CORPORATE GOVERNANCE REPORT

STOCK CODE : 0119

COMPANY NAME : APPASIA BERHAD FINANCIAL YEAR : December 31, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCEDisclosures 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.

Explanation on application of the practice : The Board is responsible for the leadership, oversight, control, development and long-term success of the Group. It is also responsible for instilling the appropriate culture, values and behaviour throughout the Group. The Company's Board Charter defines the specific duties and responsibilities of the Board which can be found at the Company's website at http://www.appasia.com/ While the responsibility for monitoring the effectiveness of the Group's risk management and internal control systems has been delegated to the Audit Committee, the Board is ultimately responsible for determining the Group's "risk tolerance" and annually receives and considers a report in relation to the monitoring, controlling and reporting of identified risks and uncertainties. In addition, the Board receives regular reports from the Chairman of the Audit Committee in relation to the work of that Committee in the area of internal control and risk management. Explanation for departure		
responsibilities of the Board which can be found at the Company's website at http://www.appasia.com/ While the responsibility for monitoring the effectiveness of the Group's risk management and internal control systems has been delegated to the Audit Committee, the Board is ultimately responsible for determining the Group's "risk tolerance" and annually receives and considers a report in relation to the monitoring, controlling and reporting of identified risks and uncertainties. In addition, the Board receives regular reports from the Chairman of the Audit Committee in relation to the work of that Committee in the area of internal control and risk management. Explanation for :		
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Measure :		
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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	
	The Chairman's role and responsibilities have been set forth in the	
application of the	Board Charter of the Company.	
practice		
Explanation for		
departure		
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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 1.3The positions of Chairman and CEO are held by different individuals.

Applied		
AppAsia Berhad does not have a Chief Executive Officer. Moreover, the		
positions of the Chairman of the Board and the Executive Directors are		
held by different individuals. The Chairman is responsible for ensuring the integrity and effectiveness of the governance process of the Board, while the Executive Directors are responsible for making and implementing operational and corporate decision as well as developing, coordinating and implementing business and corporate strategies. The distinct and separate roles of the Chairman and Executive Directors, with a clear division of responsibilities, ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making. The clear division of responsibilities between the roles of the Chairman and the Executive Directors, are set out in the Board Charter of the Company.		
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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

		an is not a member of any of these specified committees, but the board ticipate in any or all of these committees' meetings, by way of invitation,
then the status of this	prac	tice should be a 'Departure'.
Application	:	Departure
Explanation on	:	
application of the		
practice		
Explanation for	:	The Chairman of the Board of Directors ("the Board") is also a member
departure		of the Audit Committee ("AC"), Nomination Committee ("NC") and
		Remuneration Committee ("RC") of the Company.
		The Chairman of the Board is not the Chairman of the AC, NC and RC
		(collectively referred to as "the Committees"). During the deliberation
		of the Committees, each member of the Committees is able to provide
		their opinion without impairing the objectivity of the Chairman of the
		Board.
		The Chairman of the Committees would then propose the
		recommendation by the Committees to the Board for discussion and
		decision. As any decision made by the Board is based on the agreement
		by majority of the Board, hence the Chairman of the Board would
		remain objective in accepting the views of the Board.
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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	:	The Company Secretary is a qualified Chartered Secretary under Section 235(2)(a) of the Companies Act 2016, and a member of the Malaysian
practice		Institute of Chartered Secretaries and Administrators.
		All Directors have access to the advices and services of the Company Secretary, who is responsible to the Board in providing sound governance advice and ensuring that the Board complies with the necessary rules and regulation.
		The Company Secretary circulated the relevant guidelines on statutory and regulatory requirements from time to time and update the Board on the same at Board meetings. The Company Secretary also notified the Directors and Principal Officers on the closed period for trading in the Company's securities, in accordance with Rule 14 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company Secretary also ensure that deliberations at Board and Board Committee meetings are well captured, minuted and documented. The roles and responsibilities of the Company Secretary have been set forth in the Board Charter of the Company which is available on the Company's website.
Explanation for	:	
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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.

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Application :	Applied	
Explanation on : application of the practice	The notice of the Directors' meeting is given in writing at least seven (7) days prior to the meeting together with the relevant agenda items to enable the Board to have sufficient time to go through the meeting materials in order to have a conducive and meaningful discussion in the meeting. Management would be invited to attend the Board and Board Committee meetings as and when necessary, so as to provide further details/updates on issues raised. Upon conclusion of the meeting, the minutes are prepared and circulated to the Board for review/comments in a timely manner.	
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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	:	The Board Charter outlines the roles of the Board, Chairman and
application of the		Executive Directors as well as Independent Directors and Board
practice		Committees.
practice		Committees.
		The Board Charter has been incorporated into the Group's governance system, documented policies that the Board has decided upon to meet, among others, its responsibilities, governance and leadership as a description tool of how the Board operates. A copy of the Board Charter and the Terms of References of the Audit Committee, Remuneration Committee and Nomination Committee are available on the Company's website at http://www.appasia.com/ There is a formal schedule of matters reserved for the Board's consideration and decision which is set out in the Board Charter.
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The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

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

Practice 3.1

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

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

Application	Applied	
Explanation on application of the practice	The Company has established a Code of Conduct and Code of Ethics (collectively referred to as " the Codes ") to promote a corporate culture which engenders ethical conduct that permeates throughout the Group and includes procedures in managing conflicts of interest and prevention of fraudulent activities.	
	Subsequent to the implementation of the Malaysian Anti-Corruption Commission (Amendment) Act 2018 which came into force on 1 June 2020 to introduce corporate liability for corruption offences involving commercial organisations, the Company had adopted the Anti-Bribery and Anti-Corruption Policy ("ABAC Policy").	
	A copy of the Codes and ABAC Policy are available on the Company's website at http://www.appasia.com/	
Explanation for departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure		
Timeframe :		

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	The Group has a Whistleblowing Policy setting out procedures to provide all employees of the Group and other interested parties an avenue where genuine concerns related to possible improprieties in matters of financial reporting, compliance and other malpractices can be objectively investigated and addressed. The details on the policy and procedures are available on the Company's website at http://www.appasia.com/
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
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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	One of the key responsibilities of the Board of Directors of the Company as enshrined in the Board Charter is to ensure the Company and its subsidiaries' (collectively referred to as "the Group") strategies promote sustainability. Accordingly, the Board is ultimately accountable for ensuring that sustainability is integrated into the strategic direction of the Group. To achieve this, the Board continuously ensures that there is an effective governance framework for sustainability within the Group. Please refer to the Sustainability Statement of the Group within the Annual Report for further information.	
Explanation for departure		
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to complete the columns below.		
Measure	:	
Timeframe		

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	:	AppAsia Berhad's sustainability strategies, priorities and targets as well as performance are developed and monitored after a careful review of outcomes from the materiality assessment exercise and engagements with key internal and external stakeholders. The comprehensive description of the Company's stakeholder groups, engagements and targets as well as the performance against these targets are as set out in Annual Report.
Explanation for departure	:	
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to complete the columns below.		
Measure	:	
Timeframe	:	

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	In view to gain a better understanding of the sustainability issues relevant to AppAsia Berhad and its business, including climate-related risks and opportunities, the Board members have attended training on sustainability issues, particularly on Environmental Social and Governance risks. The Board will continue engaging with subject matter experts by attending training in relation to the same.	
Explanation for : departure		
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Measure :		
Timeframe :		

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	Departure
Explanation on application of the practice	
Explanation for departure	During the financial year under review, the Nomination Committee has completed the Board's evaluation questionnaire relating to environmental, social and governance or sustainability, however, performance evaluations of Senior Management of the Group did not cover sustainability performance evaluation.
	Currently, the Board reviews the Group's sustainability performance as a whole and holds relevant Management personnel accountable for addressing sustainability risks and opportunities through the Company's monitoring and reporting process.
Large companies are requ to complete the columns	ired to complete the columns below. Non-large companies are encouraged below.
Measure	
Timeframe	

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		
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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	During the year, the Nomination Committee had reviewed and assessed the experience, skills, time commitment and expertise of the Directors who are due for re-election and was satisfied that they had fulfilled the required fit and proper criteria set by the Board. With the recommendation of the Nomination Committee, the Board having reviewed the vast knowledge and experience, approved the re-election of the Directors of the Company. An annual assessment will be carried out annually to review the contribution of each Director. A summary of the assessment will be presented to the Nomination Committee for consideration and to develop recommendations and/or an action plan where determined necessary or desirable. The Board concluded that the current Directors own a diverse mix of skills matrix, knowledge, experience and age. The	
	Chairman possesses the leadership to safeguard the stakeholders' interest and ensure the development of the Group.	
Explanation for : departure		
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Measure :		
Timeframe :		

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	:	As at the date of this report, more than half of the Board comprised of Independent Directors. There are currently three (3) Executive Directors, five (5) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. Their profiles are set out in the Annual Report. Independent Directors are expected to challenge management proposals constructively and to examine and review management performance in meeting agreed objectives and targets. In addition, they are expected to draw on their own experience and knowledge, where appropriate, in respect of any challenges facing the Group and in relation to the development of proposals on strategy. The current size and composition of the Board is within a range which is appropriate. We also believe that the current size of the Board is sufficiently structured to enable its Board Committees to properly assist the Board in the execution of its duties and responsibilities. The spread of nationalities, age and gender of the Directors reflects the geographical reach of the Group and we consider that the Board as a whole has the appropriate blend of skills, knowledge and experience, from a wide range of industries and backgrounds, necessary to lead the Group.
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Measure	:	
Timeframe	:	

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 :	Departure
Explanation on :	
application of the	
practice	
Explanation for :	Datuk Seri Rahadian Mahmud bin Mohammad Khalil has served as an
departure	Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. Despite not seeking shareholders' approval on a two-tier voting process for his authority to continue as an Independent Director, the Company had obtained shareholders approval at the Twentieth Annual General Meeting ("AGM") to authorised Datuk Seri Rahadian Mahmud bin Mohammad Khalil to continue in office as an Independent Non-Executive Director. The justifications for retaining Datuk Seri Rahadian Mahmud bin Mohammad Khalil as an Independent Non-Executive Director is provided in the notes to the notice of the AGM for shareholders'
Laura aanamaniaa aya yaayi	consideration.
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Measure :	
Timeframe :	

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 a	an indep	pendent director to nine years without further extension i.e. shareholders'
approval to retain tl	he direc	tor as an independent director beyond nine years.
Application		Not Adopted
Explanation on	:	
adoption of the		
practice		
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Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

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

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

Application	: Applied
Explanation on application of the practice	: The Board, assisted by the Nomination Committee is committed to ensuring that the Board and Senior Management are sufficiently diverse and appropriately balanced. In making recommendations to the Board on suitable candidature of Directors, the Nomination Committee shall assess and consider the following attributes or factors: • Skills, knowledge, expertise and experience:
	 Skills, knowledge, expertise and experience; Professionalism; Integrity; Existing number of directorships held; Confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and In the case of candidates being considered for the position of independent director, such potential candidates have the ability to discharge such responsibilities/functions as expected from independent non-executive directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "independent directors" prescribed by the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and being able to bring independent and objective judgement to the Board.
	An annual assessment will be carried out annually to review the contribution of each Director. A summary of the assessment will be presented to the Nomination Committee for consideration and to develop recommendations and/or an action plan where determined necessary or desirable. The Board concluded that the current Directors own a diverse mix of skills matrix, knowledge, experience and age. The Chairman possesses the leadership to safeguard the stakeholders' interest and ensure the development of the Company and its subsidiaries.

Explanation for departure			
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
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Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	•	The Board appreciates the importance of using a variety of approaches and sources to ensure that it is able to identify the most suitable candidates. In this regard, the Nomination Committee is charged with the responsibility of identifying, selecting and recommending to the Board suitable candidates, taking into account factors such as personal attributes, skills, experience, competence, capability, time and commitment to effectively discharge the fiduciary duties and functions with due consideration of diversity required of Directors. As there is no "one size fits all" and taking into account the business environment that the Company operates in, the Board authorises the Nomination Committee the option of using external independent sources, if required, in the recruitment of candidates for directorship above and beyond referrals from shareholders, Directors and Senior Management. Evaluation of candidates include the review of resumes, reference checks and interviews based on criteria established in Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Nomination Committee will then recommend chosen candidates to the Board for consideration. This Practice is specified in the Terms of Reference of the Nomination Committee.
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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	:	The profile of the Directors are enclosed in the Annual Report of the
application of the		Company.
practice		As at the date of this Annual Report, none of the Independent Non-
		Executive Directors has any business relationship nor conflict of interest
		with the Group which would influence their independent judgement to
		act in the best interest of the Group.
		The Board of Directors via the Nomination Committee had assessed the
		independency of the Independent Non-Executive Directors prior to recommending their re-appointment to shareholders for approval at
		the Annual General Meeting.
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		A statement is included in the notice of AGM to detail the support and
		rationale on the re-appointment of the Independent Non-Executive
		Directors.
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Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairperson of the Nomination Committee is chaired by an Independent Non-Executive Director, namely Yeong Siew Lee.	
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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.

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Application :	Departure
Explanation on :	
application of the	
practice	
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Explanation for :	The current Board composition complies with the ACE Market Listing
departure	Requirements and the Board is of the view that current diversity of the
	Board is sufficient to execute its duties and responsibilities, as explained
	in Practice 5.5 above.
	III Fractice 3.3 above.
	The Board acknowledges the value created by involving female
	candidates participating in decision-making positions, i.e. Directors and
	Senior Management. For the financial year ended 31 December 2024,
	the Board comprises of two (2) women Directors, representing 22.22%
	of the total Board members.
	of the total Board Membersi
	The Board, assisted by the Nomination Committee annually reviews the
	,
	size, competencies, gender representation of the Board to ensure it
	remains diverse.
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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 Group has adopted a diversity policy which outlines its approach to achieving and maintaining diversity (including gender diversity) on its Board of Directors and employees of the Group. This includes requirements for the Board of Directors to establish measurable objectives for achieving diversity on the Board of Directors and employees. The members of the Board with their combined business management and professional experience, knowledge and experience provide the core competencies to allow for diverse and objective perspectives on the Group's business and direction. A summary of the diversity policy is disclosed in the Annual Report of the Company.
Explanation for departure	
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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.

	y to qualify for adoption of this practice, it must undertake annual board independent expert at least every three years to facilitate the evaluation.
Application :	Applied
Explanation on : application of the practice	During the year, the Board conducted an internally facilitated Board assessment via the Nomination Committee to annually review the competencies and composition of the Board.
	The results and recommendations from the evaluation of the Board and its committees are reported to the Board for full consideration and action. The scope of the assessment comprised the following:
	 The Board's structure, size and composition as well as the composition of the board committees; The effectiveness of the Board as a whole and the effectiveness of the board committees;
	 The character, experience, integrity and competence of the Directors and to ensure they have the time to discharge their respective roles; and The level of independence of Directors.
	The outcome of the evaluation has shown the experience of the current Directors satisfy the requirements and that the Chairman has the leadership to safeguard the stakeholders' interest and ensure the Group's profitable performance.
Explanation for : departure	
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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 :	The Company has adopted a Remuneration Policy for the Group's								
application of the	Directors and senior management with the main objective to provide								
practice	fair and competitive remuneration to its Board and senior manageme in order for the Company to attract and retain Board and sen management of calibre to run the Group successfully.								
	A copy of the Remuneration Policy is available on the Company's website.								
Explanation for :									
departure									
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Measure :									
Timeframe :									

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	:	A copy of the Terms of Reference of the Remuneration Committee is available on the Company's website at http://www.appasia.com/
Explanation for departure	:	
Large companies are req	uir	ed to complete the columns below. Non-large companies are encouraged
to complete the columns	be	elow.
Measure	:	
Timeframe	:	

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 of the remuneration breakdown of Individual Directors of the Company received from the Company and Group during the financial year ended 31 December 2024 are set out in the table below.

			Company ('000)						Group ('000)							
No	Name	Directorate	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total
1	Toh Hong Chye	Executive Director	0	15	0	0	0	3	18	0	15	580	90	21	133	839
2	Wong Ngai Peow	Executive Director	0	15	0	0	0	2	17	0	15	520	80	17	77	709
3	Yong Mai Fang	Executive Director	0	15	60	10.0	17	17	119	0	15	504	80	24.6	116	739.6
4	Datuk Seri Rahadian Mahmud Bin Mohammad Khalil	Independent Non- Executive Chairman	30	12.5	0	0	0	0	42.5	30.0	12.5	0	0	0	0	42.5
5	Tiew Chee Ming	Independent Non- Executive Director	30	15.0	0	0	0	0	45.0	30.0	15.0	0	0	0	0	45.0
6	Yeong Siew Lee	Independent Non- Executive Director	30	12.5	0	0	0	0	42.5	30.0	12.5	0	0	0	0	42.5
7	George Tan Kan Chin	Non-Independent Non-Executive Director	11	2.5	0	0	0	0	13.5	11	2.5	0	0	0	0	13.5
8	Huan Soo Wai	Independent Non- Executive Director	11	2.5	0	0	0	0	13.5	11	2.5	0	0	0	0	13.5
9	Tan Chiau Wei	Independent Non- Executive Director	0.9	0	0	0	0	0	0.9	0.9	0	0	0	0	0	0.9

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	÷	The Board is of the opinion that it is not within the Company's interest for such disclosure considering the highly competitive market for talents in the business. The Board further opined that it would also not be in the best interest of the senior management for confidentiality and privacy reasons. Thus, the names of the senior management are not stated in the remuneration bands of RM50,000.
		Nonetheless, the Company provide details of the remuneration of the senior management on an aggregate basis in bands of RM50,000 as shown in the table in the Annual Report.
Large companies are re to complete the colum	-	red to complete the columns below. Non-large companies are encouraged elow.
Measure	:	
Timeframe	:	

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

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	:	

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

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 Chairman of the Board and the Chairman of the Audit Committee are held by two distinct individuals. This ensures that the impairment of objectivity on the Board's review of the Audit Committee's findings and recommendations remains intact.
Explanation for	:	
departure		
Large companies are req	juir	ed to complete the columns below. Non-large companies are encouraged
to complete the columns	s be	elow.
Measure	:	
Timeframe	:	

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.

A 1* 1*		A P I
Application	:	Applied
Explanation on	:	The Audit Committee has included in its Terms of Reference that a
application of the		former key audit partner to observe a cooling-off period of at least
practice		three (3) years before being appointed as a member of the Audit
practice		- 11
		Committee.
		A copy of the Terms of Reference of the Audit Committee is available
		on the Company's website.
		on the company o website.
Explanation for	:	
departure		
Large companies are req	uir	ed to complete the columns below. Non-large companies are encouraged
to complete the columns	s be	elow.
,,		
Measure	:	
Timeframe	:	

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	 The Company has set out in the terms of reference of the Audit Committee the following criteria in relation to assessing the suitability, objectivity and independence of the external auditor when evaluating the external auditor's performance: the adequacy of the experience and resources of the external auditors; the external auditor's ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan; the nature of the non-audit services provided by the external auditor and fees paid for such services relative to the audit fee; and whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit arising from the provision of non-audit services or tenure of the external auditor.
Explanation for departure	:	
• • •		ed to complete the columns below. Non-large companies are encouraged
to complete the columns	be	low.
Measure	:	
Timeframe	:	

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	:	During the financial year ended 31 December 2024, the Audit Committee comprises solely of Independent Non-Executive Directors as disclosed in the Annual Report.

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	All the members of the Audit Committee possess a considerate understanding of financial reporting and auditing process. They also have the necessary accounting, financial, banking experience, commercial expertise and capital markets skills required to meet their responsibilities and provide an effective level of challenge to management.
Explanation for departure	:	
Large companies are red	quir	ed to complete the columns below. Non-large companies are encouraged
to complete the columns	s be	elow.
Measure	:	
Timeframe	:	

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

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

Practice 10.1

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

Application :	Applied
Explanation on : application of the practice	The Group has engaged an Independent professional firm, S F Chang Corporate Services Sdn. Bhd. to review the Internal Control systems to determine if the internal control procedures have been complied with as well as to make recommendations to strengthen the system. The findings arising from the risk evaluation process and internal audit process as well as the recommendations for improvement are presented to Management and Audit Committee. The Board, as a whole would continue to monitor and review the effectiveness and adequacy of the Group's risk management and risk appetite to ensure they continue to be resilient and reliable.
Explanation for : departure	
Large companies are requ to complete the columns b	red to complete the columns below. Non-large companies are encouraged pelow.
Measure :	
Timeframe :	

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges the importance of maintaining a sound risk management and internal control framework to safeguard shareholders' investments and Company's assets. Therefore, a framework to formulate and review risk management policies and risk strategies has been established.
		Further information on the Group's risk management framework is presented in the Statement on Risk Management and Internal Control of the Annual Report.
Explanation for departure	:	
Large companies are re to complete the column	•	red to complete the columns below. Non-large companies are encouraged elow.
Measure	:	
Timeframe	:	

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 :	Not Adopted
Explanation on : adoption of the practice	

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

Practice 11.1

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

Application :	Applied
Explanation on : application of the practice	The Audit Committee of the Company is responsible for monitoring and reviewing the effectiveness of the Group's Internal Audit function. The Internal Audit function is independent of the external auditors and is led by the Internal Audit, which is outsourced to S F Chang Corporate Services Sdn. Bhd. who directly reports to the Audit Committee. The Internal Auditor attends and reports at the Audit Committee meetings on its work conducted as well as its findings, management's responses and recommendations. For further details, please refer to the Audit Committee Report.
Explanation for : departure	
Large companies are requi	red to complete the columns below. Non-large companies are encouraged
to complete the columns b	
Measure :	
Timeframe :	

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

Practice 11.2

The board should disclose-

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

Application :	Applied
Explanation on : application of the practice	The Internal Auditors reports to the Audit Committee. This reporting relationship supports internal audit independence and objectivity, which assures adequate consideration of audit recommendations and planned corrective actions. The relationship also gives the Internal Audit staff the authority needed for full, free and unrestricted access to any or all operations, records, property and personnel within the Group. The Internal Audit function is carried out in accordance with The International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The Internal Audit team is made up of approximately three (3) personnel headed by Mr Chang Siew Foong, a qualified professional and they are free from any relationships or conflicts of interest which could impair their objectivity and independence.
Explanation for : departure	
Large companies are requ to complete the columns b	red to complete the columns below. Non-large companies are encouraged pelow.
Measure :	
Timeframe :	

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	The Company has formalised a corporate disclosure policy and procedure not only to comply with the disclosure requirements as stipulated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, which also sets out the persons authorised and responsible to approve and disclose material information to all stakeholders. The Group's financial performance, major corporate developments and other relevant information are promptly disseminated to shareholders and investors via announcements of its quarterly results, annual report,
		corporate announcements to Bursa Malaysia Securities Berhad and press conferences. It is the Group's practice that any material information for public announcement, including annual, quarterly financial statements, press releases, and presentation to investors, analyst and media are factual and reviewed internally before issuance to ensure accuracy and is expressed in a clear and objective manner.
Explanation for departure	:	
Large companies are req to complete the columns		ed to complete the columns below. Non-large companies are encouraged low.
Measure	:	
Timeframe	:	

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company
Explanation on	:	
application of the		
practice		
Explanation for	:	
departure		
Large companies are rea	ııir	l red to complete the columns below. Non-large companies are encouraged
to complete the columns	DE	210W.
Measure	:	
Timeframe	:	

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 :	The notice of the AGM is given to the shareholders at least twenty eight	
application of the	(28) days prior to the meeting.	
practice		
Explanation for :		
departure		
Large companies are requi	red to complete the columns below. Non-large companies are encouraged	
to complete the columns below.		
Measure :		
Timeframe :		

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	:	All Directors attended the Annual General Meeting held on 13 June 2024 to address questions from the shareholders.
Explanation for departure	:	
Large companies are re	auir	ed to complete the columns below. Non-large companies are encouraged
to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 13.3

Listed companies should leverage technology to facilitate-

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

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

Application	:	Departure
Explanation on	:	
application of the		
practice		
Explanation for	:	The Company's AGM was held physically at Gallery 2, Level 1, Concorde
departure		Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail, 50250 Kuala Lumpur
		Malaysia on 13 June 2024.
		Shareholders who were unable to attend and vote at the AGM of the
		Company were given opportunity to submit their proxy forms of the
		Company to the Share Registrar to cast their votes.
Large companies are required to complete the columns below. Non-large companies are encouraged		
to complete the columns below.		
Measure	:	
Timeframe	•	
	•	

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 questi	opportunity to pose questions and the questions are responded to.			
Application :	Applied			
Explanation on :	At the commencement of the Annual General Meeting ("AGM"), the			
application of the	Chairman briefed the members, corporate representatives and proxies			
practice	present at the AGM of their right to ask questions and vote on the			
	resolutions set out in the notice of the AGM.			
	The Chairman of the Company will encourage participants of the AGM			
	to participate in the questions and answers session, where they will be			
	given the opportunity to raise questions or seek more information			
	during the AGM.			
Explanation for :				
departure				
Large companies are requi	 red to complete the columns below. Non-large companies are encouraged			
Large companies are required to complete the columns below. Non-large companies are encouraged				
to complete the columns below.				
Measure :				
Timeframe :				

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

Practice 13.5

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

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

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

Practice 13.6

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

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the Twentieth Annual General Meeting, which includes answers to the shareholders' questions was uploaded to the Company's website within 30 business days after the general meeting.
Explanation for departure	:	
Large companies are	requir	red to complete the columns below. Non-large companies are encouraged
to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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