CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	0309
COMPANY NAME	**:**	AGRICORE CS HOLDINGS BERHAD
FINANCIAL YEAR	**:**	December 31, 2024

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	:	The Board of Directors (the "Board") is collectively responsible for the long-term success of Agricore CS Holdings Berhad ("Agricore" or the "Company") and its subsidiaries (collectively referred to as the "Group"), and the delivery of sustainable value to its stakeholders. In discharging its fiduciary duties and leadership functions, the Board governs and sets the strategic direction of the Group and exercising oversight on management. The Board plays a critical role in setting the appropriate tone at the top, providing thought leadership and championing good governance and ethical practices throughout the Group. The Board has full control of and is responsible to the Group's strategic aims, ensure the necessary resources are in place for the Group to meet its objectives and review management performance. The Board has set the Group's values and standards and ensure that its obligations to its shareholders and other stakeholders are understood and met. To facilitate the discharging of its duties and responsibilities, the Board has established and delegated specific responsibilities to the following Board Committees with each committee having its own set of Terms of Reference ("TOR"), which are available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/ : • Audit and Risk Management Committee ("ARMC"); • Nominating Committee ("NC"); and • Remuneration Committee ("RC") In line with its commitment to uphold the highest standards of corporate governance, the Board maintains a comprehensive set of policies that guide ethical conduct and ensure best practices are followed at all levels of the Group. These policies include:

	• Board Charter • Code of Conduct and Ethics • Anti-Bribery and Corruption Policy • Whistle Blowing Policy • Directors' Fit and Proper Policy • Board and Senior Management Diversity Policy • Policy on Independence of Directors • Policy for the Assessment of the Suitability and Independence of External Auditors • Directors' Remuneration Policy • Senior Management Remuneration Policy • Policy on Share Dealing and Insider Trading	
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 1.2

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 :	The Board Chairman, Mr. Fu Yew Sun is responsible for leading the Board and ensuring effective Board meetings. The key responsibilities of the Board Chairman include, among others: • Providing leadership for the Board so that the Board can perform its responsibilities effectively • Setting the Board agenda and ensuring that board members receive complete and accurate information in a timely manner • Leading board meetings and discussions • Encouraging active participation and allowing dissenting views to be freely expressed • Managing the interface between Board and Management • Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and • Leading the Board in establishing and monitoring good corporate governance practices in the Company	
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 Board recognises the importance of separation of authority between the Board Chairman and Chief Executive Officer ("CEO") to promote accountability and facilitate division of responsibilities. This approach not only safeguards the interest of our stakeholders but also facilitate effective governance within the organisation. Presently, Mr. Fu Yew Sun serves as the Board Chairman, while Mr. Oon Boon Khong hold the position of Managing Director and CEO. Furthermore, the Board is also balanced by majority of Independent Non-Executive Directors ("INED") to enhance objectivity in the boardroom. The roles and responsibilities of the Board Chairman and CEO are outlined in the Board Charter, which is available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/.	
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 1.4

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

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'.		
Application :	Applied	
Explanation on application of the practice :	The Board Chairman, Mr. Fu Yew Sun is not a member of the ARMC, NC and RC. This separation helps prevent potential bias in decision-making and ensures that the Board can objectively review the Board Committees' recommendations. The Board Chairman's absence from these Board Committees prevents the concentration of power in a single individual, thereby promoting a robust system of checks and balances within the Board.	
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 1.5

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	:	The Board is supported and assisted by two (2) suitably qualified and competent Company Secretaries, namely Ms. How Wee Ling and Ms Ooi Ean Hoon. Both the Company Secretaries are qualified Secretaries as per Section 235(2) of the Companies Act 2016 registered with the Companies Commission of Malaysia ("CCM"). The Company Secretaries provide advice to the Board on corporate disclosures and compliance with company and securities law and regulations including Listing Requirements and to notify the Chairman of the Board and Board Committees of any possible violations pertaining to regulatory requirements. The Company Secretaries also monitor and update the Board on corporate governance developments and assist the Board in applying governance practices. As members of a professional body, the Company Secretaries attend training and seminars to keep themselves abreast of the latest developments in the corporate governance realm. The Company Secretaries have attended and facilitated all Board meetings and Board Committees meetings. In fulfilling their role, the Company Secretaries have ensured the timely and accurate record-keeping of meeting minutes, which contain detailed proceedings of the Board and Board Committee meetings. In addition, the Company Secretaries are responsible for advising the Board on its obligatory requirements to disclose material information to shareholders and relevant regulators in a timely manner.
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 1.6

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 :	Regular Board and Board Committee meetings are scheduled in advance, with an annual meeting calendar prepared and distributed to all Directors before the start of each financial year. This advance planning allows Directors sufficient time to make the necessary arrangements to attend the meetings. Prior to each meeting, Board papers and relevant materials are pre-circulated to Board members, ensuring they are well-informed and prepared for discussions. In FY2024, all meeting notices were issued in writing at least seven (7) days in advance, providing Directors with sufficient time to review materials and contribute meaningfully to discussions. The minutes of the meetings accurately document key discussions, deliberations, and conclusions. The Company Secretaries are responsible for maintaining proper records of Board and Board Committees meetings, including documentation of key decisions. Following the conclusion of each meeting, draft minutes are promptly circulated to Board and Board Committee members for review and feedback before finalisation.	
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

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 :	The Board is guided by a Board Charter, which clearly defines the roles and responsibilities of the Board, Board Committees, individual Directors and Management as well as matters reserved for the Board. To support effective governance, the Board has also established TOR for each of its Board Committees, namely the ARMC, NC and RC. These Board Committees are responsible for carrying out their respective functions and duties in accordance with their TOR and reporting to the Board. The Board Charter is continuously reviewed and updated to ensure it remains aligned with the Board's objectives and is up to date with regulatory changes and best governance practices. The Board Charter is available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/.	
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

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	:	The Board has formalised a Code of Conduct and Ethics, which forms part of its responsibility to setting the tone and ethical standards that guide the behaviour of Directors, Management, and employees. It serves as a framework for acceptable practices, ensuring integrity, accountability, and professionalism across all levels of the organisation. Key provisions of the Code of Conduct and Ethics include: • Conflict of interest; • Abuse of power; • Confidentiality and protection of the Group's assets and intellectual property; • Business gift; • Insider trading; and • Money laundering. The Board has also established and implemented the Anti-Bribery and Corruption Policy, which provides clear guidelines and procedures for Directors and employees on identifying, preventing, and reporting bribery and corrupt practices. The Group takes a zero-tolerance approach against all forms of bribery and corruption, reinforcing its commitment to conducting business in a fair, honest, and transparent manner. Both the Code of Conduct and Ethics and the Anti-Bribery and Corruption Policy are available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/.
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

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	:	The Group is committed to upholding the highest standards of integrity, transparency and accountability in all its businesses operations. It aspires to conduct its affairs in an ethical, responsible and transparent manner. To reinforce this commitment, the Board has formalised a Whistle Blowing Policy to provide a confidential and secure mechanism for stakeholders and the general public to raise genuine concerns, lodge complaints or to disclose any wrongdoings and improper conduct that may adversely impact the Group. The Whistle Blowing Policy clearly defines: • Who can report; • What can be reported; • When and how to report; and • To whom a concern should be raised. The Whistle Blowing Policy allows whistleblowers to bypass the standard management hierarchy and report concerns confidentially. The Board is also committed to protecting the whistleblowers from retaliation, harassment or victimisation resulting from their disclosures. All reports, including the identity of the whistleblower, will be treated with the utmost confidentiality and only disclosed on a need-to-know basis with the whistleblower's consent. However, the Board takes a serious stance against false or malicious allegations. While whistleblowers who report in good faith will be protected from any form of reprisal, those who intentionally make false accusations for personal gain or with malicious intent may face disciplinary action. In certain cases, such misconduct may be treated as gross misconduct and could result in legal liability for damages against the Company or affected individuals. During FY2024, there were no whistleblowing cases reported through the established reporting channels.

	The Whistle Blowing Policy is available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/.	
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

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	:	The Board holds the ultimate responsibility for Group's sustainability management. With support from the Sustainability Executive Committee ("Sustainability EXCO"), it oversees the management of material sustainability matters, including but not limited to sustainability strategies, priorities, and targets. The Board also reviews and adopts the Group's strategic plans with a focus on long-term value creation, incorporating economic, environmental, and social considerations that underpin sustainability. Additionally, it sets the risk appetite within which Management operates, ensuring the implementation of an effective risk management framework to identify, analyse, evaluate, manage, and monitor significant financial and non-financial risks, including climate-related risks and opportunities relevant to the Group and its business. To support this oversight function, the Board has delegated the administration of sustainability matters to the Sustainability EXCO, which comprises the CEO, Chief Operating Officer ("COO"), and Chief Financial Officer ("CFO"). The Sustainability EXCO is responsible for reviewing and overseeing sustainability initiatives carried out by the Sustainability Working Group ("SWG"), which is chaired by the COO and supported by Management Representatives, Head of Departments and representatives from various departments.
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
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 Board understands that meeting the needs of all stakeholders is fundamental to building trust and confidence and forms the foundation of good governance in the Group. The sustainability strategies are guided by a materiality assessment which defines the sustainability focus areas that are most important to the Group and its stakeholders that the Group believe, will have the most impact on its business. The details pertaining to the sustainability strategies, priorities, stakeholder groups, engagement methods and performance are communicated to both internal and external stakeholders through the Sustainability Statement in Annual Report FY2024. The Sustainability Statement is prepared in compliance with the ACE Market Listing Requirements ("AMLR") issued by the Bursa Malaysia Securities Berhad ("Bursa Securities") and referred to the Bursa Securities Sustainability Reporting Guide 3rd Edition and Toolkits.	
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
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.

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The Board comprises a diverse mix of skills and experience, enabling it to assess sustainability from multiple perspectives when reviewing the business strategies and performance. The Board is also supported by competent Company Secretaries who provide regular updates on sustainability issues and regulatory requirements.

In FY2024, Directors attended various training programmes designed to strengthen their ability to address sustainability risks and opportunities effectively, while enhancing their oversight of the Group's material sustainability matters. These programmes included:
<table>
<tr><th>Directors</th><th>Training Programme/ Topics</th></tr>
<tr><td>Mr. Fu Yew Sun</td><td>• Bursa Malaysia Mandatory Accreditation Programme Part I</td></tr>
<tr><td>Datuk Keh Chuan Seng (Resigned on 22 March 2025)</td><td>• Anti-Bribery & Corruption (Personal & Corporate Liability) - Awareness & Compliance</td></tr>
<tr><td>Mr. Oon Boon Khong</td><td>• Bursa Malaysia Mandatory Accreditation Programme Part I
• Sustainability Reporting</td></tr>
<tr><td>Ms. Koay Hooi Lynn</td><td>• Bursa Malaysia Mandatory Accreditation Programme Part II
• Conflict of Interest ("COI") and Governance of COI</td></tr>
<tr><td>Mr. Teh Boon Beng</td><td>• Being Sued as An INED – A Personal Journey
• Anti-Bribery & Corruption
• ICDM Powertalk: How Can Boards Make the Most Blockchain & Digital Assets
• Aspiring Directors Immersion Program
• Roles & Responsibilities of Directors in Relation to Financial Statements
• Board Briefing in ESG Insights: Trends, Compliance Issues and Strategic Adoption
• Strategic Data & Framework in Board Governance</td></tr>
<tr><td>Ms. Lee Seow Ling</td><td>• Bursa Malaysia Mandatory Accreditation Programme Part I</td></tr>
</table></td></tr>
</table>

		• MIA Professional Practices & Technical updates • BDO Tax Seminar on Budget 2025
	The Board remains mindful of the capacity and competencies required to address sustainability and materiality issues and continues to take proactive steps to enhance Directors' understanding and expertise in these areas.	
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
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 :	The Board, via the NC, has integrated Environmental, Social and Governance ("ESG") considerations into its annual Board evaluation process through a structured questionnaire. This approach enables the Board to assess its understanding, oversight, and decision-making capabilities on sustainability matters, including material sustainability risks and opportunities. During the Board evaluation on 20 March 2025, the performance of the Board was assessed in terms of its effectiveness in addressing the company's material sustainability risks and opportunities. Additionally, the evaluation considered the Board's commitment to staying informed about ongoing developments and understanding the sustainability issues relevant to the Company and its business.	
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
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 :	Adopted
Explanation on adoption of the practice :	The SWG is chaired by the COO, who is responsible for evaluating overall sustainability risks and opportunities and ensuring the effective implementation of the Group's sustainability strategy across its business operations. The COO is supported by Management representatives, Head of Departments and representatives from various departments. During the financial year under review, the COO led the SWG in the following key activities: • Strategic management of material sustainability matters, developing sustainability strategies, priorities and targets; • Assessment of sustainability risks and opportunities, with an emphasis on climate-related issues, and reviewing the materiality assessment process; • Driving the day-to-day implementation of sustainability-related plans, tasks and initiatives; and • Gathering sustainability-related data to keep track of sustainability progress and finalising the Sustainability Statement for the Board's approval.

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 :	The Board and NC ensure the right composition of individuals with a diverse mix of skills, knowledge, experience, and independence to achieve the Group's strategic goals. The NC supports this by conducting annual reviews to maintain diversity in qualities such as gender, nationality, age, and other attributes that enhance the Board's effectiveness. The Directors' Fit and Proper Policy ("Policy") provides guidance to the NC and the Board in reviewing and assessing candidates for appointment to the Board, as well as directors seeking re-election. The Policy ensures that all directors possess the necessary qualities, competencies, and experience to perform their duties and discharge their responsibilities effectively. On 20 March 2025, the NC conducted its annual assessment of the effectiveness of the Board, and the respective Board Committees to evaluate the effectiveness of the Board as a whole, the Board Committees, and individual Directors ("Board Evaluation"). This evaluation also includes an assessment of the independence of the Independent Directors. The NC was generally with the performance assessment, noting that members demonstrated good attendance, actively participated, and contributed positively during discussions at Board meetings. They also exhibited the necessary competency and capability, as well as a clear understanding of their roles and responsibilities.
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
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 :	In FY2024, four (4) out of six (6) directors, representing 66.67% of the Board, are INEDs. Following the resignation of the Non-Independent Non-Executive Deputy Chairman of the Company on 22 March 2025, four (4) out of five (5) directors, representing 80% of the Board, are INEDs. This composition aligns with the best practices applicable to Large Companies. The majority of directors being INEDs support the objectives of independent deliberation, review and decision-making. Additionally, all Board Committees, namely ARMC, NC and RC, are also comprised of solely INEDs, further reinforcing the Board's commitment to strong governance and independent oversight.	
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

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 :	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice :		
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

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	:	Adopted
Explanation on adoption of the practice	:	The Company has adopted a formal policy that limits the tenure of an Independent Director to nine years, shall not be further extended unless the independent director is re-designated as non- independent.

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	:	The Board considers the appointment of Directors based on merits and qualities such as skills and experience. The Board also strives to ensure that there is no discrimination based on gender, age, cultural and educational background, ethnicity or physical ability when deciding the composition of the Board. The NC is entrusted with the responsibility of identifying, evaluating, and recommending suitable candidates for appointment as Directors of the Company. In fulfilling this duty, the NC considers key attributes, including: • Skills, knowledge, expertise and experience; • Professionalism; • Commitment (including time commitment) to effectively discharge his/ her role as a Director • Background, character, integrity and competence; • Boardroom diversity (including gender diversity); and • For INEDs, his/ her ability to discharge responsibilities independently and objectively. In addition, the Board has established a Directors' Fit and Proper Policy, which serves as a guiding framework for the NC and the Board in objectively assessing the suitability of new candidates as well as Directors seeking re-election. This policy provides clear and structured parameters for the selection process of Directors and Senior Management, reinforcing Board independence, quality, and diversity. The Directors' Fit and Proper Policy is available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/.
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

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 :	The NC is responsible to perform screening, evaluating and nominating candidates for appointment to the Board. The procedures for the appointment of Directors and the selection criteria used by the NC are outlined in the TOR of the NC. To identify the most suitable candidates, the NC is empowered to utilise various sourcing methods, including directors' registries, independent search firms, as well as recommendations from Directors, Senior Management, or shareholders.	
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

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 profiles of all Directors are published in the Annual Report. The information of each director are disclosed in accordance with Appendix 9C of the AMLR of Bursa Securities, including their profiles, positions, and relationships, is provided in the Board of Directors' Profile section of the Annual Report, while their interests are detailed in the Analysis of Shareholdings. A statement by the Board and NC pertaining to their satisfaction with the performance and effectiveness of the retiring Directors who are offering themselves for re-election at the AGM has been set out in the explanatory notes accompanying the Notice of AGM.	
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
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 Mr. Teh Boon Beng, an INED of the Company. As outlined in the TOR of the NC, the NC shall consist of at least three (3) members, comprises exclusively Non-Executive Directors, with a majority being Independent Directors. The current composition of the NC comprises solely INEDs. The members of the NC are: • Mr. Teh Boon Beng (Chairman) • Ms. Koay Hooi Lynn (Member) • Ms. Lee Seow Ling (Member)	
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
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 :	Applied	
Explanation on application of the practice :	In FY 2024, two (2) out of six (6) directors, representing 33.33% of the Board are women directors. Following the resignation of the Non-Independent Non-Executive Deputy Chairman of the Company on 22 March 2025, the percentage of women directors of the Company further increased to 40%. This exceeds the prevailing requirement of at least 30% women Directors and reflects the Group's strong commitment to Board gender diversity.	
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
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 :	Applied	
Explanation on application of the practice :	The Board acknowledges the importance of diversity and inclusivity in enhancing strategy formulation and risk management by incorporating varying perspectives into boardroom discussions and decision-making process. In line with this commitment, the Board has disclosed the Group's diversity policy, which encompasses various aspects of diversity, including gender diversity, in the Board and Senior Management Diversity Policy, available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/.	
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

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.

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.		
Application :	Applied	
Explanation on application of the practice :	The NC, conducted the first assessment of the Board and Board Committees on 20 March 2025. The evaluation process was facilitated by the Company Secretary using structured questionnaires with quantitative assessments. The assessment covered the following key areas: • Board mix and composition; • Quality of information and decision making; • Boardroom dynamics and effectiveness; • Board's relationship with the Management; and • ESG and sustainability considerations. The NC is satisfied with the composition and performance of the current Board, Board Committees and each individual Director. The expertise, diligence, commitment and diverse skills of the Board members enable the Board to effectively discharge its duties and responsibilities in the best interest of the Company. The outcome of the assessment was subsequently presented to the Board.	
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

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 :	The Board, via the RC, has established and adopted the Directors' Remuneration Policy and Senior Management Remuneration Policy, which facilitates a fair and transparent remuneration process for the Directors and Key Senior Management. In designing these policies, the Board considered the demands, complexities and performance of the Company as well as skills and experience required of Directors and Key Senior Management. The remuneration for Executive Directors and Key Senior Management comprises both fixed and variable components, structured to align rewards with individual and Group performance. For Non-Executive Directors, the remuneration packages are designed to preserve their independence and objectivity. Their remuneration is determined based on experience, level of responsibilities assumed in the Board Committees, their attendance, performance and expertise they bring to the Board. The Directors' Remuneration Policy and Senior Management Remuneration Policy are periodically reviewed and available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/.
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

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 :	The Board has established the RC to provide oversight on remuneration matters pertaining to Directors and Key Senior Management. As outlined in the TOR of the RC, the RC is responsible for reviewing and recommending to the Board on the remuneration packages of Directors and Key Senior Management, ensuring alignment with the Directors' Remuneration Policy and Senior Management Remuneration Policy. Additionally, the RC reviews the overall remuneration framework and relevant criteria to ensure fair and competitive packages, enabling the Company to attract and retain the right talent to lead and drive its long-term business objectives. The current composition of the RC comprises solely of INEDs. The members of the RC are: • Ms. Lee Seow Ling (Chairman) • Ms. Koay Hooi Lynn (Member) • Mr. Teh Boon Beng (Member) The TOR for the RC has been approved by the Board and is made available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/.
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

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, including the breakdown of individual directors on fees, salary, bonus, benefits in-kind and other emoluments for FY2024 are as disclosed below. *Notes:* *Other emoluments include defined contribution plan.*

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	Fu Yew Sun	Independent Director	42.5	8.3	-	-	-	-	50.8	42.5	8.3	-	-	-	-	50.8
2	Datuk Keh Chuan Seng (Resigned on 22 March 2025)	Non-Executive Non-Independent Director	-	2.0	-	-	-	-	2.0	180.2	2.0	-	-	-	-	182.2
3	Oon Boon Khong	Executive Director	-	-	-	-	-	-	-	-	3.0	442.9	59.1	-	63.6	568.6
4	Koay Hooi Lynn	Independent Director	42.5	0.8	-	-	-	-	43.3	42.5	0.8	-	-	-	-	43.3
5	Teh Boon Beng	Independent Director	30.0	0.8	-	-	-	-	30.8	30	0.8	-	-	-	-	30.8
6	Lee Seow Ling	Independent Director	40.0	0.8	-	-	-	-	40.8	40	0.8	-	-	-	-	40.8
7	Chan Kay Ding (Resigned on 24 January 2024)	Independent Director	12.5	-	-	-	-	-	12.5	12.5	-	-	-	-	-	12.5

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.

<table>
<tr><td>Application :</td><td colspan="2">Departure</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2"></td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2">The remuneration of individuals within the senior management is based on their knowledge, skills, experience, and benchmarked against the industry.

The Board opted to depart from the suggested practice, as the Company operates within a competitive industry and disclosure of such sensitive information is not at the best interest of the Company.

Nevertheless, the Board is of the opinion that maintaining this confidentiality information does not compromise the interests of its shareholders.</td></tr>
<tr><td colspan="2">As an alternative, the Company discloses the total remuneration (including defined contribution plan) in bands of RM50,000 provided to its top four (4) senior management as disclosed in the Prospectus dated 30 May 2024 on a group basis. The breakdown is as follows:
<table>
<tr><th>Total Remuneration Per Annum</th><th>No. of Senior Management</th></tr>
<tr><td>RM100,001 – RM150,000</td><td>1</td></tr>
<tr><td>RM150,001 – RM200,000</td><td>0</td></tr>
<tr><td>RM200,001 – RM250,000</td><td>1</td></tr>
<tr><td>RM250,001 – RM300,000</td><td>1</td></tr>
<tr><td>RM300,001 – RM350,000</td><td>0</td></tr>
<tr><td>RM350,001 – RM400,000</td><td>1</td></tr>
</table></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2">Please explain the measure(s) the company has taken or intend to take to adopt the practice.</td></tr>
<tr><td>Timeframe :</td><td>Choose an item.</td><td>Please specify number of years.</td></tr>
</table>

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	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	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	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
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 :	In accordance with the TOR of ARMC, the Chairman of the ARMC shall be appointed by the members of the ARMC and must not be the Chairman of the Board. The ARMC is chaired by Ms. Koay Hooi Lynn who is not the Chairman of the Board. This deliberate arrangement ensures that the Board can objectively review the ARMC's findings and recommendations. Additionally, this structure allows the Board to maintain a comprehensive and impartial evaluation of the ARMC's work, thereby enhancing effective oversight and governance of the Company's audit and risk management functions.	
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

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 :	The TOR of the ARMC provides that no former partner of the external audit firm shall be appointed as a member of the ARMC before observing a cooling-off period of at least three (3) years. As per the current composition of the ARMC, none of its member have previously served as an audit partner of the Company.	
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

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 :	The Board, via the ARMC, has established policy and procedures to assess and determine the suitability, objectivity and independence of external auditor. The "Policy for the Assessment of the Suitability and Independence of External Auditors" is made available on the Company's website at https://www.agricore.com.my/investor-relations/corporate-governance/. During the financial year under review, the ARMC assessed the performance and independence of the external auditors, namely Messrs. Crowe Malaysia PLT, and satisfied itself that the external auditors have been independent throughout the conduct of their audit engagement. The evaluation criteria include, amongst others, the quality of service, communication, adequacy of resources as well as the exercise of independence and objectivity. The ARMC has also received confirmation from the external auditors that they were independent in accordance with the independence criteria promulgated by the International Ethics Standards Board for Accountants' (including International Independence Standards) Code of Ethics for Professional Accountants and the By-Laws (on Professional Ethics, Conduct and Practice) of Malaysian Institute of Accountants throughout their audit engagement.	
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

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	:	Adopted
Explanation on adoption of the practice	:	As outlined in the TOR of the ARMC, the ARMC shall consist of at least three (3) members, comprises exclusively Non-Executive Directors who are financial literate, with a majority being Independent Directors. The current composition of the ARMC comprises solely INEDs. The members of the ARMC are: • Ms. Koay Hooi Lynn (Chairman) • Mr. Teh Boon Beng (Member) • Ms. Lee Seow Ling (Member)

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	:	All members of the ARMC are financial literate, competent and able to understand matters under the purview of the ARMC including the financial reporting process. They are able to review the Company's financial reporting process and information to ascertain whether the financial reporting reflects the Company's actual performance. Two (2) out of the three (3) members of the ARMC, namely Ms. Koay Hooi Lynn and Ms. Lee Seow Ling are Chartered Accountant by profession, while Mr. Teh Boon Beng possesses extensive experience in the banking industry. During the year under review, all members of the ARMC attended relevant training sessions in order to upskill themselves and keep themselves abreast of the latest developments, the training programmes participated by the members of the ARMC includes: • Bursa Malaysia Mandatory Accreditation Programme Part I; • Bursa Malaysia Mandatory Accreditation Programme Part II; • MIA Professional Practices & Technical Updates; • BDO Tax Seminar on Budget 2025; • Conflict of Interest ("COI") and Governance of COI; • Anti-Bribery & Corruption; • ICDM Powertalk: How Can Boards Make the Most Blockchain & Digital Assets; • Roles & Responsibilities of Directors in Relation to Financial Statements; • Board Briefing in ESG Insights: Trends, Compliance Issues and Strategic Adoption; and • Strategic Data & Framework in Board Governance.

	For a detailed list of programmes attended by each ARMC member, please refer to the Corporate Governance Overview Statement. In addition, the ARMC is also kept updated by the Management, Company Secretaries, External and Internal Auditors on changes to accounting and auditing standards, practices and rules. Based on the outcome of board evaluation conducted for FY2024, the Board is satisfied with the performance of the ARMC and ARMC members, including their demonstration of ability to understand matters under the purview of the ARMC including the financial reporting process. A summary of the activities of ARMC carried out in FY2024 is set out in the ARMC Report in the Annual Report FY2024.	
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 10.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises the importance of maintaining a sound risk management and internal control system to safeguard shareholders' investments and the Group's assets. In discharging its stewardship responsibilities, the Board is fully committed to maintaining an appropriate risk management and internal control system, as well as reviewing its adequacy and effectiveness to provide assurance on the achievement of the Group's objectives. The Board has delegated the oversight of the risk management and the internal control functions to the ARMC. The ARMC is tasked with ensuring that a robust process is in place for identifying, managing and monitoring critical risks, overseeing the execution of that process, and ensuring continuous improvement as the business environment evolves. On a periodic basis, the Board, via the ARMC, evaluates the adequacy and operating effectiveness of the risk management and internal control system and, where appropriate, requires the Management to implement pertinent controls to address emerging issues or areas of control deficiencies. Detailed disclosure on the Group's risk management and internal control framework is narrated in the Statement on Risk Management and Internal Control contained within the Annual Report FY2024.
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 :	The Board has provided a detailed disclosure of the features, adequacy and effectiveness of its risk management and internal control framework in the Statement on Risk Management and Internal Control within the Annual Report FY2024. The Board is satisfied with the current risk management and internal control systems and has also received written assurance from the CEO and CFO confirming that, to the best of their knowledge, the Group's risk management and internal control systems are adequate and effective in all material aspects.	
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 10.3 - 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	:	The Board has established the Audit and Risk Management Committee ("ARMC") to oversee the Group's risk management framework. As outlined in the TOR of the ARMC, the ARMC shall consist of at least three (3) members, comprises exclusively Non-Executive Directors who are financial literate, with a majority being Independent Directors. The current composition of the ARMC comprises solely of INEDs. The members of the ARMC are: • Ms. Koay Hooi Lynn (Chairman) • Mr. Teh Boon Beng (Member) • Ms. Lee Seow Ling (Member)

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	:	The Group has outsourced its internal audit function to an independent professional firm, namely Messrs. Tan Yen Yeow & Company, to assist the ARMC and the Board in discharging its responsibilities. The outsourced internal auditor ("IA") reports directly to the ARMC and provides the Board with independent, objective and reasonable assurance on the effectiveness of the Group's internal control system. IA assesses the adequacy and integrity of the Group's internal control system based on a plan reviewed and approved by the ARMC. The IA provide management with recommendations for improvement and follow up to determine the implementation status of these recommendations. The IA engagements were conducted according to the approved IA Plan 2024 tabled on 15 June 2024, and the results were reported to the ARMC. Relevant management members were responsible for ensuring timely corrective actions for any reported weaknesses. Follow-up audits on key engagements confirmed that corrective actions were implemented effectively. The IA process has added value by enhancing governance, risk management, and control processes within the Group. Notably, during the year under review, the internal auditors reported no significant weaknesses in the internal control system. The IA function is progressively establishing a structured review of financial, operational, and compliance controls. Besides, the adequacy of IA function will be continuously reviewed, with potential enhancements based on input from the Committee and the Management. Fraud detection is included within the IA function's role, and the internal audit function operates independently, providing valuable input on risk mitigation and internal controls. In accordance with Paragraph 15.15(3)(e) of AMLR, the summary of work of the IA is disclosed in the ARMC Report, within the Company's Annual Report FY2024.
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 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	:	The Group has outsourced its internal audit function to an independent professional firm, namely Messrs. Tan Yen Yeow & Company ("TYY"). There is no other engagement between the Group and TYY which may create conflict of interest or impair their objectivity and independence. The internal audit engagement was led by the director, Mr. Tan Yen Yeow, who is an approved company auditor and a Certified Internal Auditor ("CIA"). He provides overall direction for the internal audit engagement and is responsible for all stages of the internal audit work. He also maintains contact with the Management to ensure open communication is practised and all internal audit works are carried out effectively and in a timely manner. He is further supported by other TYY professional staffs. All the personnel deployed by TYY do not have any family relationship or conflicts of interest with the Group that could impair their objectivity and independence during the course of their work. The outsourced internal auditors execute the internal audit work based on a risk-based internal audit plan approved by the ARMC before the commencement of work. The outsourced internal auditors conduct their work in consideration of the broad principles of the International Professional Practice Framework ("IPPF") of Institute of Internal Auditors covering the conduct of the audit planning, execution, documentations, communication of findings and consultation with key stakeholders. The outsourced internal auditors report their observations and findings according to the approved Internal Audit Plan to the ARMC.
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

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 :	The Board recognises that effective, transparent and continuous communication with the stakeholders of the Group is essential in managing expectations and driving long-term value creation. To foster stronger engagement with the stakeholders, the Company maintains an updated website (www.agricore.com.my) featuring latest developments related to the Group. This includes financial performance, business strategies and objectives, investor relation activities, corporate governance policies and procedures and press releases. The website also serves as a repository for key reports, such as the Company's annual report, quarterly reports and corporate governance report. Additionally, the Company's website also provides an investor relations contact email: corporate@agricore.com.my to facilitate dialogue and address queries from shareholders, stakeholders, investors and the general public. The Board reviews the Group's overall engagement with stakeholders on an annual basis. A summary of the Group's engagement with stakeholders during the financial year under review is discussed in the Company's Sustainability Statement in Annual Report FY2024.	
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
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 :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
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 :	The Board recognises the importance of providing shareholders with adequate time to review and consider the resolutions to be discussed and decided at the AGM. Additionally, the Board acknowledges that providing sufficient notice enables shareholders who are unable to attend the AGM to appoint proxies, ensuring their ability to participate, vote and raise questions on their behalf. The Company was newly listed on 21 June 2024 and is scheduled to convene its 2nd AGM on 22 May 2025. The notice of the AGM was given to shareholders on 23 April 2025.	
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

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 :	Applied	
Explanation on application of the practice :	The Company will conduct its first post-listing AGM on 22 May 2025. Barring unforeseen circumstances, all Directors, including Chairman of the Board and respective Board Committees, will attend the AGM to provide meaningful responses to questions addressed to them. They are fully aware of their respective scope of responsibilities and will come well-prepared to address any issues raised.	
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

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	:	The Company will hold its 2nd AGM on 22 May 2025 as a physical meeting at Iconic 1, Level 7, The Iconic Hotel, 71, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Pulau Pinang. Electronic voting will be adopted to ensure accurate recording of votes, and all resolutions will be put to vote by poll. An independent scrutineer will be appointed to validate the votes cast, and the results of each resolution will be announced during the meeting. Additionally, a detailed announcement, including the total number of votes cast for and against each resolution along with their respective percentages, will be announced via Bursa Securities' website after conclusion of the AGM.
		The Company allows a member to appoint a proxy who may not be a member of the Company. If the proxy is not a member of the Company, he or she needs not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia. Agricore has not set the limit on the number of proxies to be appointed by an exempt authorised nominee with shares in the Company for Omnibus account to allow greater participation of beneficial owners of shares at general meetings of the Company. The Constitution of the Company further accord proxies the same rights as members to speak at the general meetings. Essentially, a corporate representative, proxy or attorney is entitled to attend, speak and vote both on a show of hands and on a poll as if they were a member of the Company. Despite the recommendation of Practice 13.3 of the MCCG that the Company with large number of shareholders should have meetings in remote locations and in leverage technology to facilitate voting including voting in absentia and remote shareholders' participation at the general meeting, the Board assessed and is of the opinion that

	meetings in remote locations is not cost effective to the Company in view of the current number of shareholders of the Company.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
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 13.4
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.

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.		
Application :	Applied	
Explanation on application of the practice :	The Board views its AGM or other general meetings as valuable opportunities to engage directly with shareholders and endeavour to encourage their active participation in these meetings. As part of the AGM proceedings, a resolution will be tabled to receive the Audited Financial Statements and the Reports of the Directors and Auditors. The Board Chairman will allocate ample time and encourage shareholders to pose questions, share their views and provide suggestions throughout the meeting. The Board is committed to addressing all questions with meaningful and thoughtful responses. The Company will conduct its first post-listing AGM on 22 May 2025.	
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
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.

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.		
Application :	Not applicable – only physical general meetings were conducted in the financial year	
Explanation on application of the practice :		
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

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.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.		
Application :	Applied	
Explanation on application of the practice :	The Board recognises the importance of the timely circulation of complete and accurate AGM minutes. As these minutes capture the mutual understanding and resolutions reached between shareholders and Directors, they serve as valuable resource for shareholders, particularly those who were unable to attend the AGM. The Company will conduct its first post-listing AGM on 22 May 2025. Upon conclusion of the forthcoming AGM, the minutes will be made available on the Company's website within 30 business days.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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.

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