

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 5199  
**COMPANY NAME** : Hibiscus Petroleum Berhad  
**FINANCIAL YEAR** : June 30, 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.

<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Board of Directors (Board) of Hibiscus Petroleum Berhad (Hibiscus Petroleum or the Company) is tasked with leading the Company and its subsidiaries (Group) and is collectively responsible for achieving its objectives and goals. Our Board formulates and reviews the Group's strategic direction, core values, key policies and management practices to ensure that the Group operates with integrity and complies with all applicable laws, rules and regulations. It is also responsible for fostering a strong corporate governance (CG) culture within the Group.</p> <p>Our Board's duties, powers and functions are governed by the Company's Constitution, the Companies Act 2016, the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Securities) and other relevant regulations.</p> <p>Our Board is guided by its <i>Board Charter</i>, which outlines its responsibilities and is available on the Company's website at <a href="http://www.hibiscuspetroleum.com.my">www.hibiscuspetroleum.com.my</a>. To support its functions, our Board has established three Committees: the Audit and Risk Management Committee (ARMC), the Nominating Committee (NC) and the Remuneration Committee (RC).</p>

Our Board upholds the Group’s core values, represented by the acronym TEPAT:

- Tenacious** - Our people take ownership and are relentless in the pursuit of our goals.
- Environmentally Responsible** - Our decision-making and actions safeguard the environment as far as reasonably practicable.
- People Focused** - We work as one, with common objectives in a safe, secure and respectful work environment.
- Agile** - Our uniqueness lies in our readiness to act and our ability to be flexible, balanced and adaptive to change.
- Trustworthy** - We believe that trust and integrity are fundamental prerequisites to being a respected and valuable company.

Our Board assumes, among other responsibilities, the following principal duties in fulfilling its leadership and stewardship roles, as well as meeting its fiduciary obligations:

(1) Refining Strategic Plans for Shareholder Value and Sustainability

In February 2024, our Board held a 2-day meeting to review and approve the business plan. The session covered key objectives for assets, corporate initiatives, financials, and risk management. Management presented their strategic initiatives and targets for 2024 and beyond, including specific goals and performance metrics. Our Board was briefed on key economic and planning assumptions, the 2022-2026 mission, the 2022-2028 Group net production outlook and related investments for production growth.

Our Board and Management discussed the CY2024 business plan, including production targets, capital expenditure, funding strategies and new ventures. They reviewed metrics for production and investment and discussed strategic goals for asset management and expansion in countries such as Malaysia, Vietnam, and the United Kingdom (UK). Additionally, they addressed the Net Zero agenda, corporate funding strategies and initiatives to enhance shareholder value while ensuring continued Shariah-securities compliance and the need to improve further the overall Environment, Social and Governance (ESG) ratings accorded to the Company.

Our Board reviewed and challenged Management’s views and assumptions to ensure alignment with the Group’s strategic objectives and performance targets. The budgeted capital expenditure and key performance indicators (KPIs) for the Company and the Group were also reviewed and approved.

(2) Monitoring the Progress of the Group's Businesses

Management had briefed the Board quarterly, presenting the Group Scorecard and Quarterly Asset Performance Report. These reports compared the approved business plan targets against the quarterly financial results. Management reports on the financial performance of each asset, corporate initiatives, financials and risk management, informing progress towards achieving the Group's strategic objectives.

This process allowed our Board to monitor performance in line with the Group's strategic goals. Explanations for variances were provided by Management and the Board subsequently provided guidance and feedback to help Management enhance its plans, ensuring alignment with the Group's strategic goals and performance targets.

(3) Identifying and Managing Principal Risks

Our Board, through the ARMC, establishes risk tolerance levels, objectives and policies to address the key risks faced by the Group. A comprehensive risk management framework is in place to help identify, assess and mitigate these risks effectively. On a quarterly basis, our Board reviews and comments on the risk management report presented by the Executive Risk and Management Committee (ERMC) Chair, which highlights key risks and the corresponding action plans to manage or mitigate them.

The Chair of the ARMC reported to the Board on all deliberations and recommendations made by the ARMC.

Further details of the risk management framework are outlined in the Statement on Risk Management and Internal Control in the Company's Annual Report 2023/2024.

(4) Evaluation of Internal Control and Compliance Systems

Our Board, through the ARMC, oversees the internal control environment, financial reporting, accounting standards and the integrity of management information systems including any related party transactions and conflict of interest (COI) situations.

The ARMC is supported by the Internal Audit Department, which reviews and monitors the effectiveness of the internal control systems and risk management framework.

At the beginning of each financial year (FY), the Group Internal Auditor presents the annual Audit Plan to the ARMC. The plan outlines the audit objectives, scope and approach, summarises the previous year's activities, details proposed assignments based on the ERMC-reported risks, includes special assignments from Management and provides information on manpower and audit man-days. The 2024 Audit Plan, covering the financial year ended 30 June 2024 (FY2024), was approved

by the ARMC in July 2023.

At the ARMC meetings, the Group Internal Auditor presents findings from recent audits in addition to follow-up reviews. The ARMC assesses these findings and the actions taken by Management to address any identified issues or weaknesses.

Subsequently, the Chair of the ARMC updates the Board on key financial matters, internal control concerns and the ARMC's recommendations.

Details of the internal control system are outlined in the Statement on Risk Management and Internal Control in the Company's Annual Report 2023/2024.

(5) Reviewing Management's Recommendations on Key Business Matters

All significant proposals requiring Board approval were presented to the Board. Additionally, Management provided monthly updates through a core report, which included detailed information on key assets such as the Peninsula Hibiscus Sdn Bhd (Peninsula Hibiscus) group, SEA Hibiscus Sdn Bhd, (SEA Hibiscus) Anasuria, Marigold and Teal West, as well as Finance, Business Planning and Funding, Corporate Finance, Corporate Development and award recommendations for contracts and tenders.

During FY2024, under the strategic theme of '**Delivering Volumes, Enhancing Value**', our Board approved key acquisitions in Brunei as part of its mergers and acquisitions (M&A) strategy. The Board also focused on new ventures to address production gaps to achieve the Group's Mission 2026 targets. Efforts were made to optimise operations in the UK, improve recovery from the Anasuria Cluster and explore opportunities for Marigold license extensions and potential farm-downs. Additionally, the Board supported Management's initiatives to reduce emissions and investigate viable carbon capture and storage (CCS) solutions, reinforcing our commitment to sustainability.

Our Board consistently demonstrated their dedication by actively engaging in discussions and providing valuable feedback and recommendations to Management. Ad hoc meetings were convened to address urgent matters requiring immediate decisions or adjustments to business plans, with discussions taking place even outside regular hours, including holidays and weekends. The Board's commitment also extends to interactions with regulators, hosting government officers and engaging with investors during Hibiscus Investor Day, further supporting our business objectives and goals.

(6) Human Resources Planning and Talent Development, Focussing on Management Succession Planning

The Board, through the NC and RC, oversees management succession planning for key positions and recommends remuneration packages for the Leadership Team and key Senior Management based on a balanced

appraisal system.

The NC and RC provided feedback on the Human Capital Department's development of the improved performance management system, ensuring alignment with the business plan and corporate goals approved by the Board.

Additionally, the NC and RC guide the implementation of the Hibiscus Talent Management Blueprint (HTM), which includes various talent management initiatives such as succession planning and performance management for key management positions, as well as assessing leadership potential and developing plans for identified potential successors.

(7) Establishing Procedures for Effective Stakeholder Communication

Our Board recognises the importance of maintaining transparent and effective communication with shareholders and other stakeholders. To manage stakeholder communication efficiently, our Board has implemented the following framework:

(i) Development and Implementation of a Communication Policy

Our Board prioritises transparent and timely communication with stakeholders to clearly convey material information on the Company's operations and pertinent activities, including financial, organisational, governance and transaction-related updates. To uphold best practices, we have established our *Corporate Disclosure Policies and Procedures (CDPP)*, ensuring all communications adhere to these guidelines.

We leverage information technology to facilitate effective communication through multiple channels, such as our website, investor portals, webcasts and digital tools. These platforms provide access to our annual reports, quarterly updates, notices of general meetings, investor briefings, press releases and responses to frequently asked questions.

Our corporate website features dedicated sections for financial results and CG, offering centralised access to key information. This approach aims to enhance stakeholders' understanding of our operations, strategies and progress.

We value ongoing engagement with stakeholders and actively encourage feedback. Stakeholders can reach out with queries or concerns to the Chair of the Board, Encik Zainul Rahim bin Mohd Zain, or to our Senior Independent Non-Executive Director (SINED), Mr Thomas Michael Taylor.

Their contact details are provided as follows:

Encik Zainul Rahim bin Mohd Zain  
(Chair of the Board)

Email : zainulrahim@hibiscuspetroleum.com  
Tel : +603 2092 1300  
Fax : +603 2092 1301

Mr Thomas Michael Taylor  
(SINED)

Email : tmiketaylor@hibiscuspetroleum.com  
Tel : +603 2092 1300  
Fax : +603 2092 1301

We are committed to ongoing engagement with our stakeholders, actively encouraging feedback, questions and constructive dialogue from shareholders, analysts, investors, employees and communities and integrating relevant feedback into our decision-making processes, where applicable.

Hibiscus Petroleum has facilitated shareholder participation by using virtual formats for its EGM held on 5 October 2023 and the 13<sup>th</sup> AGM held on 5 December 2023. These meetings saw significant attendance, with over 200 participants (47.30% of issued share capital) at the EGM and approximately 300 participants (49.75% of issued share capital) at the AGM.

The virtual format improved transparency and decision-making efficiency, reflecting our commitment to stakeholder engagement and inclusivity. We value the active involvement of our shareholders in both meetings.

(ii) Integration of Other Communication Policies

Hibiscus Petroleum has a strict *Policy with Regard to Insider Dealing*. We regularly remind our Directors, employees and principal officers<sup>1</sup> not to trade company shares if they have sensitive information.

Our *Whistle Blower Policy* allows all Directors, employees, external stakeholders and members of the public, where relevant, to report any misconduct or wrongdoings which occur in the course of dealings with the Company and its business operations. The Group Internal Auditor reviews these reports and updates the ARMC and the Board.

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<sup>1</sup> Principal officer in relation to a listed issuer or its major subsidiary means the chief executive who is not a director, the chief financial officer or any other employee of the listed issuer or its major subsidiary respectively who has access or is privy to price-sensitive information in relation to the listed issuer.

	<p>By promoting responsibility and accountability, we ensure our Directors and employees follow our <i>Code of Conduct and Ethics (Code)</i> and other policies. With our values of <i>TEPAT</i>, we commit to ethical practices and a sustainable future for Hibiscus Petroleum and our shareholders.</p> <p>(iii) <u>Regular Review and Updates</u></p> <p>The Board periodically reviews and, where relevant, updates the <i>CDPP</i> to adapt to changing regulatory requirements and stakeholder expectations. This includes policy revisions to reflect changes in regulations, best practices or Company operations. We continuously engage with stakeholders to gather feedback on the effectiveness of communication procedures and make improvements, where necessary.</p> <p>By establishing these procedures, the Board ensures effective communication with stakeholders, fostering transparency, trust and engagement.</p> <p>(8) <u>Ensuring Financial Literacy and Oversight</u></p> <p>Our Board ensures that its members who are not on the ARMC can also effectively have oversight of the Company's financial reporting obligations. Such sufficient financial literacy to understand key financial indicators such as revenue, earnings and profit, is essential to make informed strategic decisions and meet statutory financial reporting requirements, including filing submissions to regulatory bodies and providing accurate financial information to investors and shareholders.</p> <p>The collective expertise of our ARMC members, who bring valuable experience from the oil and gas industry and financial services, strengthens the Board's ability to oversee financial reporting, maintain transparency and manage risk. Their expertise and experience support the Board in maintaining high standards of CG of the Group.</p>
<p><b>Explanation :</b> <b>for</b> <b>departure</b></p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure :</b></p>	
<p><b>Timeframe :</b></p>	



## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, Encik Zainul Rahim bin Mohd Zain, with over 46 years of experience in the oil and gas industry, serves as Chair of the Board. His extensive background provides essential leadership and upholds high standards of CG.</p> <p>Under his leadership, our Board fosters open dialogue and collaboration, ensuring all Directors can contribute their perspectives and engage in transparent, informed decision-making aligned with the Company's strategic objectives.</p> <p>The 2024 Board assessment affirmed Encik Zainul Rahim bin Mohd Zain's objectivity, engagement, and principled decision-making, which contribute to a constructive boardroom environment where diverse viewpoints are valued.</p> <p>Consistent with the MCCG recommendations, Encik Zainul Rahim bin Mohd Zain does not serve on Board Committees, although he attends all Board Committee meetings. This practice ensures effective use of our Non-Executive Directors (NEDs)' time as discussions at Board Committee meetings do not need to be repeated, whilst maintaining our Board Committee independence and supporting timely decision-making.</p> <p>The strategic appointments of additional NEDs to the Board Committees after the Chair of the Board's resignation from these Committees reflect our commitment to a balanced and effective governance structure. These changes demonstrate our dedication to good governance practices, the right mix of skills, expertise, and diversity within our Board and Board Committees. Under Encik Zainul Rahim bin Mohd Zain's leadership, these enhancements underscore our focus on effective governance, sustainable growth, and long-term value creation for our stakeholders.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we recognise the importance of defining clear and distinct roles for our Chair of the Board and Managing Director (MD). Our <i>Board Charter</i> outlines the specific responsibilities and accountabilities of each position, ensuring a well-balanced distribution of influence and authority within the Company. This deliberate separation of roles support transparency, accountability and effective CG.</p> <p>The Chair of the Board plays a key leadership role, focusing on overseeing the effectiveness of the Board. This includes guiding the Company's strategic direction, governance practices, and compliance with regulatory requirements. With extensive experience and industry knowledge, the Chair provides valuable guidance to support the Company's long-term growth and sustainability.</p> <p>In addition to setting the overall corporate direction, our Chair of the Board is deeply committed to fostering a corporate culture that upholds ethical conduct, transparency and accountability. By instilling these values, the Chair of the Board cultivates a positive work environment and fosters trust amongst stakeholders, reinforcing Hibiscus Petroleum's reputation as a responsible and reliable corporate citizen.</p> <p>Meanwhile, our MD plays a crucial role in the Company, leading day-to-day operations and overall management. He translates the Board's strategic decisions into actionable plans, aligning with the Group's strategic theme of "<b><i>Delivering Volumes, Enhancing Value</i></b>". With a deep understanding of the Company's vision, he focuses on enhancing organisational effectiveness and operational efficiency.</p> <p>He directs the development of medium to long-term business strategies and financial projections aimed at achieving targeted growth in revenue, profits, and market capitalisation. His responsibilities include leading key acquisitions, particularly in Brunei, overseeing M&amp;A strategies to address production gaps, optimising UK operations, and exploring opportunities for license extensions and potential farm-downs.</p>

	<p>Additionally, the MD oversees synergy initiatives to ensure efficient resource utilisation across our key assets. He drives ESG efforts, including emission reduction and exploring carbon capture solutions, reflecting our commitment to sustainability. The MD also works closely with the Human Capital department on Senior Management succession planning and leads the Management Team in implementing key IT initiatives, such as digital transformation, data security and optimisation strategies.</p> <p>Beyond internal operations, our MD is instrumental in building and maintaining relationships with external stakeholders, including regulatory bodies, host governments, industry peers and investors. Through effective communication, he ensures that Hibiscus Petroleum stays informed about market trends, regulatory changes and industry developments. This proactive approach helps position the Company as an adaptable and agile market player, capable of navigating challenges and seizing emerging opportunities. By fostering these relationships, our MD supports the ongoing success and growth of Hibiscus Petroleum.</p> <p>To uphold transparency and accountability, our MD provides the Board with regular updates on material issues and the Company's performance. This reporting mechanism equips the Board with essential insights, enabling well-informed decision-making in the best interests of its shareholders.</p> <p>By clearly defining and delineating the roles of our Chair of the Board and MD, Hibiscus Petroleum demonstrates its commitment to good CG. This strategic separation of responsibilities fosters a governance framework that is robust, transparent and conducive to sustainable growth. Through effective leadership and governance, we strive to achieve our strategic objectives and create long-term value for our shareholders and stakeholders.</p> <p>The roles and responsibilities of our Chair of the Board and our MD are formally documented in our <i>Board Charter</i>, which is published on our corporate website.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## 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

<p><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></p>	
<p><b>Application</b></p>	<p>: Departure</p>
<p><b>Explanation on application of the practice</b></p>	<p>: In line with best practices in CG, Hibiscus Petroleum continues to enhance the effectiveness of its Board Committees. Our Chair of the Board has stepped down from all Board Committees to reinforce independence, aligning with recommendations for role separation and ensuring effective oversight of the Company's strategic direction and governance practices.</p> <p>New strategic NED appointments have been made to promote balanced representation and introduce diverse perspectives, further strengthening our governance framework.</p> <p>This commitment to good governance is evident in our Board Committees' composition, which supports the Company's long-term sustainable growth and fosters balanced, inclusive representation through individuals with the necessary skills, expertise and independence.</p>
<p><b>Explanation for departure</b></p>	<p>: Our Chair of the Board is invited to attend Board Committee meetings to facilitate effective communication and the efficient use of Directors' time without the need to repeat discussions held at Board Committee meetings nor incurring additional meeting allowances. This practice helps maintain the independence of our Board Committees and supports timely decision-making.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>
<p><b>Timeframe</b></p>	<p>:</p>

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum Berhad's Board benefits from the expertise of qualified Company Secretaries, who assist with matters related to the Company's Constitution and regulatory compliance. They manage corporate proposals and Board proceedings, ensuring effective communication and coordination.</p> <p>Effective 24 July 2024, a change in the company secretary occurred when the previous corporate secretarial provider who had served us for over 11 years, could no longer support our requirements. New company secretaries were appointed on the same date to maintain the continuity of corporate secretarial services. We extend our appreciation to the previous provider for their dedicated service.</p> <p>The Company Secretaries are instrumental in facilitating annual Board assessments and ensuring a smooth evaluation process. They also oversee general meetings, managing proceedings and assisting the Chair of the Board and Board with professionalism.</p> <p>The Board is satisfied with the support provided by the Company Secretaries in fulfilling their roles and responsibilities.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum has established a comprehensive framework for conducting Board and Board Committee meetings, ensuring transparency, accountability, and effective decision-making. Prior to each meeting, notices are sent electronically along with detailed meeting papers, allowing Board members to peruse the materials in a timely manner.</p> <p>The meeting materials are reviewed by our MD before being circulated to the Board, ensuring that the information is comprehensive and accurate for informed decision-making. Matters outside the MD's authority, as well as those requiring Board approval, are presented in accordance with our <i>Board Charter</i> and <i>Limits of Authority (LOA)</i>.</p> <p>During meetings, key issues, discussions and decisions are documented in the minutes. Draft minutes are circulated for review and comments are incorporated before final confirmation by the respective Chair. Actionable items are tracked in the minutes as matters arising until they are resolved.</p> <p>The Board receives regular updates on the activities of the Board Committees through the circulation of their minutes, which are reviewed during Board meetings. Additionally, the Chairs of Board Committees present summaries of key matters for the Board's information and decision, as needed.</p> <p>This structured approach to meeting materials, minutes, and updates ensures the efficiency and effectiveness of Hibiscus Petroleum's Board and Board Committee meetings.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		



## 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>Our <i>Board Charter</i> is an essential part of our CG framework, outlining the roles and responsibilities of the Board, Board Committees, individual Directors, and the Management team. This structure supports teamwork and helps each function effectively contribute to our strategic goals.</p> <p>The <i>Board Charter</i> emphasises the role of Independent Directors, who make up 57% of our Board, with four out of seven members as Independent Non-Executive Directors (INEDs). Their impartial judgment is key to protecting the interests of all shareholders and stakeholders, showing our commitment to strong governance standards.</p> <p>Transparency and accountability are core to Hibiscus Petroleum's values. The <i>Board Charter</i> defines important issues and decisions that must be addressed by the Board, such as strategic matters, major expenditures, risk management, and annual financial statement approvals. This ensures thorough evaluations and alignment with our long-term goals.</p> <p>To keep the <i>Board Charter</i> up-to-date, we regularly review it to incorporate best practices, regulatory changes, and our Company's evolving needs. We involve Board members, Management and external advisors in this review to ensure its continued effectiveness.</p> <p>The <i>Board Charter</i> is available on our corporate website, reflecting our commitment to transparency and building trust with our stakeholders.</p> <p>Our <i>LOAs</i>, approved by the Board, complement the Board Charter by setting out decision-making authority and ensuring proper documentation. Designed for different subsidiaries and projects, the <i>LOAs</i> support effective governance and align decisions with our strategic goals.</p>

	<p>The <i>LOAs</i> are reviewed regularly to maintain their relevance. Recent updates include:</p> <ul style="list-style-type: none"> <li>(i) On 23 July 2023, the corporate <i>LOA</i> was revised to match our evolving needs and clarify authority and responsibilities at the corporate level.</li> <li>(i) On 11 April 2024, the <i>LOAs</i> for SEA Hibiscus and Peninsula Hibiscus were updated to improve their effectiveness within each subsidiary.</li> <li>(ii) On 5 December 2023, the <i>LOA</i> for the Marigold-Sunflower Project was updated to address specific project needs. The AHUK (Mid-sized Assets) <i>LOA</i> was also revised on the same date.</li> <li>(iii) On 7 July 2024, Straits Hibiscus Sdn Bhd adopted the Peninsula Hibiscus <i>LOA</i> to enhance its project management and align with best practices.</li> <li>(iv) On 23 July 2024, Borneo Hibiscus Sdn Bhd adopted the Peninsula Hibiscus <i>LOA</i> to improve project management efficiency and maintain consistency with organisational standards.</li> <li>(v) The <i>LOA</i> framework is also applied to our project entities, such as Anasuria Hibiscus UK Limited and Carnarvon Hibiscus Pty Ltd, with <i>LOAs</i> developed to meet their specific project needs.</li> <li>(vii) Joint operating entities, like Anasuria Operating Company Limited, follow the <i>LOA</i> framework to support effective collaboration and decision-making among joint venture partners.</li> </ul> <p>Overall, the <i>LOA</i> framework is a key element of our CG structure, providing clarity and supporting internal controls across the Group. Regular updates ensure that the framework remains aligned with our strategic goals and effective in a changing business environment.</p> <p>Our Board has delegated specific powers to the ARMC, NC and RC according to their <i>Terms of Reference (TOR)</i>. These <i>TORs</i> are reviewed periodically, with the ARMC's <i>TOR</i> updated in June 2023 to include the latest MMLR amendments. These updates enhance how we handle <i>COI</i> situations, including reporting of such matters and the steps taken to resolve them.</p> <p>Each Board Committee's <i>TOR</i> is available on our corporate website.</p>
<p><b>Explanation for departure</b> :</p>	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we are committed to upholding ethical standards across all aspects of our business. Our Group's <i>Code</i> guides our Directors and employees, providing principles and best practices for their conduct.</p> <p>In addition to the <i>Code</i>, our Group has implemented several key policies that support ethical business practices. These include our <i>LOAs, Health, Safety, Security and Environment Policy, and Sustainability Policy</i>. Other policies in place include those on human capital matters as well as procedures pertaining to related party transactions, information technology (IT) and risk management.</p> <p>Our <i>Code</i> highlights the importance of managing conflicts of interest, maintaining confidentiality, and using the Company's resources responsibly. By adhering to these principles, we foster a culture of integrity throughout the organisation.</p> <p>We are dedicated to acting in the best interest of the Group, shareholders, and stakeholders. Our commitment to responsible corporate citizenship is reflected in our environmental sustainability efforts and workplace safety practices.</p> <p>Respecting internationally recognised human rights and labour standards is integral to our <i>Code</i>. We firmly oppose any form of forced, bonded or underage labour within our Group and supply chain, as detailed in our <i>Anti-Modern Slavery Policy</i>. Upholding slavery-free operations is a responsibility we take seriously.</p> <p>Our <i>Code</i> also highlights the significance of fairness, respect and consideration in all interactions, aiming to nurture strong relationships and mutual trust with our stakeholders.</p>

	<p>Honesty, integrity and professionalism are core values that guide our actions. We believe that ethical conduct is essential for achieving sustainable success.</p> <p>In June 2023, we updated our <i>Code</i> to enhance the existing <i>COI</i> disclosures for key persons<sup>2</sup>, in line with the amendments to the MMLR. These updates ensure that any conflicts of interest are handled transparently and objectively.</p> <p>At Hibiscus Petroleum, we embrace our corporate values of <i>TEPAT—tenacity, environmental responsibility, a people-focused approach, agility and trustworthiness</i>—in all our endeavours. These values guide our interactions with each other and our stakeholders.</p> <p>To ensure transparency, our <i>Code</i> is available on our corporate website at <a href="https://www.hibiscuspetroleum.com">https://www.hibiscuspetroleum.com</a>.</p> <p>We are committed to ethical practices, supported by our Group's <i>Anti-Corruption and Anti-Bribery (ACAB) Policy</i>, which reinforces our zero-tolerance stance on bribery and corruption. Continuous training and awareness initiatives help nurture our ethical culture, with annual <i>ACAB</i> training and assessment quizzes ensuring compliance.</p> <p>Additionally, we take potential misconduct or wrongdoing seriously. Our <i>Whistle Blower Policy</i> provides a platform for reporting any improper conduct or organisational malpractices, which are reviewed and investigated by our Group Internal Auditor, with updates provided to the ARMC and the Board.</p> <p>By fostering a culture of responsibility and accountability, we ensure that our employees are fully committed to upholding the provisions of our <i>Code</i> and other relevant policies.</p> <p>Guided by ethical practices and our corporate values of <i>TEPAT</i>, we strive to create a sustainable future for Hibiscus Petroleum and our shareholders.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	

<sup>2</sup> Key person refers to, among others, a Director, key senior management and legal representative of a listed corporation, as well as a Director and chief executive of the management company or trustee-manager of a real estate investment trust, exchange-traded fund, closed-end fund and business trust.

<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

<p><b>Application</b></p>	<p>: Applied</p>
<p><b>Explanation on application of the practice</b></p>	<p>: At Hibiscus Petroleum, we are committed to maintaining the highest standards of integrity, transparency and ethical conduct across all levels of our organisation. To support this, we have established a <i>Whistle Blower Policy</i> that provides a secure and confidential avenue for reporting any unethical behaviour or misconduct.</p> <p>This policy applies to all Directors, employees, external stakeholders and members of the public. This policy provides an avenue for individuals to report any improper conduct related to the Company and its operations.</p> <p>Reports of improper conduct can be submitted in writing to <a href="mailto:whistleblower@hibiscuspetroleum.com">whistleblower@hibiscuspetroleum.com</a>. This email is monitored by the Chair of the Board and the Chair of the ARMC, who also serves as the SINED. The policy ensures that whistleblowers' identities are kept confidential and protected while appropriate actions are taken.</p> <p>The Internal Auditor will usually serve as the Investigator, unless the ARMC appoints someone else. The Investigator must be impartial and independent. They are responsible for reporting all serious concerns, the status of ongoing investigations and any actions taken to the ARMC.</p> <p>Our ARMC reviews the <i>Whistle Blower Policy</i> periodically to ensure it remains effective and provides a secure way for concerns to be reported in good faith. The policy is available on our corporate website at <a href="https://www.hibiscuspetroleum.com">https://www.hibiscuspetroleum.com</a>.</p> <p>In line with the <i>Whistle Blower Policy</i>, we also have an <i>ACAB Policy</i> that reinforces our zero-tolerance stance against corruption and bribery. This policy outlines clear controls and guidelines to support ethical business practices.</p> <p>At Hibiscus Petroleum, we are committed to maintaining a culture of integrity and transparency. By upholding meritocracy and strong</p>

	ethical standards, we aim to drive our collective success and ensure a sustainable future for the Company and its shareholders.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



## 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>: Our Board of Hibiscus Petroleum is responsible for overseeing the Company’s sustainability efforts.</p> <p>One of the Board’s key roles, as outlined in the <i>Board Charter</i>, is to review business plans and budgets to ensure they consider economic, environmental, and social factors. To support this, the Board is assisted by our MD, who leads the integration of sustainability throughout our operations. Our Business Sustainability Management Committee (BSMC), which includes senior representatives from key business units, plays a vital role in providing input on sustainability matters and managing issues within their areas of responsibility.</p> <p>Our Board also monitors risk management and internal controls to safeguard shareholder investments and Company assets. Health and safety, as well as climate change risks, are among the key concerns tracked through our Group risk register. Our ERMC addresses these issues and reports to the ARMC, a sub-committee of the Board.</p> <p>Our <i>Sustainability Policy</i> and <i>Climate Change Framework</i> are aligned with the United Nations Sustainable Development Goals (UN SDGs).</p> <p>We are working towards becoming a net-zero emissions producer by 2050 and aim to cut our Scope 1 and 2 emissions by 50% by 2030. To achieve this, we have a clear Energy Transition Strategy with two main focus areas:</p> <ol style="list-style-type: none"> <li>1. Portfolio Resilience: We are in efforts to increase our natural gas assets to support a shift to cleaner energy sources. This includes the acquisition of Peninsula Hibiscus in January 2022 and a proposed material acquisition in Brunei (targeted for completion by the end of this year), which is expected to</li> </ol>

	<p>increase our gas assets to 49%.</p> <p>2. Decarbonisation Initiatives: We are implementing several initiatives to improve energy efficiency and reduce emissions, including transitioning from diesel to solar and wind turbines, upgrading hydrocarbon recovery systems, reusing decommissioned platforms, and enhancing methane abatement.</p> <p>Our Energy Transition Strategy reflects our commitment to reducing our carbon footprint and creating a more sustainable energy future. We are focused on working together and making a positive impact.</p> <p>Further details of our sustainability initiatives are available in our Sustainability Report, which is part of our Annual Report for 2023/2024.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we are dedicated to sustainability and take our responsibility to stakeholders, the environment and the wider community seriously.</p> <p>We have set clear objectives and strategies to guide our sustainability efforts. These reflect our commitment to responsible practices and ensure we address key areas effectively.</p> <p>Transparency is essential to us and we consistently share our sustainability goals, strategies, and performance results via published disclosures to ensure that our stakeholders stay informed.</p> <p>To ensure our strategies meet stakeholder expectations, we conduct materiality assessments and engage with stakeholders during analyst briefings and investor forums, amongst others. We then review these insights with our Leadership Team and the Board, considering how our strategies affect our stakeholders and the broader business environment.</p> <p>Our commitment to sustainability is an ongoing journey. We invite all stakeholders to support us in pursuing responsible growth and making a positive impact. Together, we aim to create a more sustainable future.</p> <p>Our Sustainability Report highlights our progress and shows our efforts to integrate sustainability into all aspects of our operations. We are focused on achieving our net-zero emissions goal by 2050 and aim to cut 50% of our Scopes 1 and 2 greenhouse gas emissions by 2030. We are committed to working closely with our stakeholders to reach our sustainability targets.</p> <p>Further details of our sustainability initiatives are available in our Sustainability Report, which is part of our Annual Report for 2023/2024.</p>
<b>Explanation for departure</b>	:	

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum is dedicated to sustainability and integrates it into our long-term strategy to address both risks and opportunities.</p> <p>The Board focuses on staying informed about sustainability issues. This past year, Directors attended key events such as:</p> <ul style="list-style-type: none"><li>- Mandatory Accreditation Programme Part II: Leading for Impact.</li><li>- Energy Industries Council (EIC): APAC Energy Conversations OGA 2023.</li><li>- Bloomberg Sustainable Business Summits.</li><li>- Sustainability in the Digital Age.</li><li>- Climate Change &amp; Carbon Footprint - Getting the Right Financial Risk &amp; Reporting Perspectives.</li><li>- Kuala Lumpur International Sustainability Conference, FIDE Forum.</li><li>- National Climate Governance Summit.</li><li>- Bursa Malaysia - Building Sustainable Credibility: Assurance, Greenwashing and the Rise of Green-Hushing.</li></ul> <p>Additional training details attended by the Board can be found on pages 54 to 57 of this CG Report.</p> <p>In addition, we are involved with the 2022-2025 International Gas Union (IGU) Sustainability Committee, focusing on methane emission reduction, and the Malaysian Gas Association (MGA), which supports the use of gas as a transitional energy source. Our energy transition strategy includes increasing our gas assets in line with this approach.</p> <p>We keep the Board informed about regulatory changes and sustainability developments through regular updates from Management. This helps us plan and adapt to new standards.</p> <p>Hibiscus Petroleum shares its sustainability goals and strategies, including our aim for net-zero emissions by 2050, in our Annual Report 2023/2024 and Sustainability Report, available on our corporate website. We also aim to cut 50% of our Scopes 1 and 2 greenhouse gas emissions by 2030.</p> <p>Our governance structure supports our sustainability efforts. The BSMC provides guidance, and the ERM helps manage risks related to</p>

	<p>health, safety and climate change.</p> <p>Through the Board Effectiveness Evaluation (BEE), we assess our Directors' skills and their contributions to sustainability, aiming to create long-term value while considering economic, environmental, and social factors.</p> <p>Hibiscus Petroleum is committed to sustainable growth and making a positive impact on the environment and our communities.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### 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.

<b>Application</b> :	Applied
	<p>At Hibiscus Petroleum, sustainability is a key part of our approach. We aim to drive positive change and have a lasting impact on the environment through thoughtful planning and action.</p> <p>Our "<b><i>Delivering Volumes, Enhancing Value</i></b>" strategy reflects our commitment to responsible practices and future growth. The Board oversees how we address sustainability risks and opportunities to support our long-term success. To stay up-to-date with sustainability issues, including climate-related risks and opportunities, the Board and Senior Management participate in relevant training and workshops.</p> <p>We follow our <i>Sustainability Policy</i> and <i>Climate Change Framework</i>, which are aligned with the relevant UN SDGs. Our Energy Transition Strategy sets out our goal of reaching net-zero emissions by 2050, focusing on strengthening our portfolio, advancing decarbonisation efforts, and exploring green investments.</p> <p>The BSMC, which includes senior representatives from key business units, provides guidance on sustainability matters. The ERMC assists in managing health, safety, and climate change risks, protecting our investments and assets.</p> <p>We also assess our sustainability performance through the BEE, which facilitates identification of areas for improvement. Specific Key Performance Indicators (KPIs) related to health, safety, security, and climate change are particularly highlighted under the duties and responsibilities section of our <i>Board Charter</i>.</p> <p>Looking ahead, we continue to focus on improving our sustainability practices and meeting international standards and stakeholder expectations. Hibiscus Petroleum is committed to making steady progress in our sustainability efforts.</p>
<b>Explanation for departure</b> :	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		



### 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.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>At Hibiscus Petroleum, we are focused on fostering sustainable progress and managing sustainability risks and opportunities effectively. Our approach integrates sustainability considerations into our operations, supporting our long-term strategy and goals.</p> <p>Our BSMC, made up of senior representatives from key business units and departments, is essential in developing and overseeing our sustainability strategies and plans. We aim to provide long-term value for our shareholders while upholding our commitment to sustainability.</p> <p>Ms Syarifah Aliza Syed Azauddin, our Vice President of Corporate Governance and Sustainability Reporting, is currently driving our ESG initiatives and facilitating the BSMC's efforts.</p> <p>The BSMC and Board stay updated on new regulatory developments and evolving frameworks to ensure we can plan and respond effectively.</p> <p>As we advance in our sustainability efforts, we remain committed to our core values to play our part in building a sustainable future. Through collaboration and ongoing improvement, we work towards a greener legacy and a thriving, sustainable world.</p>

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we focus on building a diverse and effective Board to support our goals for sustainability and long-term growth. Our NC plays a key role in making sure that the Board and its Committees have the right skills, expertise and commitment to meet the Group's objectives.</p> <p>The NC has a formal policy for selecting and evaluating new Directors. This involves assessing candidates based on their skills, experience, and how well they fit with the Company's strategic goals. The appointment process is thorough to ensure that each Director brings valuable expertise to the Board.</p> <p>The Board follows the NC <i>TOR</i>, which outline the criteria for selecting and assessing Directors to improve its composition in terms of diversity and expertise. Our <i>Diversity Policy</i> aims for at least 30% female Directors, although selection is made based on merit and the suitability of candidates, regardless of gender. Currently, 43% of our Board members are female, exceeding the 30% target recommended by Practice 5.9 of the MCCG.</p> <p>To maintain effective governance and refresh the Board, the NC reviews the Board succession plan annually, evaluating its composition, tenure, skills, and experience. We follow the MCCG whereby the tenure of INEDs is limited to a maximum of nine years, unless recommended by the NC and Board that the INED is still able to provide independent judgement. If an INED's tenure exceeds this 9-year period, their continued role as an independent director requires shareholders' approval at the yearly AGM. However, the total tenure of an INED cannot exceed twelve years.</p> <p>The Board and its Committees undergo an independent evaluation conducted by the Company Secretaries. This evaluation, combined with our <i>Fit and Proper Policy for the Appointment and Re-election of Directors</i>, supports the re-election process for all Directors. It ensures that Directors, including those who have served for nine years or more and are considered for continued service as INEDs, meet the required standards and maintain their effectiveness on the Board.</p>

	<p>According to the Company's <i>Constitution</i>, one-third of the Board is to retire by rotation at each AGM. Directors retiring each year are those who have served the longest since their last appointment.</p> <p>Nominations for re-election are reviewed by the Board, in line with our commitment to transparency. Shareholders will have the opportunity to vote on the re-election of Encik Zainul Rahim bin Mohd Zain and Puan Emeliana Dallan Rice-Oxley at the upcoming 14<sup>th</sup> AGM on 27 November 2024. Encik Zainul Rahim Mohd Zain and Puan Emeliana Dallan Rice-Oxley have the full support and recommendation of the Board to be re-elected. The Board recognises their exceptional contributions and believes that their re-election will bring continued stability, expertise, and valuable perspectives to the Board and its Committees.</p> <p>In addition, the performance of Mr Thomas Michael Taylor, who will have served nine years as an INED by 31 July 2025, has been reviewed by the NC. With over 40 years of experience in the oil and gas sector, including significant roles at Sakhalin Energy Investment Company, Shell Malaysia, and Brunei Shell Petroleum, Mr Taylor has provided invaluable guidance to the Board, Management and the Group. His leadership as Chair of the ARMC is key in overseeing financial accuracy, governance practices and risk management.</p> <p>The NC and Board recommend that shareholders support and vote for Mr Taylor's continued role as an INED at the 14<sup>th</sup> AGM, recognising that his ongoing independent perspective is important for balanced decision-making and effective governance. If the resolution is not approved, Mr Taylor will be re-designated as a Non-Independent Non-Executive Director after 31 July 2025.</p> <p>In FY2023, we improved the effectiveness of our Board Committees, including the ARMC, NC and RC, in line with Practice 1.4 of the MCCG. Encik Zainul Rahim bin Mohd Zain stepped down from these Committees on 1 January 2023, and YBhg Dato' Sri Roushan Arumugam was appointed to the ARMC. Puan Emeliana Dallan Rice-Oxley and Puan Zaidah binti Ibrahim joined the NC and RC, adding diverse perspectives to the Committees.</p> <p>These steps reflect our commitment to enhancing corporate governance and ensuring our Board Committees effectively support strategic decision-making and sustainable growth. Detailed information on the retiring Directors, including their profiles, attendance records, and shareholdings, is available in the Annual Report 2023/2024.</p>
<p><b>Explanation for departure</b> :</p>	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>At Hibiscus Petroleum, we are committed to maintaining a diverse and high-performing Board that offers a range of perspectives and insights for effective decision-making.</p> <p>In accordance with the MMLR adopted in our Board Charter, which limits the tenure of Independent Directors to a maximum of 12 years (with shareholder approval), YBhg Dato' Sri Roushan Arumugam was re-designated from Independent Director to Non-Independent Director on 25 July 2023.</p> <p>Following this transition, and to ensure continuity and uphold governance standards, we had appointed two new INEDs prior to the re-designation deadline. Puan Emeliana Dallan Rice-Oxley joined the Board on 5 October 2022, bringing valuable international experience in the oil and gas sector. Puan Zaidah binti Ibrahim was appointed on 1 January 2023, adding her extensive background in Electrical &amp; Electronics Engineering and over 32 years' experience in the oil and gas industry.</p> <p>The NC has also reviewed Mr Thomas Michael Taylor's performance and recommended his continued role as SINED. With over 40 years of experience in the oil and gas industry, including significant roles at Sakhalin Energy Investment Company, Shell Malaysia, and Brunei Shell Petroleum, Mr Taylor has provided invaluable guidance to the Board and Management. His leadership as Chair of the ARMC is key in overseeing financial accuracy, governance practices and risk management. His ongoing participation is crucial for balanced decision-making and effective governance. The recommendation for Mr Taylor's retention is subject to shareholder approval at the 14<sup>th</sup> AGM in 2024. If the resolution is not approved, he will be re-designated as a Non-Independent Non-Executive Director after 31 July 2025.</p> <p>Currently, Hibiscus Petroleum's Board comprises seven members, including four INEDs, who make up 57% of the Board's composition. This diverse structure helps ensure well-informed, objective decisions that reflect the interests of stakeholders.</p>

	As we move forward, we will continue to strengthen governance with a diverse Board, supporting growth and maintaining our commitment to transparency and accountability.	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we emphasise maintaining independence and effective governance within our Board. Our <i>Board Charter</i> establishes a maximum cumulative term limit of 9 years for INEDs. After this period, an INED may continue to serve only if they pass a comprehensive evaluation by the NC and the Board and obtain shareholder approval for an extension, up to a total maximum of 12 years.</p> <p>In December 2022, through a two-tier voting process at the 12<sup>th</sup> AGM, YBhg Dato' Sri Roushan Arumugam was approved to continue as an INED until 24 July 2023. He was then re-designated as a Non-Independent Director on 25 July 2023.</p> <p>Mr Thomas Michael Taylor, who will complete his 9-year term as an INED on 31 July 2025, has undergone a thorough evaluation by the NC. The NC and the Board recommends that shareholders approve an extension of his role beyond the 9-year term, at the 14<sup>th</sup> AGM via a two-tier voting process. Should shareholders choose not to approve the extension, Mr Taylor will be re-designated as a Non-Independent Non-Executive Director after 31 July 2025.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	<p>At Hibiscus Petroleum, we prioritise effective governance and Board diversity. While we do not enforce a strict nine-year maximum tenure for INEDs without further extension, we adhere to Practice 5.3, which allows for the tenure of an INED to exceed the nine-year limit under specific conditions.</p> <p>After completing the initial nine-year term, an INED may continue to serve if they pass a thorough evaluation and there are clear justifications for their continued role. Additionally, any extension beyond nine years requires annual shareholder approval, ensuring transparency and accountability. This process is further reinforced by a two-tier voting system. For example, at the 12<sup>th</sup> AGM in December 2022, shareholders approved the continued appointment of YBhg Dato' Sri Roushan Arumugam as an INED until 24 July 2023, after which he was re-designated as a Non-Independent Director.</p> <p>Similarly, Mr Thomas Michael Taylor, who will complete his nine-year term as an INED on 31 July 2025, has undergone a thorough evaluation by the NC. The NC and the Board recommend that shareholders approve an extension of his role beyond the nine-year term via a two-tier voting process for shareholder approval. If shareholders do not approve the extension, Mr Taylor will be re-designated as a Non-Independent Non-Executive Director after 31 July 2025.</p> <p>Our commitment to responsible governance and board diversity is enshrined in our Board Charter, which stipulates that the total tenure of an INED must not exceed 12 years. This policy aligns with our values and ensures that our Board remains dynamic and capable of making well-informed decisions. By adhering to these practices, we strive to uphold effective governance and act in the best interests of our Company and stakeholders.</p>



## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum prioritises the selection of its Board and Leadership Team. The Nomination Committee (NC) oversees the appointment process, guided by our <i>Diversity Policy</i> and <i>Fit and Proper Policy for the Appointment and Re-election of Directors</i>. This ensures candidates possess the required qualities, experience, integrity, competence, and commitment.</p> <p>When evaluating Director appointments and re-elections, we focus on key attributes to ensure an effective Board. We seek proven leadership and relevant experience that align with Hibiscus Petroleum’s strategic goals. Integrity, including personal and financial probity, is crucial, as is a strong reputation for sound business judgment. Competence, including relevant qualifications and expertise, is essential for driving business performance and governance. Directors must also demonstrate their ability to commit time and contribute diverse perspectives.</p> <p>Our Board Skills Matrix helps identify the knowledge, skills, and competencies needed to achieve our strategic objectives. Our commitment to diversity is reflected in our <i>Diversity Policy</i>, ensuring a balance of backgrounds, skills, experience, and gender representation on the Board.</p> <p>Hibiscus Petroleum has achieved the MCCG’s recommended gender composition on the Board, with 43% female Directors. We remain committed to selecting individuals based on merit and their ability to contribute to our success.</p> <p>For Leadership Team appointments, we maintain the same focus on objectivity, merit and diversity. Our pre-employment screening and NC reviews ensure that suitable candidates are appointed and retained. Our commitment to diversity is also evident in our workforce, with 24% female employees and 33% of Leadership Team positions held by females as of 30 June 2024.</p>

	<p>By fostering an inclusive and diverse leadership team, Hibiscus Petroleum is well-prepared to handle industry challenges and opportunities. Our commitment to merit-based appointments and talent development supports our goal of sustainable growth and value creation for our stakeholders.</p> <p>In line with Paragraph 15.06 of the MMLR, Directors are restricted to holding no more than five directorships in public listed companies. Before accepting any new directorships or commitments that may present a conflict of interest, Directors are required to notify the Chairman of the Board. This procedure is detailed in our <i>Board Charter</i>, while guidelines for avoiding <i>COI</i> are outlined in the <i>Code</i>.</p> <p>None of our Board members hold more than five directorships in public listed companies, as detailed in the Board’s profile in the Annual Report 2023/2024.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, the Board is key to guiding the Company's strategy and long-term success. We are committed to a transparent and rigorous approach to Director appointments, ensuring we select individuals with the right skills, experience, integrity and commitment.</p> <p>The NC leads this process, making recommendations to the Board. While input from existing Directors and Management is valued, we also seek candidates from independent sources, including industry experts. This broadens our pool of candidates and ensures diversity.</p> <p>When internal recommendations are considered, the NC evaluates candidates based on objective criteria such as qualifications, experience, leadership skills, and alignment with our strategic goals. Clear justifications are provided for these recommendations.</p> <p>Our appointment process adheres to the criteria outlined in our <i>Fit and Proper Policy for the Appointment and Re-election of Directors</i>. We prioritise merit-based selection, seeking candidates with proven leadership, relevant industry experience, impeccable character and a strong commitment to their duties.</p> <p>We also prioritise diversity in our Board composition, reflecting the global nature of our operations and bringing varied perspectives to the table. By focusing on diversity and inclusion, we ensure our Board benefits from a wide range of insights, which is vital for effective decision-making and governance.</p> <p>In FY2024, our Board's composition remained unchanged, with no new Director appointments. Following the annual Board assessment, the NC reviewed the current Board and concluded that it is well-optimised to meet our needs.</p> <p>Our focus on merit-based criteria, independence, transparency and diversity ensures a strong and effective Board that supports Hibiscus</p>

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum is committed to transparent and responsible governance. For the upcoming 14<sup>th</sup> AGM in 2024, the Board has recommended the re-election of Encik Zainul Rahim bin Mohd Zain and Puan Emeliana Dallan Rice-Oxley. This recommendation is based on their qualifications, contributions, and overall performance during their tenure.</p> <p>Encik Zainul Rahim bin Mohd Zain has served as the Non-Independent Non-Executive Chair since 14 December 2010. His extensive experience in the oil and gas sector and proven leadership have been instrumental in guiding the Board and Management. Encik Zainul's effective management of Board meetings and his leadership skills have significantly contributed to the Company's governance and strategic direction.</p> <p>Puan Emeliana Dallan Rice-Oxley has been an INED since 5 October 2022. She brings over 36 years of experience in the oil and gas industry and has demonstrated strong leadership and strategic insight. Puan Emeliana's active participation in Board discussions and external engagements has been valuable in aligning the Company's strategy with industry best practices.</p> <p>The NC has reviewed their performance and qualifications thoroughly. The Board, excluding the retiring Directors who have abstained from participating in this decision, supports the NC's recommendation for their re-election based on their substantial contributions, alignment with our governance standards and their continued role in advancing the Company's objectives.</p> <p>Detailed profiles of Encik Zainul Rahim bin Mohd Zain and Puan Emeliana Dallan Rice-Oxley, highlighting their qualifications, are available on pages 68 and 73 of the Annual Report 2023/2024.</p>

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

### 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>Hibiscus Petroleum is committed to upholding strong corporate governance and empowering shareholders through a thorough and transparent director re-election process. A key element of this process is our NC, chaired by YBhg Dato' Dr Zaha Rina Zahari, an Independent Non-Executive Director. Her extensive expertise and impartiality play a crucial part in leading the NC's role.</p> <p>Under YBhg Dato' Dr Zaha Rina's leadership, the NC undertook several significant activities during FY2024. The Committee began by reviewing the overall effectiveness of the Board, including evaluating the skills, experience, and performance of its members. This assessment included the qualifications of the MD and identified areas for Director training. The NC recommended that the NC Report be included in the Annual Report 2022/2023 to provide transparency on these evaluations.</p> <p>In terms of organisational structure, the NC discussed and endorsed an extension of the MD's contract. They reviewed the performance of Senior Management, recommending adjustments to their compensation and contracts. Additionally, the Committee conducted performance appraisals for individual Directors and Board Committee members to ensure continued effectiveness.</p> <p>The NC also addressed Board composition by recommending the re-election of identified Directors for shareholder approval at the 13<sup>th</sup> AGM held on 5 December 2023. This included an evaluation of the independence of Independent Directors to maintain an effective balance within the Board. The same process was rigorously followed in the recommendation for the re-election of Directors at the 14<sup>th</sup> AGM scheduled on 27 November 2024.</p> <p>In FY2024, the NC also oversaw the integration of staff following the acquisition of Fortuna International Petroleum Corporation in January 2023. This involved harmonising job groups and aligning benefits, as well as making recommendations for new appointments and adjustments to reward structures.</p> <p>The NC also provided guidance on various talent management initiatives, including succession planning, job evaluations, and performance management. These efforts have reinforced the</p>

	<p>effectiveness and diversity of the Board and Senior Management, reflecting the company's commitment to robust governance and strategic alignment.</p> <p>The NC plans to continue this approach in the upcoming year, ensuring that the Board remains aligned with Hibiscus Petroleum's strategic direction and upholding high standards of corporate governance.</p> <p>The NC's comprehensive responsibilities and activities are detailed in the Committee's <i>TOR</i>, which is available on our corporate website.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		



### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum is committed to enhancing diversity and expertise within our Board, reflecting our focus on responsible corporate governance and inclusivity. Currently, 43% of our Board members are women, namely YBhg Dato' Dr Zaha Rina Zahari, Puan Emeliana Dallan Rice-Oxley and Puan Zaidah binti Ibrahim. This exceeds the MCCG's recommendation of 30% female representation, demonstrating our commitment to gender diversity in leadership roles while upholding meritocracy in Board appointments.</p> <p>As Chair of the NC, YBhg Dato' Dr Zaha Rina Zahari is instrumental in shaping a diverse and effective Board. Her extensive academic background and experience in regulatory institutions underscore our commitment to robust governance. Additionally, YBhg Dato' Dr Zaha Rina is actively involved in one-on-one meetings with the Leadership Team during the performance appraisal process to ensure that employee feedback is considered in Board discussions on performance.</p> <p>Puan Emeliana Dallan Rice-Oxley brings valuable international experience in the oil and gas industry to the Board. Her insights into global energy markets contribute significantly to our strategic planning and decision-making processes.</p> <p>Puan Zaidah binti Ibrahim's extensive experience in the oil and gas sector adds depth to our Board's expertise. Her knowledge of industry operations and challenges supports informed decision-making and drives the Company's growth and competitiveness.</p> <p>Hibiscus Petroleum continues to prioritise diversity and inclusion. The 43% representation of female Directors, comprising YBhg Dato' Dr Zaha Rina, Puan Emeliana Dallan Rice-Oxley and Puan Zaidah binti Ibrahim, highlights our progress towards gender parity. We remain committed to fostering a diverse Board, recognising that varied perspectives and expertise are essential for our ongoing success and innovation in the energy sector.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum is committed to prioritising the Company's best interests while fostering inclusivity and diversity. An inclusive Board is essential for effective governance and sustainable growth.</p> <p>Our <i>Diversity Policy</i> outlines our approach to achieving and maintaining diversity, including gender diversity, on the Board and within the organisation. It sets measurable objectives for diversity at all levels and is available on our corporate website.</p> <p>Diversity at both the Board and Senior Management levels is crucial for effective governance. We aim for a Board with diverse ages, skills, experiences, cultural backgrounds, genders, ethnicities and nationalities. This approach supports robust decision-making and aligns with Paragraph 2.20A of the MMLR, which emphasises merit-based appointments.</p> <p>With YBhg Dato' Dr Zaha Rina Zahari, Puan Emeliana Dallan Rice-Oxley and Puan Zaidah binti Ibrahim as Board Directors, the proportion of our female Directors currently stands at 43%. Their presence reflects our commitment to gender diversity and expertise.</p> <p>The Board's annual review assesses its size and diversity to ensure the composition aligns with the Company's strategic goals. The existing 7 Directors who constitute the Board members provide effective oversight to support Hibiscus Petroleum's objectives.</p> <p>We are committed to an inclusive, safe and collaborative environment where employees are valued and treated equally. Our <i>Code</i> prohibits discrimination, harassment and intimidation.</p> <p>The diverse perspectives of our Directors are crucial for guiding the Company's direction and making well-informed decisions. The Company's policy on gender diversity for the Board and Senior Management is detailed in the CG Overview Statement, NC Report and Sustainability Report of our Annual Report 2023/2024.</p>
<b>Explanation for departure</b>	:	

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

## 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.*

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>At Hibiscus Petroleum, we are dedicated to ensuring that our stakeholders can form a well-informed opinion on the effectiveness of our Board and individual Directors. To achieve this, we follow a structured and objective annual evaluation process.</p> <p>Each year, our Board undergoes a formal and objective evaluation to assess its overall effectiveness, including that of its committees and individual Directors. This evaluation is conducted through comprehensive self-assessments and peer evaluations, focusing on key areas such as Board structure, functionality, strategic thinking, risk management and individual contributions. The NC leads this process, supported by the Company Secretaries, ensuring that the Board's performance is thoroughly reviewed and areas of improvement are identified.</p> <p><u>Key Strengths Identified</u></p> <ol style="list-style-type: none"> <li>(1) The Board demonstrates significant agility and leverages the diverse industry and corporate experience of its members, which enhances our strategic adaptability and decision-making, aligning with the findings from the Board structure evaluation.</li> <li>(2) Board members are actively involved in driving the Company's progress, aligning with strategic goals and contributing to collective success.</li> <li>(3) Changes introduced to the Board composition and committee structures in FY2023 have strengthened governance, resulting in a more balanced and effective Board, consistent with the Board functionality evaluation results highlighting effective leadership and governance improvements.</li> <li>(4) The leadership of the Chair and the professionalism of the Board members have been recognised as key contributors to Board success, reinforcing the Board's strong overall effectiveness.</li> </ol>

- (5) The Board operates with strong collaborative dynamics, fostering productive discussions and efficient decision-making processes.

Areas for Improvement

- (1) Embedding succession planning as a regular agenda item for the NC is essential to support future leadership. This is consistent with the Management succession planning evaluation, where further development was highlighted as an area for improvement.
- (2) Efforts to develop a more detailed succession planning blueprint are needed to strengthen talent management, ensuring alignment with long-term growth and sustainability goals.

In line with Practice 6.1, we disclose how BEE was carried out, its outcomes, and the actions taken as a result. This information is detailed in our NC Report and CG Overview Statement in the Annual Report 2023/2024, which underscores our commitment to transparency and accountability.

The outcomes of the BEE influence Board composition and future nominations. For the upcoming 14<sup>th</sup> AGM on 27 November 2024, we recommend the re-election of Directors, namely Encik Zainul Rahim bin Mohd Zain and Puan Emeliana Dallan Rice-Oxley, based on their continued contributions and the strong performance noted in their individual peer evaluations.

Additionally, Mr Thomas Michael Taylor, who will complete his 9-year term as SINED on 31 July 2025, has undergone a thorough evaluation by the NC. Both the NC and the Board recommend that shareholders approve an extension of his role beyond the 9-year term, at the 14<sup>th</sup> AGM via a two-tier voting process. Should shareholders choose not to approve the extension, Mr Taylor will be re-designated as a Non-Independent Non-Executive Director after 31 July 2025.

We are committed to the ongoing development of our Directors. Throughout FY2024, Directors participated in various workshops, training sessions and professional networking events ensuring they remain well-equipped to navigate the dynamic energy sector and evolving corporate governance landscape. The Board’s overall effectiveness, peer interactions, and commitment to professional growth have been consistently recognised.

A summary of these activities and feedback received is included below to reflect our dedication to improvement and transparency:

Description
Malaysia Industrial Development Finance Berhad (MIDF): Navigating the Energy Transition – What’s Next for Malaysia?
Hibiscus Petroleum Berhad (HPB): 2023 Strategic Planning Conference
ESSEC Business School Paris: Creating Value with AI & Data for Banking and Finance Leaders
DNV: Energy Transition Outlook 2023

	BFM: 10 Years of Education Transformation with the Malaysia Education Blueprint 2013-2025
	Standard Chartered Bank (SCB): Legal Perspectives on Sustainability
	FIDE: ESG and Islamic Finance; Implications for Boards and Corporate Governance
	FIDE: AI and Financial Institutions; Friend or Foe
	DNV: Pathway to Net Zero Report 2023 (pre-COP28)
	ESG Evolve: Navigating ESG Challenges & Adaptation in a Changing World
	SCB: Information & Cyber Security Update
	CGI: Key Takeaways from COP28 for the Boardroom
	MDBC: 2024 Budget briefing (by Deloitte) and e-Invoicing by Inland Revenue Board
	30% Club: Beyond Quotas; Sustainable Strategies for Building the Talent Pipeline
	SCB: Sustainability Strategy Update
	FIDE: Boardroom Dynamics in Climate Talks
	SCB: Geopolitical/Economic Update
	FIDE: Recent Developments in Climate Science
	FIDE: Global Forum on Islamic Economics & Finance (GFIEF); Shaping a Resilient Global Islamic Economy through Values-based Reforms
	FIDE: BNM Annual Report 2023; Economic and Monetary Review 2023; Financial Stability Review 2H 2023
	BNM (Bank Negara Malaysia): BNM Sasana Symposium 2024; Structural Reforms
	FIDE: Information Sharing & Engagement on Board Culture
	FIDE: Preventing Fraud; The Board's Roles and Responsibilities
	Invest Selangor: Chamber of Commerce networking with His Highness the Regent of Selangor & Invest Selangor Management
	Wood Mackenzie: Pathway for future Growth in CCUS Sector
	Khazanah Megatrends Forum 2024: Pursuit of Potatoes – Paving Paths from the Probable to the Possible
	DNV: Energy Transition Outlook 2024
	Mandatory Accreditation Programme Part II: Leading for Impact
	Hibiscus 2024 Investor Day
	Geowell Technology Day
	HSBC Global Connections 2023
	Energy Industries Council (EIC): APAC Energy Conversations OGA 2023
	Deleum Offsite Strategy & Budget 2024 Meeting (Motivational Talk)
	International Petroleum Technology Conference (IPTC) 2024 Executive Committee Meeting
	CGS CIMB Malaysia Corporate Day
	PETRONAS Malaysia Bid Roundtable 2024
	Offshore Technology Conference (OTC) Asia 2024 conducted by Board of OTC Asia
	APAC Energy Capital Assembly 2024 - Independent E&P Panel
	Sabah O&G Conference and Exhibition (In Conversation with Iconoclast)
	Bloomberg Sustainable Business Summits

	Securities Commission's Audit Oversight Board Conversation with Audit Committees
	Bursa PLCT: S3 Restructuring and Financing Workshop by Sage 3 Sdn Bhd
	BOSIET – Further Offshore Emergency Training (FOET) and Travel Safely by Boat (TSBB) by SEQU Offshore Safety Sdn Bhd
	BOSIET – FOET and Compressed Air Emergency Breathing System (CA-EBS)
	Sustainability in the Digital Age by Georg Kell & Carolina Minio Paluello
	Institute of Corporate Directors Malaysia (ICDM) Seminar / Dialogue Session Title: The Path to Viability by Sage 3 Sdn Bhd
	Malaysia Market Outlook 2024 by Affin Bank Berhad
	Palm & Lauric Oil Price Outlook Conference (POC 2024) by Bursa Malaysia Derivatives Berhad
	E-Learning CPE Course by Dr Ch'ng Huck Khoon & Dr Teoh Ai Ping
	Succession Planning: A Catalyst for Business Growth and Sustainability by Effectual Links
	National Economic Outlook Conference (Malaysia Institute of Economic Research)
	Climate Change & Carbon Footprint - Getting the Right Financial Risk & Reporting Perspectives by Dr Ann Marie Sidhu, Director, Sustainability & Advisory Services, ESGright
	Conflict of Interest & Related Party Transaction Training by Mr Lee Min On
	"Geopolitical Risks: Board Essentials for International Business" - LeadWomen Virtual Power Hour with Savita Saigal
	Women in Leadership Conference
	Cultivating Strategic Thinking Competence Workshop by Anushia Kandasamy, ICDM
	Board Dynamics & Governance Transformation Masterclass 2024 by Richard Winfield, Asian World Centre
	Kuala Lumpur International Sustainability Conference, FIDE Forum
	FIDE Core Module A (Bank) - Asia School of Business (ASB)
	The Dilemmas of Diversity: Understanding and Implementing Purposeful Diversity and Inclusion in Organizations - ASB
	Women's Leadership Workshop by Australian High Commission
	Global Well-being@Work© Profiling & Assessor Certification by O Psych Sdn Bhd
	FIDE Core Module B - ASB
	International Women's Conference 2024 - Sabah Women Entrepreneur and Professional Association
	Corporate Finance for Non-Finance Directors - ICDM
	National Climate Governance Summit
	RHB Women Leadership Series Talk: Building Strategic Networks (jointly with LeadWomen)
	Islamic Finance for Board Programme (IF4BOD) - ASB
	ICDM Advocacy Dialogue – Cultivating Future Board Leaders
	LeadWomen Director Sharing Series: The Impact of Board Dynamics on Decision Making
	ICDM LIP Alumni Network Gathering



	Bursa Malaysia - Building Sustainable Credibility: Assurance, Greenwashing and The Rise of Green-Hushing	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we are committed to attracting and retaining top talent within our Board and Senior Management to drive the Company's long-term objectives. Our Directors' Remuneration Policy, last updated in July 2021, highlights our dedication to fairness, transparency, and alignment with business performance.</p> <p>Our policy considers various factors, including the Group's performance, operational complexity, and the responsibilities of NEDs. We benchmark NEDs' remuneration against industry standards to ensure competitiveness and reflect the high level of expertise required.</p> <p>NEDs receive fixed fees, meeting allowances and reimbursement for reasonable expenses incurred while performing their duties. NEDs also receive appropriate medical coverage during their tenure. The RC oversees these policies, ensuring alignment with the Group's Scorecard and KPIs, and conducts an annual review for competitiveness and compliance with market standards.</p> <p><u>Proposed Remuneration Adjustments</u></p> <p>We are proposing adjustments to the remuneration structure for our NEDs to reflect their enhanced responsibilities and recognise their significant contributions to key projects and strategic goals.</p>

These changes include an increase in annual fees and continuation of existing benefits. The adjustments will be presented for shareholders' approval at the upcoming 14<sup>th</sup> AGM on 27 November 2024 as follows:

Fee Type	Current Rate	Proposed Rate	Change
Non-Executive Chair's Annual Fee	RM330,000	RM375,000	Approximately 14% increase
NEDs' Annual Fees	RM180,000	RM200,000	Approximately 11% increase
Meeting allowance for the Board/Board Committee	RM4,500 for the Chair of the meeting	No change	Not applicable
	RM3,500 per member of the Board/Board Committee	No change	Not applicable
Specific Meeting Allowances	RM3,500 per meeting	No change	Not applicable
Medical Coverage for NEDs	RM500,000 limit	No change	Not applicable

#### Justification for Proposed Fee Adjustments

##### Key Strategic Achievements

- The NEDs have been instrumental in overseeing major initiatives, including new blocks awarded in the UK Offshore Licensing Round.
- They successfully oversaw the integration of the North Sabah business unit with Repsol's assets, advanced the SF30 Waterflood project and supported the development of two commercial discoveries offshore Malaysia.
- They successfully guided the award of a 65% participating interest and operatorship in the Pertang, Kenarong, Noring and Bedong (PKNB) Cluster Production Sharing Contract (PSC) in Malaysia. This marks the Group's first Malaysian PSC and unlocks synergies with existing infrastructure at the PM3 CAA PSC, enhancing operational efficiencies and future resource monetisation.
- Additionally, the NEDs oversaw the acquisition of a 30% interest in the PM327 PSC, one of the largest exploration blocks offshore Peninsular Malaysia. This strategic acquisition, pending regulatory approval, further strengthens the Company's portfolio and exploration capabilities in the region.
- Their guidance led to the acquisition of TotalEnergies EP (Brunei) B.V. (pending completion), which is expected to increase reserves and daily production, alongside strong financial results and industry awards for HSSE excellence.

	<p><u>Expanded Responsibilities</u> With the Company’s expansion and new initiatives, the responsibilities of the Board, particularly the Chair and NEDs, have grown. Competitive remuneration is important to attract and retain skilled individuals capable of navigating these complexities.</p> <p><u>Financial and Operational Performance</u> The increase in remuneration reflects the NEDs’ significant contributions to the Company’s robust financial performance and successful production outcomes.</p> <p><u>Governance and Risk Management</u> NEDs’ oversight of risk management and regulatory compliance is crucial for protecting shareholder interests and upholding high governance standards.</p> <p>Actual remuneration figures of the NEDs for FY2024 are disclosed in the audited financial statements and under Practice 8.1 of this CG Report.</p> <p>On a related note, our MD’s remuneration is determined by his employment contract and reflects his responsibilities, contributions, and the Group’s strategic targets. The RC ensures that his remuneration and that of the Leadership Team align with the Group’s Scorecard and KPIs, supporting long-term sustainability.</p> <p>At Hibiscus Petroleum, we focus on attracting and retaining skilled professionals to support the Company’s growth in the evolving energy sector.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

## 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.

<b>Application</b>	:	Applied																											
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we recognise that attracting and retaining top talent on our Board and for Senior Management is essential to achieve our long-term goals. Our Directors' Remuneration Policy aims to ensure fairness, transparency and alignment with our business performance.</p> <p>Our policy considers various factors, including the Group's performance, operational complexity, and the responsibilities of our NEDs. By benchmarking NEDs' remuneration against industry standards, we strive to offer competitive compensation that reflects their contributions.</p> <p><u>Proposed Remuneration Adjustments</u></p> <p>To address the evolving responsibilities and recognise the achievements of our NEDs, we propose the following changes, subject to shareholders' approval at the upcoming 14<sup>th</sup> AGM in 2024:</p> <table border="1"> <thead> <tr> <th>Fee Type</th> <th>Current Rate</th> <th>Proposed Rate</th> <th>Change</th> </tr> </thead> <tbody> <tr> <td>Non-Executive Chair's Annual Fee</td> <td>RM330,000</td> <td>RM375,000</td> <td>Approximately 14% increase</td> </tr> <tr> <td>NEDs' Annual Fees</td> <td>RM180,000</td> <td>RM200,000</td> <td>Approximately 11% increase</td> </tr> <tr> <td rowspan="2">Meeting allowance for the Board/Board Committee</td> <td>RM4,500 for the Chair of the meeting</td> <td>No change</td> <td>Not applicable</td> </tr> <tr> <td>RM3,500 per member of the Board/Board Committee</td> <td>No change</td> <td>Not applicable</td> </tr> <tr> <td>Specific Meeting Allowances</td> <td>RM3,500 per meeting</td> <td>No change</td> <td>Not applicable</td> </tr> <tr> <td>Medical Coverage for NEDs</td> <td>RM500,000 limit</td> <td>No change</td> <td>Not applicable</td> </tr> </tbody> </table>	Fee Type	Current Rate	Proposed Rate	Change	Non-Executive Chair's Annual Fee	RM330,000	RM375,000	Approximately 14% increase	NEDs' Annual Fees	RM180,000	RM200,000	Approximately 11% increase	Meeting allowance for the Board/Board Committee	RM4,500 for the Chair of the meeting	No change	Not applicable	RM3,500 per member of the Board/Board Committee	No change	Not applicable	Specific Meeting Allowances	RM3,500 per meeting	No change	Not applicable	Medical Coverage for NEDs	RM500,000 limit	No change	Not applicable
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	<p><u>Justification for Proposed Fee Adjustments</u></p> <ul style="list-style-type: none"> <li>• Our NEDs have overseen significant initiatives, such as securing new blocks in the UK Offshore Licensing Round, the award of a 65% participating interest and operatorship in the Pertang, Kenarong, Noring, and Bedong fields within the PKNB Cluster Production Sharing Contract (PSC) in Malaysia and the acquisition of TotalEnergies EP (Brunei) B.V (pending completion). They have played a crucial role in integrating the North Sabah business unit with Repsol’s assets, advancing the SF30 Waterflood project, and achieving two commercial discoveries offshore Malaysia. Additionally, their guidance has been instrumental in the acquisition of a 30% interest in the PM327 PSC, further enhancing our exploration capabilities. Their efforts have contributed to substantial growth in reserves, daily production and strong financial results, including industry awards for HSSE excellence.</li> <li>• With the Company’s expansion, the responsibilities of the Board have increased. Competitive remuneration is essential to attract and retain skilled individuals who can navigate these complexities effectively.</li> </ul> <p>The details of the proposed remuneration adjustments and medical coverage are contained in the Notice for the 14<sup>th</sup> AGM.</p> <p>Our transparent remuneration framework and policies, overseen by the RC which operates in accordance with its <i>TOR</i>, aim to foster fairness, accountability, and motivation. By aligning our compensation with industry standards and recognising the valuable contributions of our Directors and Senior Management, we aim to support Hibiscus Petroleum’s continued success and growth.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

## 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>At Hibiscus Petroleum, we are committed to transparency in our remuneration practices. This allows stakeholders to assess whether the compensation of our Directors reflect their individual performance and the Company's overall performance.</p> <p>We provide detailed information on a named basis for the remuneration of individual Directors, including their fees and meeting allowances for FY2024.</p> <p>Our remuneration policies are aligned with the Company's performance. We reward Directors and Senior Management based on their contributions to achieving our strategic objectives and financial results.</p> <p>As part of the commitment to supporting the well-being of our NEDs, our shareholders have approved medical coverage benefits, subject to a maximum limit of RM500,000 at the Company's 13<sup>th</sup> AGM in 2023. For FY2024, our NEDs have not utilised these benefits, opting instead to rely on their personal insurance for their healthcare needs.</p> <p>The remuneration framework is designed to incentivise Directors and Senior Management to support the Company's long-term success. Incentives are linked to the achievement of KPIs in our Group Scorecard, ensuring alignment with sustainable growth and shareholder value.</p> <p>Detailed remuneration information for each Director is included in our Annual Report 2023/2024 and in Practice 8.1 of the CG Report, available on our corporate website.</p> <p>The remuneration received by each Director in FY2024 is set out in the table below:</p>

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	Zainul Rahim bin Mohd Zain	Non-Independent Non-Executive Chair	295.59	130.50	0	0	0	0	426.09	295.59	130.50	0	0	0	0	426.09
2	Dr Kenneth Gerard Pereira	Managing Director	0	0	3,300.00	4,150.00	0	1,859.24	9,309.24	0	0	3,300.00	4,150.00	0	1,859.24	9,309.24
3	YBhg Dato' Sri Roushan Arumugam	Non-Independent Non-Executive Director	167.10	131.00	0	0	0	0	298.10	167.10	131.00	0	0	0	0	298.10
4	Thomas Michael Taylor	Senior Independent Non-Executive Director	167.10	159.50	0	0	0	0	326.60	167.10	159.50	0	0	0	0	326.60
5	YBhg Dato' Dr Zaha Rina Zahari	Independent Non-Executive Director	167.10	154.50	0	0	0	0	321.60	167.10	154.50	0	0	0	0	321.60
6	Emeliana Dallan Rice-Oxley	Independent Non-Executive Director	167.10	105.00	0	0	0	0	272.10	167.10	105.00	0	0	0	0	272.10
7	Zaidah binti Ibrahim	Independent Non-Executive Director	167.10	119.00	0	0	0	0	286.10	167.10	119.00	0	0	0	0	286.10
8	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	Input info here	Input info here	Input info here	Input info here
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	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	Input info here	Input info here	Input info here	Input info here
11	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	Input info here	Input info here	Input info here	Input info here
12	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	Input info here	Input info here	Input info here	Input info here
13	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	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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	<p>Our Board is confident that the remuneration packages for our Leadership Team are appropriately aligned with their roles, responsibilities, and individual performance. We also believe that the total compensation for the top five members of the Leadership Team, relative to our total revenue, is fair and justifiable.</p> <p>We have considered the implications of disclosing detailed remuneration information. Given the competitive nature of the talent market and the importance of safeguarding personal security, we believe it is in the Group's best interest to keep individual remuneration details confidential.</p> <p>This approach supports our commitment to attracting, motivating and retaining talented individuals, which is essential for our business strategy and execution.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	The Board will continue to review this matter regularly to ensure that our disclosure practices remain aligned with the best interests of our shareholders and the long-term success of our Group.
<b>Timeframe</b>	:	

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.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Our commitment to reliable financial reporting is evident through the ARMC's diligent review of the Company's and Group's financial statements. The ARMC carefully examines these statements to ensure accuracy, completeness, and compliance with relevant accounting standards and regulations, providing stakeholders with confidence in the financial information presented.</p> <p>In June 2023, we updated the ARMC <i>TOR</i> to ensure ongoing relevance and effectiveness. These updates include how <i>COI</i> situations are to be managed and reported, in addition to the steps taken to resolve them. The <i>TOR</i> of the ARMC is reviewed annually or as necessary to align with best practices and regulatory requirements.</p> <p>To enhance the ARMC's independence, the positions of Chair of the ARMC and Chair of the Board are kept separate. Mr Thomas Michael Taylor serves as the Chair of our ARMC, which Encik Zainul Rahim bin Mohd Zain serves as the Chair of our Board. Their profiles are available on pages 68 and 71 of our Annual Report 2023/2024 respectively and on our corporate website. This separation of roles helps ensure the ARMC can carry out its duties independently and objectively.</p> <p>The ARMC's findings and recommendations are reviewed by the Board, chaired by Encik Zainul Rahim bin Mohd Zain, who ensures that necessary actions are promptly implemented to address any identified issues. This approach strengthens the Company's internal control mechanisms and risk management processes.</p> <p>Hibiscus Petroleum upholds strong corporate governance through the diligent efforts of our ARMC. The ARMC's independence, thorough review process, and the separation of the ARMC Chair and the Board Chair roles reflect our commitment to effective governance practices. By ensuring accurate financial reporting and robust risk management, we reinforce stakeholders' confidence in our Company.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we are committed to maintaining strong governance practices which ensure transparency, accountability, and responsible decision-making. A key element of our governance framework is an independent and effective ARMC. The ARMC is essential in safeguarding the interests of our shareholders and stakeholders, ensuring the accuracy of our financial reporting and managing risk across the organisation.</p> <p>The ARMC is made up of experienced and diverse members who operate independently to perform their duties objectively. This allows the ARMC to review financial statements, internal controls and risk management practices effectively, supporting sound decision-making and accountability.</p> <p>The ARMC conducts thorough reviews of our financial statements to ensure they are accurate and compliant with accounting standards and regulations. This careful scrutiny helps assure stakeholders that the information we present is reliable.</p> <p>In line with the MCCG and the MMLR, our ARMC has a policy that mandates a three-year cooling-off period for former audit partners before they can join the ARMC. No former audit partner has been appointed, reflecting our commitment to maintaining unbiased and independent oversight.</p> <p>We regularly review and update the ARMC <i>TOR</i> to stay current with governance standards and regulatory requirements. The most recent update in June 2023 reflects our ongoing effort to align with best practices.</p> <p>The ARMC's focus on independence, objectivity, and accountability supports Hibiscus Petroleum in upholding high standards of corporate governance. By continually enhancing our audit and risk management processes, we contribute to the Company's reliability, earning the trust of our stakeholders.</p>

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



## 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.

<p><b>Application</b></p>	<p>: Applied</p>
<p><b>Explanation on application of the practice</b></p>	<p>Hibiscus Petroleum is dedicated to maintaining financial integrity and ensuring the suitability and independence of its external auditors. A key component of this commitment is an effective and independent ARMC, which plays a crucial role in safeguarding the quality and reliability of audited financial statements.</p> <p>The ARMC operates independently and consists of qualified individuals with diverse expertise, ensuring that its findings and recommendations are objective. This structure supports reliable financial reporting and sound decision-making within the Company. For further details on the qualifications and expertise of our ARMC members, please refer to their profiles on pages 70, 71 and 72 in our Annual Report 2023/2024.</p> <p>To uphold high standards, the ARMC has established comprehensive policies and procedures to assess the suitability, objectivity, and independence of the external auditor. These measures ensure that the Company's financial statements remain accurate, trustworthy, and free from undue influence.</p> <p>Emphasising transparency and ethical governance, the separation of the ARMC Chair from the Board Chair enhances objectivity in audit and risk management functions. This distinction reinforces the ARMC's ability to carry out its responsibilities with impartiality and diligence.</p> <p>In June 2023, the Company updated its <i>External Auditor Independence Policy</i> in line with the revised International Ethics Standards Board for Accountants (IESBA) Code. This update addresses non-assurance services (NAS) and requires the ARMC's approval to procure such services, as well as setting a maximum fee cap for NAS provided by the external auditor. These steps further enhance the independence of the audit process.</p> <p>Under the updated policy, the ARMC is responsible for reviewing Messrs PricewaterhouseCoopers PLT's (PwC) Annual Transparency Report and evaluating their governance and leadership structure.</p>

	<p>PwC's efforts to maintain audit quality and manage risks are considered in this assessment. The ARMC conducts an annual evaluation of PwC's effectiveness as the external auditor.</p> <p>Based on PwC's confirmation of independence, the comprehensive assessment undertaken, and the Transparency Report presented in December 2023, the ARMC is satisfied with PwC's performance throughout the fiscal year. Consequently, the ARMC supports the resolution for their re-appointment at the upcoming 14<sup>th</sup> AGM in 2024.</p> <p>By prioritising the integrity of financial reporting and the independence of external auditors, Hibiscus Petroleum builds confidence and trust among its stakeholders. The Company's robust ARMC policies are a cornerstone of its commitment to ethical practices and financial accountability.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

**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.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum values the strong composition of its ARMC, which is made up of highly qualified and experienced individuals. As an integral part of our corporate governance framework, the ARMC plays a key role in overseeing financial reporting, risk management, and internal controls, ensuring the integrity and accountability of the organisation.</p> <p>The ARMC is chaired by Mr Thomas Michael Taylor, who brings over 40 years of experience in the oil and gas industry. His background includes significant roles such as Finance Director at leading energy companies, providing him with deep insights into complex financial matters and guiding the ARMC's discussions.</p> <p>YBhg Dato' Dr Zaha Rina Zahari is another valued member of the ARMC. With a Doctorate in Business Administration specialising in capital markets research and derivatives, as well as extensive leadership experience in various organisations and regulatory institutions, she brings a wealth of knowledge to the ARMC, particularly in risk management and financial governance.</p> <p>Since his appointment to the ARMC on 1 January 2023, YBhg Dato' Sri Roushan Arumugam's financial expertise has ably supported the ARMC's mandate, enhancing the evaluation of financial reporting and risk management matters.</p> <p>Together, our ARMC members form a skilled team, each bringing unique expertise to fulfil their responsibilities effectively. They undergo annual evaluations to ensure their skills remain aligned with the Company's needs and to address any potential conflicts of interest.</p>

	<p>Our ARMC members actively engage in continuous professional development to keep abreast with regulatory developments. They also benefit from regular briefings by external auditors to further their understanding of industry best practices.</p> <p>In summary, the diverse skills and dedication of our ARMC members support their effectiveness in maintaining financial integrity and promoting sound risk management practices. Their collective expertise enhances the ARMC's role in financial governance and builds stakeholder confidence in Hibiscus Petroleum.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>In the dynamic energy industry, Hibiscus Petroleum recognises the importance of making informed decisions and managing risks effectively to achieve its objectives.</p> <p>To address this, Hibiscus Petroleum has established a comprehensive risk management and internal control framework. This framework is designed to ensure the Board receives reasonable assurance that potential adverse impacts on the Company's objectives are managed and mitigated appropriately.</p> <p>We place significant emphasis on risk assessment and conduct detailed reviews to examine key risks at the Board level. Management continually updates these risk assessments to reflect the Group's growth and changes in the operating environment. The Board's active involvement in this process ensures that risks are identified and managed effectively, reducing potential disruptions to our objectives.</p> <p>Integrity and ethical practices are fundamental to Hibiscus Petroleum's values. In line with the corporate liability provisions under Section 17A of the MACC Act 2009 (amended 2018), we have implemented the <i>ACAB Policy</i>, which is available on our corporate website. This policy promotes transparency and accountability.</p> <p>We are committed to preventing corruption and bribery. Regular anti-corruption risk assessments at both corporate and project levels help identify and address potential risks. Comprehensive briefings and training ensure that all Group staff are aware of and understand the <i>ACAB Policy</i>. As of 31 August 2024, 99.15% of employees have successfully completed quizzes designed to assess their awareness and understanding of the <i>ACAB Policy</i>.</p> <p>Our strict <i>Policy with Regard to Insider Dealing</i> prohibits trading in Hibiscus Petroleum securities while in possession of price-sensitive</p>

	<p>information. We regularly remind Directors, employees, and principal officers<sup>3</sup> of their obligations under this policy.</p> <p>The ARMC supports the Board by overseeing risk management and internal controls. Senior Management is responsible for implementing the Risk Management Framework (RMF), which is regularly reviewed by the ARMC and the Board to adapt to changing conditions.</p> <p>The Chairman of the ERM leads the Risk Management function, ensuring that the framework remains effective and recommending appropriate actions to address risks. Regular reports to the Board through the ARMC facilitate clear communication and informed decision-making.</p> <p>In addition, our Internal Auditor provides independent assurance on the effectiveness of our risk management and control processes, reinforcing our commitment to robust internal controls.</p> <p>Through this proactive approach, Hibiscus Petroleum is well-positioned to handle challenges and uncertainties, ensuring the resilience and success of the Company in the energy sector.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

<sup>3</sup> Principal officer in relation to a listed issuer or its major subsidiary means the chief executive who is not a director, the chief financial officer or any other employee of the listed issuer or its major subsidiary respectively who has access or is privy to price-sensitive information in relation to the listed issuer.

## 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.

<p><b>Application</b></p>	<p>: Applied</p>
<p><b>Explanation on application of the practice</b></p>	<p>: As Hibiscus Petroleum continues its journey in the dynamic energy sector, we place significant emphasis on effective risk management and internal controls.</p> <p>Our risk management and internal control framework is detailed in the Statement on Risk Management and Internal Control in our Annual Report 2023/2024 on pages 189 to 195. We are committed to transparency in outlining the measures taken to identify, evaluate and manage risks, ensuring the achievement of our business objectives and strategies.</p> <p>Our RMF is designed to systematically identify, assess, and manage risks in alignment with our business objectives. This framework follows a defined risk cycle that includes risk identification, assessment, response, monitoring, and reporting. Our governance structure involves the Board, ARMC, ERMC, Risk Manager function, and Risk Officers, ensuring that the RMF is regularly updated to reflect our evolving operations.</p> <p>We maintain a strong internal control environment by continually enhancing our control systems to support operational efficiency. Key aspects of our internal control systems include:</p> <ul style="list-style-type: none"> <li>• Our organisation structure ensures effective oversight and segregation of duties. Decision-making authority is governed by a clearly defined LOA framework, which is periodically reviewed for effectiveness across the Group, including subsidiaries and specific projects. Strategic, business, and investment plans are approved and monitored by the Board through comprehensive Board papers.</li> <li>• The LOA framework, set by the Board, delegates authority to Management for corporate, financial, operational, human capital, and work plans. It is designed to empower Management while maintaining a system of checks and balances. This framework is updated periodically to remain relevant to the Group's business</li> </ul>



	<p>and is implemented at various levels, including corporate, operating subsidiary, project, and joint operating entity levels.</p> <ul style="list-style-type: none"> <li>• The Board Committees, such as the ARMC, NC and RC, operate under clearly defined <i>TORs</i>. The ARMC's <i>TOR</i> was updated in June 2023 to align with amendments to MMLR. The ARMC, comprising a majority of Independent Directors, reviews and monitors conflict of interest situations and has full access to internal and external auditors.</li> <li>• Our Human Capital policies and procedures cover talent acquisition, learning and development, performance management, employee relations, and cessation of employment. These policies ensure that employees are competent, fairly compensated, and adequately trained.</li> <li>• Our <i>Code</i> requires Directors and employees to adhere to its provisions. Updated in June 2023, the Code provides guidance on handling <i>COI</i> situations.</li> <li>• We continue to promote HSE awareness throughout the organisation, aiming for zero injuries and safe project delivery.</li> <li>• The <i>Whistle Blower Policy</i> outlines the process for reporting suspected malpractices or wrongdoings and is applicable to all parties, including external stakeholders.</li> <li>• Our <i>Anti-Modern Slavery Policy</i> reflects our commitment to human rights, prohibiting forced, bonded, or underage labour within our operations and supply chain.</li> <li>• The <i>ACAB Policy</i> enforces a zero-tolerance stance on corruption and bribery through stringent controls and recurrent employee training. Compliance is also required from third parties through contractual agreements.</li> <li>• Our <i>Drug and Alcohol Policy</i> underscores our commitment to a safe and healthy work environment by addressing the health and safety of employees and contractors.</li> <li>• The <i>Sustainability Policy</i> aligns with the UN SDGs. The Company has also established a <i>Climate Change Framework</i> accordingly.</li> <li>• Key policies covering <i>Related Party Transactions, IT, Accounting, Contracting and Procurement, Information Management, Risk Management, Corporate Disclosure, Succession Planning, Policy Regarding Insider Trading, External Auditor Independence, Environment and Diversity</i> are available through the Group's SharePoint facility and are periodically reviewed and revised, as necessary.</li> </ul>
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- Comprehensive insurance is maintained to protect the Group and its assets.
- Regular discussions are held to identify and manage risks affecting the Group.
- Monitoring is integrated into daily business operations. Regular assessments, updates, and monitoring of internal controls are performed to ensure alignment with the Group's strategic objectives and risk management practices. The Management Team at our subsidiaries and joint operating entities report regularly to the Board on their operations and progress.
- The internal audit function, led by the Group Internal Auditor, validates the adequacy and effectiveness of internal controls, providing independent assurance and conducts systematic, risk-based evaluations. The Group Internal Auditor reports directly to the ARMC, and internal audit plans are approved periodically. Significant findings are reviewed and addressed by Management and the ARMC.

Our Board prioritises effective communication to ensure that internal control responsibilities are well understood and implemented by all employees. The ERMC's work is regularly reviewed by the ARMC, ensuring that risk profiles, policies, and procedures remain current and effective. Risk assessments are integral to our operations and strategic planning. These assessments, reviewed by the Board, support informed decision-making and timely actions to address emerging risks and opportunities. Our Group policies are accessible to employees via our intranet, promoting transparency and awareness.

In response to the corporate liability provisions under Section 17A of the MACC Act 2009 (amended 2018), we adopted the *ACAB Policy* (available on our website) which reinforces our commitment to combating corruption and bribery. The ERMC's risk register includes anti-corruption risk assessments carried out on the Group's operations. Furthermore, we provide *ACAB* training to ensure staff awareness and compliance.

To address insider trading risks, we issue regular reminders to Directors, employees, and principal officers about their obligations concerning price-sensitive information. Our *Policy with Regard to Insider Dealing*, clarifies applicable regulations and the consequences of breaches.

Supported by the ARMC, which oversees our risk management and internal control systems, our Board ensures that Management operates within established risk tolerance levels. The Group Internal Audit provides independent assurance of the effectiveness of our processes.

	Senior Management is responsible for implementing a robust RMF, ensuring continuous risk management within acceptable levels. The RMF is designed to adapt to changing business and regulatory environments, with regular reviews and mitigation actions considered.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>Hibiscus Petroleum prioritises effective risk management to meet corporate objectives and ensure long-term success.</p> <p>The Board has established an ARMC with a majority of Independent Directors to oversee risk management and audit functions.</p> <p>This approach strengthens risk oversight, accountability, and continuous improvement, facilitating Hibiscus Petroleum's management of any arising uncertainties to protect its assets and preserve its value.</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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum maintains a strong focus on effective governance, risk management, and internal control. The Internal Audit Department is a key element of our framework, responsible for assessing and validating our risk management, internal controls, and governance processes. The insights and evaluations from this department facilitates efforts to enhance our operational efficiency and strengthen risk mitigation.</p> <p>The Group Internal Audit Charter outlines the authority, scope, and responsibilities of the Internal Audit Department, emphasising the importance of objectivity and independence in its activities.</p> <p>Our ARMC performs an annual assessment of the Internal Audit Department’s performance, ensuring it remains responsive to emerging risks and aligned with our corporate objectives.</p> <p>The Group Internal Auditor reports directly to the Chair of the ARMC, fostering open and transparent communication. This structure enables the ARMC to receive independent evaluations of our risk management and internal controls, reinforcing our commitment to transparency.</p> <p>The Board appoints the Group Internal Auditor based on the ARMC’s recommendations and conducts periodic evaluations of the department’s independence, with the most recent review completed in July 2024.</p> <p>The ARMC also holds regular meetings with the Group Internal Auditor, without Management present, to facilitate open discussions and identify areas for improvement.</p> <p>Hibiscus Petroleum continues to focus on effective governance and risk management, supported by the ARMC and Board, and our Group Internal Audit function.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Hibiscus Petroleum focuses on maintaining an effective governance, risk management, and internal control framework. The Group Internal Audit Department provides independent validation of processes, enhancing our risk mitigation efforts.</p> <p>Internal Audit personnel declare their independence, with their roles governed by a comprehensive charter. Declarations of independence were recorded in July 2024.</p> <p>Transparency is emphasised in the ARMC Report, with annual assessments of the Internal Audit Department's effectiveness driving continuous improvement.</p> <p>Our commitment to transparency and accountability supports stakeholder confidence in the Company's operations.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<p><b>Application</b></p>	<p>: Applied</p>
<p><b>Explanation on application of the practice</b></p>	<p>: At Hibiscus Petroleum, maintaining continuous communication with our stakeholders is essential for aligning objectives and expectations. Our commitment to transparency and open dialogue builds trust and confidence among our stakeholders.</p> <p>We provide shareholders and stakeholders with crucial information about our operations, governance, environmental initiatives, and social responsibility efforts. To ensure effective communication, we adhere to our CDPP in alignment with the MCCG.</p> <p>Mr Thomas Michael Taylor, our SINED, serves as the primary contact for stakeholder consultation and communication. He and the Chair of the Board addresses enquiries and concerns from shareholders and other stakeholders, as outlined in our Annual Report 2023/2024.</p> <p>Our corporate website (<a href="http://www.hibiscuspetroleum.com">www.hibiscuspetroleum.com</a>) is a key resource for stakeholders, offering access to annual reports, meeting notices, investor materials, press releases and public announcements. Regular updates on our website keep stakeholders informed about our projects and initiatives.</p> <p>We hold quarterly analyst briefings, supported by webcasts, to keep shareholders and analysts updated on our performance and prospects. The AGM provides an opportunity for shareholders to interact directly with the Board, MD, and Management, asking questions about performance and strategy.</p> <p>In 2023, we held an EGM on 5 October 2023 for share consolidation approval, and our 13<sup>th</sup> AGM was subsequently held on 5 December 2023. Both meetings were conducted virtually, enabling broad shareholder participation. Over 300 shareholders and proxies attended the 13<sup>th</sup> AGM, representing 47.75% of our issued share capital, while the EGM had over 200 participants, representing 47.30%. Board members, the MD and the Management team attended to address queries in real time.</p>



	<p>We engage with investors through various conferences and hosted our 2<sup>nd</sup> 'Hibiscus Investor Day' in September 2024. This event offered insights into our performance and strategy, with an interactive Q&amp;A session and networking opportunities with our Board members, MD, and Leadership Team.</p> <p>Internally, we have fostered a culture of open communication, growing from three employees to a dynamic workforce of 942 as of 30 June 2024. Regular town hall meetings, including a Group town hall, provide platforms for unity and transparency, with updates from the MD on accomplishments and strategic direction.</p> <p>We prioritise building strong partnerships with host governments. Following the consolidation of our North Sabah business unit with assets and personnel from Repsol Exploración, S.A., the integrated organisation holds monthly meetings with the Malaysian Petroleum Management (MPM), PETRONAS. In Vietnam, we maintain regular interactions with the Vietnam Oil and Gas Group (PetroVietnam or PVN), underscoring our commitment to constructive engagement and alignment with local objectives.</p> <p>The integrated organisation also holds quarterly town hall meetings to provide business performance updates and key information to all staff members, ensuring alignment with its direction.</p> <p>Our HSSE teams for the integrated organisation have been streamlined into HSSE-Sabah and HSSE-Peninsular. HSSE-Sabah conducts monthly engagement sessions with contractors, includes them in quarterly Management Operation Visits, and organises periodical HSSE Engagements with Contractor Leadership and Contractor workers in the field of operations. HSSE-Peninsular organises regular Asset HSSE Committee meetings, engages with Mode-2 contractors, and holds contractors HSSE forum such as monsoon HSSE campaign and a series of pre-shutdown HSSE engagements with all involved personnel.</p> <p>These initiatives reflect our commitment to safety, transparency, and responsible corporate governance, ensuring the well-being of our workforce and stakeholders.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	

<b>Timeframe</b>	:		
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**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.

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

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we recognise the important role our shareholders play in the Company. We are dedicated to transparency and inclusivity, ensuring that shareholders have meaningful opportunities to engage with the Board and Senior Management and make informed decisions during General Meetings.</p> <p>Active shareholder participation is integral to good corporate governance and fosters mutual understanding. By promoting open communication, we aim to create a collaborative environment where shareholders can voice their views and contribute to the Company's development.</p> <p>To facilitate this, we hold general meetings where shareholders can interact directly with the Board and Senior Management. These meetings serve as a platform for discussing the Company's performance, strategies and future plans.</p> <p>For the EGM held on 5 October 2023, where we sought approval for the proposed share consolidation, the notice was issued within the required 14 days. For the 13<sup>th</sup> AGM, held on 5 December 2023, we provided more than 28 days' notice in advance to enable shareholders to review the agenda, prepare questions, and arrange their attendance or proxy submissions.</p> <p>During the EGM, the Company's Head of Corporate Finance presented a video on the Proposed Share Consolidation, detailing its mechanism, rationale, effects and indicative time frame together with an analysis of share price relative to Brent oil price and earnings, and the Directors' recommendation. At the 13<sup>th</sup> AGM, our MD provided an overview of the Company's achievements, financial performance, and milestones. Shareholders were encouraged to engage in Q&amp;A sessions at both meetings to address any questions.</p> <p>We utilise technology to support remote participation, including live webcasts and e-voting systems, enabling shareholders from various locations to attend and vote in real time.</p> <p>Questions submitted by shareholders before and during the meetings are addressed, with responses to any remaining unanswered</p>

	<p>questions posted in the FAQs section on our corporate website thereafter.</p> <p>Throughout the year, our Investor Relations team is available to address shareholder inquiries. Updates and responses are shared on our website to ensure consistent information for all shareholders.</p> <p>We remain committed to enhancing shareholder engagement and maintaining a transparent relationship with our shareholders, facilitating the timely disclosure of material Group information in compliance with high CG standards.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

## 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we understand that informed voting decisions are essential for the Company's progress. To support this, we prioritise transparency, open communication and constructive dialogue during our General Meetings.</p> <p>At both the EGM on 5 October 2023 and the 13<sup>th</sup> AGM on 5 December 2023, our Directors were available to engage directly with shareholders. This commitment allows for meaningful interactions and provides valuable insights into our strategic direction.</p> <p>The Chairs of the Board, our MD and the Board Committees play a key role in addressing enquiries related to their areas of expertise, to enhance shareholders' understanding of our business operations and the broader industry context.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As part of our ongoing efforts to improve shareholder engagement, the 14<sup>th</sup> AGM of our Company is scheduled for 9.30 a.m. on Wednesday, 27 November 2024. The Notice of the 14<sup>th</sup> AGM, including the agenda and proposed resolutions, is available on pages 309 to 315 of our Annual Report 2023/2024.</p> <p>To ensure sufficient time for preparation, the Notice of the 14<sup>th</sup> AGM will be sent to shareholders on 29 October 2024. AGM-related documents, including the Annual Report 2023/2024, CG Report, Proposed Renewal of Share Buy-Back Authority Statement, Proxy Form, Administrative Guide, and Request Slips, will also be available for download on our Company website (<a href="https://www.hibiscuspetroleum.com">https://www.hibiscuspetroleum.com</a>). This approach provides efficient access to important information.</p> <p>In line with regulatory requirements, we issue AGM-related documents well in advance. By providing more than the required 21-day notice and adhering to the MCG's 28-day recommendation, shareholders have ample time to review and prepare for the meeting. Shareholder participation in the 14<sup>th</sup> AGM is valued, and their contributions are important to the Company's development.</p> <p>At the EGM on 5 October 2023 and the 13<sup>th</sup> AGM on 5 December 2023, the voting process was conducted through e-polling. Tricor Investor &amp; Issuing House Services Sdn Bhd managed the electronic voting process, while Deloitte Business Advisory Sdn Bhd served as the independent scrutineer to ensure accuracy and integrity.</p> <p>For the upcoming 14<sup>th</sup> AGM, shareholders are encouraged to participate by attending virtually.</p>
<b>Explanation for departure</b>	:	

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



## 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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At Hibiscus Petroleum, we aim to continually improve shareholder engagement. To support this, we use technology to make our General Meetings more accessible and inclusive. Both our EGM on 5 October 2023 and the 13<sup>th</sup> AGM on 5 December 2023 were conducted virtually, allowing shareholders to participate, speak, and vote from anywhere.</p> <p>All Directors were present for the EGM, either in person at the Broadcast Venue or remotely. However, one director was unable to attend the AGM due to another unavoidable commitment. Our Chairman guided the meetings to ensure an interactive environment, with Deloitte Business Advisory Sdn Bhd serving as the independent moderator for the question-and-answer sessions.</p> <p>During the EGM, we received three pre-submitted questions and twenty-six questions from shareholders. Seven of these live questions were answered immediately. Questions not addressed during the meeting were posted on our FAQ section on the website.</p> <p>At the 13<sup>th</sup> AGM, we had received twenty-eight pre-submitted questions which were responded to during the meeting. Another forty-six questions were received from shareholders during the 13<sup>th</sup> AGM, of which twenty-five were deemed relevant. Answers to all relevant questions were addressed during the 13<sup>th</sup> AGM or at the FAQs section of our corporate website, due to time constraints.</p> <p>Both pre-submitted and live questions were addressed by the Chair of the Board, the MD or both, as appropriate. We ensure that all shareholder enquiries are addressed and that any questions not covered during the meetings due to time limits are promptly responded to at our FAQ section.</p>

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

## 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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In our commitment to transparent communication with shareholders, Hibiscus Petroleum conducted virtual meetings for the EGM on 5 October 2023 and the 13<sup>th</sup> AGM on 5 December 2023. To enhance accessibility and inclusivity, both meetings were held using Remote Participation and Voting (RPV) facilities, allowing shareholders to participate, speak via real-time text, and vote from any location.</p> <p>Shareholders were given timely notice of these meetings, with the Administrative Guides and other relevant documents sent via email and/or ordinary post, and also made available on our corporate website. This ensured that all shareholders had adequate time to prepare and participate effectively.</p> <p>The EGM and 13<sup>th</sup> AGM were live-streamed on Tricor's website, providing a seamless platform for engagement. The meetings saw substantial attendance, with around 300 shareholders and proxies at the EGM and over 200 at the AGM, reflecting active interest and participation.</p> <p>During the meetings, the Board members, MD, and the Company Secretary attended either in person or remotely. Other Leadership Team members and shareholders joined virtually, ensuring effective communication and active involvement.</p> <p>Deloitte Business Advisory Sdn Bhd, an independent moderator, managed the question-and-answer sessions, ensuring that all questions were addressed systematically and displayed on-screen for clarity.</p> <p>Our approach to virtual general meetings demonstrates our commitment to meaningful engagement and transparency. We will continue to look for ways to improve shareholder interaction and</p>

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

## 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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: At Hibiscus Petroleum, we are committed to open communication with our shareholders. The meeting minutes of the 13 <sup>th</sup> AGM was made available on our corporate website within 30 business days.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**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.*

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