of the Company are mindful of their individual collective responsibility as a Board towards shareholders and will ensure their presence at AGM to respond to specific questions pertinent to their respective roles and responsibilities.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders’ participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>Each year, the AGM is held in the city centre and accessible by public transport and not in a remote location. The Company held its 12th AGM at Glenmarie Hotel & Golf Resort Malaysia, Shah Alam, a strategic location which is easily accessible by its shareholders with free parking space.</p> <p>Shareholders are encouraged to attend general meetings. Shareholders who have questions and queries are welcome to submit questions or engage with the Management separately. The Management will endeavour to respond within a reasonable time. Shareholders are allowed to appoint any person as their proxies to attend, participate, speak and vote in their stead at a general meeting.</p> <p>A shareholder of the Company can vote in person or appoint a proxy to attend and vote on his/her behalf. Voting at the general meeting is by poll and the Company utilises an electronic voting system to expedite the voting and facilitate the tabulation process in a seamless manner.</p> <p>The Company will assess the necessity and viability of such facility taking into consideration the number of shareholders, the reliability of the technology and cost-benefit to the Company.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The shareholders were able to submit questions via email in order to provide shareholders with sufficient opportunity to pose questions prior to the 12th AGM and the Company had endeavoured to answer the questions at the 12th AGM.</p> <p>The Chairman of the Board ensured that sufficient opportunities and time were allocated for discussion and to address questions raised. The shareholders and/or proxies were encouraged to participate in the question-and-answer session at the 12th AGM, whereby the Directors, Chairman of the Board Committees and External Auditors were in attendance to respond to the shareholders' queries.</p> <p>In the event that the shareholders have further questions, they may pose their questions to the Company via the Company website at www.titijaya.com.my.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice :	
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The Minutes of the 12th AGM have been made available to the shareholders within thirty (30) business days after the AGM and are available on the Company's website at www.titijaya.com.my .
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

Click or tap here to enter text.

