

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0301
COMPANY NAME : ZANTAT HOLDINGS BERHAD
FINANCIAL YEAR : December 31, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("the Board") collectively leads and is responsible for the performance and affairs of the Company and its subsidiaries ("Group"), including practicing a high level of good governance. All Board members have shown good stewardship and acted in a professional manner as well as upheld the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.</p> <p>The Board has the responsibility of leading and directing the Group towards realising long-term corporate objectives and increasing shareholders' value. The Board retains full and effective control of the Group's strategic plans, implements an appropriate system of risk management and ensures the adequacy and integrity of the Group's system of internal control.</p> <p>The Board assumes, among others, the following responsibilities:</p> <ul style="list-style-type: none">(a) Reviewing and adopting a strategic plan for the Group, addressing the sustainability of the Group's business;(b) Overseeing the conduct of the Group's businesses and evaluating whether its businesses are being properly managed;(c) Identify principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to address such risks;(d) Reviewing the adequacy and integrity of the Group's internal control and management information systems;(e) Carrying out periodic review of the Group's financial performance, operating results and major capital commitments; and(f) Reviewing and approving any major corporate proposals, new business ventures or joint ventures of the Group.
Explanation for departure	:	

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

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman leads the Board and is responsible for the effective performance of the Board. The Chairman conducts the Board meetings and discussions in a manner that encourages constructive discussions and effective contribution from each Director.</p> <p>The Chairman is primarily responsible for amongst others, the following:</p> <ul style="list-style-type: none">(a) acting as chief spokesperson and representative of the Board and the Group;(b) representing the Board to shareholders and chairing general meeting of shareholders;(c) ensuring the adequacy and integrity of the governance process and issues;(d) facilitating meetings of the Board to ensure that no member, whether executive or non-executive, dominates discussion, that appropriate discussions take place and that relevant opinions among members is forthcoming. The Chairman will ensure that discussions result in logical and understandable outcomes;(e) ensuring that all Directors are enabled and encouraged to participate in its activities. This includes ensuring that all relevant issues are on the agenda and that all Directors receive timely, relevant information tailored to their needs and that they are properly briefed on issues arising at Board meetings;(f) liaising and co-ordinating input from all Directors, especially Chairman of the respective Board Committees to optimise the effectiveness of the Board and its Committees;(g) guiding and mediating Board actions with respect to organisational priorities and governance concerns;(h) undertaking the primary responsibility for organising information necessary for the Board to deal with items on the agenda and for providing this information to Directors on a timely basis; and(i) performing other responsibilities assigned by the Board from time to time.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The position of the Chairman and Managing Director are held by two (2) different individuals to promote accountability and facilitate the division of responsibilities between them. In this regard, no one individual can influence the Board's discussions and decision-making.</p> <p>The Board is chaired by Mr Yap Yoon Kong, an Independent Non-Executive Chairman.</p> <p>Mr Yap Yoon Kong is responsible for instilling good corporate governance practices within the Group and to provide effective leadership and sound advice on the strategic direction of the Group and to his best effort, monitor and promote good governance practices of the Group.</p> <p>The Managing Director, Mr Chan Bin luan manages the business and operation of the Group and implements the Board's decisions.</p>	
Explanation for departure	:	Please provide an explanation for the departure.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Chairman, Mr Yap Yoon Kong, is not a member of any Board Committees.
Explanation for departure	:	Please provide an explanation on how the practice is being applied.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is supported by a Company Secretary who is qualified to act pursuant to the Companies Act 2016.</p> <p>The Company Secretary supported the Board and played an important role to facilitate the overall compliance with Companies Act 2016, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), Malaysian Code on Corporate Governance ("MCCG"), Company's Constitution and Board Charter and other relevant laws and regulations.</p> <p>All Directors have access to the advice and services of the Company Secretary to enable them to discharge their duties effectively.</p> <p>The Company Secretary together with the Directors are responsible for the proper conduct of the meetings according to applicable rules and regulations. The Company Secretary regularly update and advise the Board on new statutes, regulations and directives issued by regulatory authorities.</p> <p>For the FYE 2024, our Board is satisfied with the performance of our Company Secretary in providing sound governance advice, ensure adherence to rules and procedures, and advocate of corporate governance best practices.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>To facilitate the Directors' time planning, the Board and Board Committees' meeting calendar was prepared in advance for each new year by the Company Secretary. The calendar provides the Directors with scheduled dates for meetings of the Board and Board Committees as well as the Annual General Meeting ("AGM").</p> <p>The Board will meet at least four (4) times in each financial year with additional meetings convened as and when required. In FY2024, a total of five (5) Board meetings were held and all directors attended more than 50% of the total Board Meetings held during the year.</p> <p>Prior to each scheduled Board or Board Committees' meeting, all the Board members are provided with the requisite notice, agenda and Board Papers containing information relevant to the business of the meeting, which are distributed in sufficient time prior to the meetings to enable them to have time to peruse the papers to assess all aspects of the Group's performance. The meeting papers are disseminated electronically to enable the Directors and committee members to access meeting documents and company information in a timely and more efficient manner, thus improving Board performance and overall effectiveness or decision-making. The Directors can request for further information or clarification from the Management to ensure effectiveness of the proceedings at the meeting, if necessary. The management and other advisers are invited to attend the meeting to report and brief on their respective areas of responsibility.</p> <p>All proceedings of the Board Meetings are properly recorded in the minutes of meetings by the Company Secretary. The minutes are circulated to the Chairman of the Board and Board Committees for review within a reasonable timeframe after the meeting. Thereafter, the minutes will be circulated to all Directors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is guided by the Board Charter which is an authoritative policy documents that sets out the Board's strategic intent, authority and terms of reference.</p> <p>The Board Charter sets out the roles, duties and responsibilities of our Board. It also serves as a reference point for Board activities and designed to provide guidance and clarity to Directors and senior management with regards to the roles of the Boards and its Committees, the role of the Chairman and Executive Directors, the requirements of Directors in carrying out their roles and in discharging their duties towards the Company as well as the Board's operating practices.</p> <p>The Board Charter was reviewed and updated on 21 February 2025 to ensure it remains consistent with the Board's objectives and responsibilities and reflect the latest compliance requirements as a result of changes in the regulatory framework.</p> <p>The Board Charter is published at https://zantat.com.my/corporate-governance.php</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Code of Conduct and Ethics was adopted on 19 February 2024. It establishes appropriate standards of business conduct and ethical behaviour as a guide to ensure that the Directors and all employees of the Group discharge their respective duties and responsibilities with the highest professionalism and trustworthiness in order to uphold good corporate integrity.</p> <p>The Code of Conduct and Ethics is published at https://zantat.com.my/corporate-governance.php</p> <p>The Board had reviewed and updated Code of Ethics and Conduct on 21 February 2025 to ensure that it continues to remain relevant and appropriate.</p> <p>The Company had also adopted an Anti-Bribery and Anti-Corruption Policy, which is applicable to everyone within the Group to deal with improper solicitation, bribery and other corrupt activities that could arise in the course of business activities.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has put in place an avenue for employees and stakeholders to report genuine concerns about unethical behaviour, malpractices and illegal acts on failure to comply with regulatory requirements without fear of reprisal.</p> <p>The Whistleblowing Policy aims to achieve the following:</p> <ul style="list-style-type: none">• To provide avenues for employees to raise genuine concerns or allegations through the appropriate channels upon discovery of possible misconduct.• To encourage and develop a culture of openness, accountability and integrity.• To enable Management to be informed at an early stage about acts of misconduct.• To ensure the protection of the individual who reports the concern or allegation in good faith in accordance with the procedures. <p>The whistle-blower may choose to remain anonymous, but the Board reserves the right to decide whether to initiate an investigation depending on the merits and adequacy of initial evidence provided.</p> <p>The Whistleblowing Policy is published at https://zantat.com.my/corporate-governance.php. The Company did not receive any such report during the FYE2024.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board acknowledges the importance of embedding sustainability considerations into the Group’s operations when developing the business strategies in achieving its short-term and long-term objectives.</p> <p>The Board assumes the ultimate responsibility for the integration of sustainability within the Group. Supported by Sustainability Steering Committee (“SSC”) and Sustainability Working Group (“SWG”). The SSC oversees the sustainability efforts in place to ensure proper monitoring and reporting. The SWG shall oversee the identification, formulation, implementation and monitoring of sustainability matters and performance within the Group.</p> <p>Please refer to the Sustainability Statement in the Integrated Annual Report 2024 for further information.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board took cognisance that engaging in effective and meaningful dialogues and disclosures, while anticipating and meeting the needs of all stakeholders are fundamental to building trust and confidence and forms the foundation of good governance in the Group. The Group is committed to ensure high standards of good corporate governance throughout all levels of organisation. The Group adopts and adheres to the ethical standards of business conduct in dealing with our stakeholders.</p> <p>As with preceding years, the Company has produced a Sustainability Statement that forms part of the Integrated Annual Report. The report aims to provide stakeholders with a tangible appreciation of the economic, environmental and social determinants that are being embedded within the Company's operations.</p> <p>Please refer to the Sustainability Statement in the Integrated Annual Report 2024 for further information.</p> <p>The Sustainability Statement is prepared in compliance with the Listing Requirements issued by Bursa Malaysia Securities Berhad ("Bursa Securities") and is in adherence to best practice sustainability guidelines, standards and frameworks including:</p> <ul style="list-style-type: none">• Bursa Malaysia Listing Requirements; and• Sustainability Reporting Guide – 2nd Edition and its accompanying Toolkits published by Bursa Securities
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is kept abreast by the Company Secretary on the changes to the Listing Requirements of Bursa Securities and Malaysian Code on Corporate Governance ("MCCG"), which are relevant to the Company on corporate disclosures and compliances including sustainability issues and reporting.</p> <p>The NC and Board would assess the trainings needs of the Directors to ensure that the Directors are continuously kept abreast of sustainability issues and climate-related risks and opportunities.</p> <p>The Board is mindful of the Mandatory Accreditation Programme Part II: Leading for Impact (LIP) which is an initiative under the Securities Commission Malaysia's Corporate Governance Strategic Priorities 2021-2023, which aims to provide directors with the foundation to address sustainability risks and opportunities effectively and have better oversight over the company's material sustainability matters.</p> <p>Our Board members have registered to attend MAP Part II before 1 August 2025.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board and the Senior Management have performed their respective roles in addressing material sustainability risks and opportunities.</p> <p>The performance evaluation of the Board in addressing the Group's strategic and business plans which promote sustainability materials matters was evaluated through the annual Board's effectiveness evaluation for the FYE 2024.</p> <p>Whereas for the Senior Management team, it is part of their key performance indicators which are reviewed annually.</p>	
Explanation for departure	:	<p>Please provide an explanation for the departure.</p>	
		<p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of reviewing its composition periodically to ensure that the Board comprises the right talent in terms of skills and experience to effectively discharge the Board's roles and responsibilities.</p> <p>The NC is responsible to oversee and review the overall composition of the Board in term of size, the required mix of skills, experience and other qualities and core competencies for the Directors of the Company.</p> <p>The effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board and the contribution of the Board's various committees as well as the tenure of each Independent Director will be assessed by the NC on an annual basis.</p> <p>The annual re-election of retiring Directors has been contingent on satisfactory evaluation of the retiring Directors' performance and contribution to the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board presently comprises 9 members, 5 of whom are Independent Non-Executive Directors, thus representing more than half and majority of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	None of the Independent Directors has exceeded a cumulative term of nine (9) years in the Company.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supportive of boardroom diversity as it can offer greater depth and breadth compared to non-diverse board. The Board practices no discrimination in terms of appointment of Directors as well as hiring employees wherein the Directors and Key Senior Management are appointed based on their merit, skills and experiences and not driven by age, cultural background and gender.</p> <p>The NC is tasked with the delegated authority of the Board to evaluate candidates and recommend new appointments to the Board.</p> <p>The Board, through its NC, believes that candidature to the Board should be based on the following:-</p> <ul style="list-style-type: none">• qualification, skills, knowledge, expertise and experience;• professionalism and integrity;• in the case of candidates for the position of Independent Non-Executive Directors, the ability to discharge such responsibilities/ functions as expected from Independent Non-Executive Directors; and• time commitment to the Company based on the number of directorships held. <p>The profiles of directors and senior management are set out in the Integrated Annual Report 2024 with the details of skills, experience, age, cultural background and gender.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board as a whole is responsible for recommending suitable candidates for Directorships to the Board. In evaluating potential candidates, the Board through the Nomination Committee will assess directorship suitability based on objective criteria, including:</p> <ul style="list-style-type: none">• Qualification;• Required competencies, skills, expertise and experience;• Specialist knowledge or technical skills;• Professionalism and integrity; and• Time commitment to the Company <p>In searching for suitable candidates, the Board may receive suggestions from existing Board Members, Management, and major shareholders. The Board is also open to referrals from external sources available, such as industry and professional associations, as well as independent search firms.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The information of the Board of Directors and their respective profiles, position or relationship are included in the Board of Directors' Profile in the Integrated Annual Report 2024 whereas their interests in the Company are included in the Analysis of Shareholdings.</p> <p>The Board through the NC, had undertaken an annual assessment on the Directors who would be retiring and seeking re-election pursuant to the Company's Constitution at the forthcoming 3rd AGM of the Company. Through the annual assessment results, the Board and NC are satisfied with the performance assessment of retiring directors i.e. meeting attendances, participating actively and contributing positively during deliberations or discussions at Board Meetings, competency and capability, understanding of their roles and responsibilities. Thus, the Board recommended that the approval of the shareholders be sought for the re-election of the said Directors at the 3rd AGM of the Company.</p> <p>A statement by the Board and NC being satisfied with the performance and effectiveness of the retiring Directors who offered themselves for re-election at the forthcoming 3rd AGM was provided in the notes accompanying the Notice of the 3rd AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The NC is chaired by Dr Gan Seng Kian, an Independent Director of the Board. The NC Chairman shall lead the annual review of Board effectiveness, ensuring that the performance of each individual Director is independently assessed</p> <p>Our Board had on 21 February 2025 merged the Nomination Committee with the Remuneration Committee as a single committee. The new Nomination and Remuneration Committee is chaired by Puan Rima Ramona binti Muhammad Arif.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	Currently, our Board comprises 3 females Directors out of 9 Directors, equivalent to 33% of the women representation on our Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	The Company acknowledges the importance to promote gender diversity at the Board level and senior management level and will work towards having more female Directors on the Board and senior management. Though the Company does not set any specific target for female Directors and senior management, the Board had always been in support of a policy of non-discrimination on the basis of race, religion and gender.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Board has, through the NC, conducted the following annual assessments for FYE 2024 in February 2025 via evaluation forms completed through Google Forms and assisted by the Company Secretary:</p> <ul style="list-style-type: none">• Directors' self and peer assessment;• Evaluation on the effectiveness of the Board as a whole and Board Committees;• Assessment of Independent Directors; and• Review of the term of office and performance of AC and each of its members. <p>In respect of the annual performance evaluation for the FYE 2024, it was concluded that:</p> <p>(a) the Board and Board Committees had discharged their duties and responsibilities effectively; and</p> <p>(b) each Director continued to perform effectively and demonstrated commitment to his/her role.</p> <p>The NC is satisfied with the current Board size and composition remains appropriate, taking into account the Group's businesses and the size of its business operations.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:

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

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Remuneration Committee ("RC") shall perform the functions as specified in the recommendations of the MCGG, which includes recommending to the Board the remuneration package of Directors. The Company adopted a Directors' Remuneration Policy which is published at https://zantat.com.my/corporate-governance.php</p> <p>The remuneration of the Executive Directors and Senior Management is made up of basic salaries, bonuses/incentives and other benefits-in-kind, while the remuneration of Non-Executive Directors consists of Directors' fees and other benefits.</p> <p>The remuneration of the Executive Directors shall be structured to link rewards to their performance and sufficient to attract and retain the Executive Directors. The Executive Directors do not participate in decision relating to their remuneration. The remuneration of the Independent Non-Executive Directors is to be determined in accordance with their experience and the level of responsibilities assumed in the Board Committees, their attendance, performance and expertise they bring to our Board.</p> <p>The Director's Remuneration Policy will be reviewed by the Board from time to time and the Board may make any necessary amendments to the policy to ensure it remains consistent and relevant with the Board's objectives, current laws and practices.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Remuneration Committee has a set of Terms of Reference defining its scope of authorities, responsibilities and duties. The Terms of Reference of the Remuneration Committee is published at https://zantat.com.my/corporate-governance.php</p> <p>During the FYE 2024, the RC carried out an annual review of the Directors' remuneration, whereupon recommendations were submitted to the Board for approval. Such annual review is to ensure that the remuneration package of the Directors remains sufficiently attractive to retain the Directors of such calibre to provide the necessary skills and experience and commensurate with their responsibilities to ensure the effective management and operations of the Group to achieve the Group's long-term objectives.</p> <p>Our Board had on 21 February 2025 merged the Nomination Committee with the Remuneration Committee as a single committee. The new Nomination and Remuneration Committee is chaired by Puan Rima Ramona binti Muhammad Arif.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The detailed disclosure on named basis for remuneration of individual Directors including fees, salary, bonus, benefit-in-kind are set out in the table below.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	CHAN BIN IUAN	Executive Director	48	-	-	-	-	-	48	98	92	720	128	-	115	1,153
2	CHAN JEE CHET	Executive Director	48	-	-	-	-	-	48	98	84	600	107	-	97	986
3	CHAN HUP OOI	Non-Independent Non-Executive Director	48	5	-	-	-	-	53	98	5	-	-	16	-	119
4	YAP YOON KONG	Independent Director	60	5	-	-	-	-	65	60	5	-	-	-	-	65
5	POO LAP TUCK	Independent Director	60	5	-	-	-	-	65	60	5	-	-	-	-	65
6	DR GAN SENG KIAN	Independent Director	54	5	-	-	-	-	59	54	5	-	-	-	-	59
7	RIMA RAMONA BINTI MUHAMMAD ARIF	Independent Director	54	5	-	-	-	-	59	54	5	-	-	-	-	59
8																
9																
10																
11																
12																
13																
14																
15																

Intended Outcome

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

Practice 8.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has adopted a disclosure of our Senior Management (who are not members of the Board) remuneration in bands of RM50,000 on a named basis are set out in the table below.	
Explanation for departure	:	Please provide an explanation for the departure.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	Group					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Aw Ee Ling	Chief Financial Officer	200,001-250,000.	50,001-100,000	0-50,000	-	0-50,000	350,001-400,000
2	Chan Eng Hue	Chief Operating Officer (KL Plant)	550,001-600,000.	50,001-100,000	100,001-150,000	-	100,001-150,000	900,001-950,000
3								
4								
5								

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Audit and Risk Management Committee ("ARMC") is chaired by Mr Poo Lap Tuck, an Independent Non-Executive Director, who is not the Chairman of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>None of the members of the ARMC were former key audit partners of the external audit firm of the Group.</p> <p>The terms of reference of our ARMC required a former key audit partner of our Company to observe a cooling-off period of at least 3 years before being eligible to be appointed as a member of our ARMC.</p> <p>The Terms of Reference of the ARMC is published at https://zantat.com.my/corporate-governance.php</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The ARMC assessed the performance, competency and professionalism demonstrated by the external auditors, Messrs. Crowe Malaysia PLT for the FYE 2024 via a formal assessment form in February 2025.</p> <p>The annual evaluation provides a checklist for the ARMC to carry out a formal review of the independence, effectiveness and efficiency of the External Auditors of the Company that consider, among others, the following criterias:</p> <ul style="list-style-type: none">• Adequacy of resources and experience of the audit firm;• Quality processes of the audit firm;• Competency of audit engagement team;• Audit governance and independence;• Audit fee, scope and planning; and• Audit communications <p>The ARMC was satisfied with the overall performance of the External Auditors in FYE2024.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	Our ARMC comprise solely of the following Independent Non-Executive Directors: (a) Mr Poo Lap Tuck - Chairman (b) Dr Gan Seng Kian - Member (c) Puan Rima Ramona binti Muhammad Arif - Member

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Our ARMC Chairman, Mr Poo Lap Tuck, is a Chartered Accountant of the Association of Chartered Certified Accountants (since 1987) and a member of the Malaysian Institute of Accountants (since 1988).</p> <p>All members of our Audit Committee possess the experience, knowledge and understanding on the business and the industry in which our Group operates in thus, enabling the Committee to discharge its duties effectively.</p> <p>The qualification and experience of the individual ARMC members are disclosed in the Directors' Profile segment in the Integrated Annual Report 2024.</p> <p>The trainings and courses attended by the members of our ARMC members are disclosed in the Corporate Governance Overview Statement in Annual Report 2024.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has ultimate responsibility in reviewing the Company's risks, approving the risk management framework and policy and overseeing the Group's strategic risk management and internal control framework to achieve its objectives within an acceptable risk profile as well as safeguarding the interest of stakeholders and shareholders and the Group's assets.</p> <p>The Board is supported by the Audit and Risk Management Committee ("ARMC") which is chaired by Mr Poo Lap Tuck, our Independent Non-Executive Director. The primary responsibility and purpose of the ARMC is to assist the Board in fulfilling its responsibility with respect to evaluating, reviewing and monitoring the Group's risk management framework and activities on on-going basis. The ARMC reports to the Board regarding the Group's risk exposures, including review risk assessment model used to monitor the risk exposures and Management's view on the acceptable and appropriate level of risks faced by the Group.</p> <p>Further information on the Group's risk management and internal control framework is presented in the Statement on Risk Management and Internal Control of the Company's Integrated Annual Report 2024.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has disclosed the features of its risk management and internal control framework, the adequacy and the effectiveness of this framework are set out in the Statement on Risk Management and Internal Control (“SORMIC”) in the Integrated Annual Report 2024.</p> <p>The SORMIC which has been reviewed by the external auditor provides an overview of the state of risk management and internal control within the Group governed by the frameworks.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The ARMC is chaired by Mr Poo Lap Tuck, an Independent Non-Executive Director and comprises all Independent Directors.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The internal audit function of our Company is effective and remains independent all the time. The internal audit function is set out in the Statement on Risk Management and Internal Control.</p> <p>The internal audit function of the Group is carried out by an outsourced external service provider, YC Consultancy. The outsourced Internal Auditors report directly to the Audit Committee. Internal audit reports are presented, together with audit findings and recommendations as well as Management's response and proposed action plans, to Audit Committee.</p> <p>In performing their duties, the Internal Auditors have free and unfettered access to information and to meet with any of the department heads or persons in charge.</p> <p>The details of the internal audit function and activities are set out in the ARMC Report in the Integrated Annual Report 2024.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose—

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

Application	:	Applied
Explanation on application of the practice	:	<p>The internal audit function is outsourced to YC Consultancy and the internal audit staff on the engagement are free from any relationships or conflicts of interest, which could impair their objectivity and independence.</p> <p>YC Consultancy will conduct their work in consideration of the broad principles of the International Professional Practice Framework (“IPPF”) of Institute of Internal Auditors covering the conduct of the audit planning, execution, documentations, communication of findings and consultation with key stakeholders.</p> <p>The Internal Auditors will report their observations and findings according to the approved Internal Audit Plan to the ARMC.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>Information about our Group's business and corporate developments are disseminated through the Annual Report, various disclosures to Bursa Securities including quarterly financial results, changes in composition of the Board, changes in shareholdings and other announcements in accordance with the Listing Requirements of Bursa Securities were made from time to time.</p> <p>In addition, our Group maintains a website at https://ir2.chartnexus.com/zantat/ir-homepage.php where shareholders or investors may access information of our Group encompassing corporate information, latest financial results, annual reports, announcements to Bursa Securities, Board Charter, other Board policies and Board Committees' terms of reference.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Company adopted integrated reporting for communication of the Company's goals, strategic direction, sustainability efforts and governance policies, with a focus on long-term creation. The Company's Integrated Annual Report 2024 is prepared based on the IR Framework 2024 as developed by the International Integrating Reporting Council (IIRC).	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of the 2nd AGM was sent to the shareholders on 30 April 2024, which was more than 28 days prior to the date of the 2nd AGM of our Company held on 25 June 2024.</p> <p>The Notice of 2nd AGM included the details of the proposed resolutions and the explanatory notes to enable shareholders to make an informed decision in exercising their voting rights.</p> <p>The forthcoming 3rd AGM of the Company has been fixed on 30 May 2025 and the Notice of the AGM was issued on 30 April 2025.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All directors attended the 2nd AGM of the Company held on 25 June 2024.</p> <p>During the proceedings of the 2nd AGM, the Chairman invited shareholders to raise questions pertaining to the Company's audited financial statements and other agendas tabled for approval at the meeting. Questions raised by the shareholders were answered and addressed accordingly.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Applied	
Explanation on application of the practice	:	The 2nd AGM of the Company held on 25 June 2024 was conducted virtually and leveraged on technology to facilitate remote shareholders' participation and electronic voting for the conduct of poll on the resolutions set out in the Notice of the 2nd AGM. For shareholders who were unable to attend the meetings, they may appoint proxy/proxies to vote on his/her behalf.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>			
Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairman ensures that the general meetings cater an important opportunity for effective communication with, and constructive feedback from the shareholders.</p> <p>During the 2nd AGM held on 25 June 2024, the shareholders were given sufficient time to raise their questions, and their questions were answered by the Chairman.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.5

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's 2nd AGM on 25 June 2024 was held virtually and the Company had ensured that the required infrastructure and tools were in place to enable the smooth proceeding and meaningful engagement with the shareholders.</p> <p>The forthcoming 3rd AGM is scheduled to be held at Agate Room, Level G, M World Hotel PJ (formerly known as AVANTÉ Hotel), 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor which is easily accessible to our shareholders.</p> <p>The physical meeting provides the opportunity for the Board to meet with the Company's shareholders and stakeholders face to face to enhance communication and foster better networking.</p> <p>The Board may consider convening future AGMs on a hybrid basis.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the 2nd AGM held on 25 June 2024 which includes the questions raised by shareholders together with the responses by the Company and outcome of the voting results, was made available to shareholders within 30 business days after the 2nd AGM on our Company's website at https://ir2.chartnexus.com/zantat/agm.php
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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