CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	7084
COMPANY NAME	**:**	QL Resources Berhad
FINANCIAL YEAR	**:**	March 31, 2026

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE
Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA
Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

Practice 1.1
The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application :	Applied
Explanation on application of the practice :	QL Resources Berhad ("QL") is led by an experienced and dynamic Board, which is ultimately responsible for establishing all strategies and policies relating to the running of QL. With its balanced Board composition comprising experienced and effective Executive Directors and Independent Non-Executive Directors, the Board plays a pivotal role in the stewardship of the Group and ultimately enhancing shareholders value. The Board's role is to govern QL rather than to manage it. In governing QL, the Board delegates and confers some of its authorities and discretion to the Executive Chairman, Group Chief Executive Officer and Board Committees. The Board Committees comprise Audit Committee, Risk Management Committee, Nominating Committee and Remuneration Committee. Through its Committees, the Board provides effective oversight of the Management's performance, risk assessment and controls over business operations, and compliance with regulatory requirements. The Board is responsible for determining the nature and extent of the principal risks it is willing to take in achieving its strategic objectives. In addition, as enshrined in the Board Charter, the Board is also responsible for formulating and reviewing the Group's strategic plans and key policies, and charting the course of the Group's business operations. Annually, the Board has a dedicated strategy planning session, in which the Management presents to the Board its recommended 5-year growth plan, corporate strategy (Conserve, Continue, Core Focus, Cultivate new businesses) and proposed annual business and investment plans together with its budget.

	The Board had at its meeting held in May 2025, considered and approved the Group's Budget for financial year ended 31 March 2026 ("FY2026") and 5-Year Strategic Planning for FY2026 to FY2030. The Board will ensure the Management allocates the right resources to the right place in order to achieve the goals and targets set in the said Strategic Plan. The Board had also established an Executive Committee ("EXCO") to oversee the Group's operations to achieve the Group's corporate objectives. Prior to the annual Board Strategic Planning Meeting, a special EXCO meeting was held to discuss each business pillar's overall performance and each pillar's CEO explained the forecasts and assumptions made in developing each pillar's 5-years strategic plan and annual budget. The detailed balanced scorecard and SWOT Analysis for each business pillar were duly deliberated by the EXCO. During the strategic planning session, QL's Vision, Mission and Core Values were also shared:- ➢ Vision To be the preferred global agro based enterprise ➢ Mission We create nourishing products from agro resources, leading to benefit for all parties ➢ Values Integrity, Win-Win, Teamwork, Innovative The short (3 years), medium (5 years) and long-term (10 years) goals were set during the strategic planning session. The principal responsibilities of the Board which encompass corporate and group governance, are set out as follows:- • to oversee, review and adopt strategic plans encompassing strategies on economic, environmental, social and governance ("EESG") considerations underpinning sustainability of the Group's business, including climate change, anti-corruption, risk management, health and safety, human rights, as well as developing Board-approved EESG targets; • to set sustainability direction and framework for the Group and ensure the Group's sustainability strategies, priorities, targets and performance are communicated to both internal and external stakeholders; • to review the Group's sustainability performance in addressing material sustainability risks and opportunities; • to oversee the conduct of the Group's businesses and evaluate whether or not the businesses are being properly managed;

	• to identify principal business risks faced by the Group and ensure the implementation of appropriate systems to manage these risks; • to consider and implement succession planning, including appointing, training, fixing the compensation of and, where appropriate, replacing members of the Board and Senior Management; • to develop and implement an investor relations programme or shareholder communications policy for QL; • to review the adequacy and the integrity of the Group's risk management and internal control systems as well as management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines; • to promote good corporate governance culture together with Senior Management within the Group for reinforcing ethical, prudent and professional behaviour; • to review, challenge and decide on Management's proposals for QL, and oversee its implementation by Management; • to promote a culture of integrity and ethical business throughout the Group, which includes conscious efforts to manage bribery and corruption risks; • to ensure the Group's vision and long-term business strategy include considerations of ethical business practices; • to determine the Group's stance on anti-bribery and anti-corruption; • to ensure the establishment of an internal control system, including Group Anti-Bribery and Anti-Corruption Framework, which provides reasonable assurance that the Group's bribery and corruption risks are managed; • to review the Whistleblower Policy periodically and at least once in three (3) years; • to ensure that all its Directors are able to understand financial statements and form a view on the information presented; • to review the business plans and budgets of the Group, including monitoring the entire Group's performance; and • to review code of conduct, risk management, anti-bribery and anti-corruption, whistleblowing and sustainability within the Group, including monitoring their compliance or performance, as appropriate, based on information furnished by the Group. The roles and responsibilities of the Board and individual Directors are clearly defined in the Company's Board Charter, which is published on QL's corporate website at https://ql.com.my/corporate-governance/.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	

Measure :		
Timeframe :		

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

Practice 1.2
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 :	Dr. Chia Song Kun ("Dr. Chia"), the Executive Chairman of the Board, is responsible for instilling good corporate governance practices, leadership and effectiveness of the Board. As the Chairman, Dr. Chia played an instrumental role in steering the Board to ensure smooth functioning of the Board and put in place procedures and processes to facilitate effective conduct of business of the Board. He also ensured that decisions were taken on a sound and well-informed basis, and any concern or dissenting view expressed by any Director on any matter deliberated at meetings of the Board or any of its Committees (as well as the meeting decisions) was addressed and duly recorded in the relevant minutes of the meetings. In addition, the Chairman cultivated a healthy working relationship with the Group Chief Executive Officer and provided the necessary support and advice as appropriate. He demonstrated high standards of corporate governance practices, provided effective communication with stakeholders and ensured that their views were communicated to the Board as a whole. Detailed roles and responsibilities of the Chairman are clearly defined in the Company's Board Charter, which is published on QL's corporate website.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 1.3
The positions of Chairman and CEO are held by different individuals.

Application :	Applied	
Explanation on application of the practice :	The Board maintains a clear separation of duties and responsibilities between the Chairman and CEO to ensure an effective balance of power, authority and oversight. With effect from 1 March 2024, Dr. Chia Song Kun relinquished his day-to-day management responsibilities for the Group. Following his redesignation as Group Chief Executive Officer, Mr. Chia Song Kooi now leads the Group's business operations and oversees its day-to-day management. Accordingly, the roles of Chairman and CEO at QL are held by two (2) distinct individuals. The respective responsibilities and authorities of the Chairman and CEO are clearly defined and set out in the Company's Board Charter, which is available on QL's corporate website.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 1.4
The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<table>
<tr><td colspan="3">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'.</td></tr>
<tr><td>Application :</td><td colspan="2">Departure</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2"></td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2">Dr. Chia Song Kun, the Board Executive Chairman of QL, is not a member of the Audit Committee, Nominating Committee and Remuneration Committee (collectively referred to as "the Committees").

The Committees' Terms of Reference stipulate clearly that the Chairman of the Board shall not be the Chairperson of any Committee.

Invitations are extended to Dr. Chia for him to participate in the meetings of the Committees. The Board views that his presence in the meetings will not breach the check and balance as well as objective review by the Board on the agendas/matters presented during the said meetings but instead facilitate objective review as well as meaningful deliberation on relevant motions. Moreover, his presence in the meetings of the Committees will not impair the objectivity of the Chairman and the Board when deliberating on the observations and recommendations put forth by the Committees.</td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2">The Board Executive Chairman and the Group Chief Executive Officer will continue to be invited to attend the Committees meeting to provide relevant inputs, insights and feedback.</td></tr>
<tr><td>Timeframe :</td><td>On-going.</td><td></td></tr>
</table>

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

Practice 1.5
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.

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The Board has ready and unrestricted access to the advice and services of the Company Secretaries for discharging its duty effectively. The Company Secretaries of QL Group of companies incorporated in Malaysia are Associate Members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and are qualified to act as the Company Secretaries under Sections 235(2) and 241 of the Companies Act 2016.

The primary responsibilities of the Company Secretaries include:-

• ensuring that Board procedures and applicable rules are observed;
• advising the Board on its roles and responsibilities;
• facilitating the orientation of new Directors and assisting in Directors' training and development;
• maintaining records of the Board and ensuring effective management of the Company's records;
• managing all Board and Board Committee meeting logistics, attending and preparing comprehensive minutes to document Board and Board Committee meeting proceedings and ensuring conclusions are accurately recorded;
• advising the Board on corporate disclosures and compliance with company and securities regulations and Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities");
• managing processes pertaining to shareholders' meetings;
• monitoring corporate governance developments and assisting the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
• serving as a focal point for stakeholders' communication and engagement on corporate governance issues; and
• carrying out other functions as deemed appropriate by the Board from time to time.

The Board is regularly updated and informed of development in relevant laws, regulations and guidelines issued by the regulatory authorities. The Company Secretaries provide clear, practical and timely advice to the Board and Management on the necessary measures and compliance requirements arising from new or revised regulatory obligations. They also brief the Board on the proposed contents and timing of material announcements to be released to Bursa Securities. In addition, the Company Secretaries issue notices to the</td></tr>
</table>

Directors and Principal Officers on the closed periods for trading in QL's shares pursuant to the Main Market Listing Requirements of Bursa Securities.

The Company Secretaries attend all Board and Board Committee meetings to ensure they are properly convened and conducted. They are responsible for maintaining accurate and complete records of the proceedings and resolutions, which are kept at the Company's registered office. The Company Secretaries also oversee the full spectrum of secretariat functions, including lodgement with relevant statutory and regulatory bodies, the administration of Board and Board Committee meetings.

The appointment and change in Company Secretaries are subject to the Board's approval. During the financial year under review, the Board has assessed the performance of the Company Secretaries through the Board and Directors Effectiveness Evaluation process and was satisfied with the quality of support and services rendered by the Company Secretaries.

The Board, through the Nominating Committee, reviews the training needs of the Directors annually. Each Director is required to attend at least one (1) training per financial year, whereas all the members of Audit Committee should undertake continuous professional development to keep themselves abreast of relevant development in accounting and auditing standards, practices and rules. To comply with this requirement, the Company Secretaries assist in facilitating the coordination of the training programmes and Directors' attendance of internal and external seminars and programmes, and compiles the training records received by the Directors.

During financial year ended 31 March 2026, the Directors of QL attended various training programmes, seminar and briefings on topics relevant to industry and their roles:-

Name	**Seminar/Course**	**Organiser**
Dr. Chia Song Kun	Enhanced Conflict of Interest ("COI") Obligations of Directors & other Key Persons of the Group	QL in-house training
	QL Climate Change Knowledge Café	
	Leadership Development Session: Leading in the AI Era: Generative AI Insights for Business Leaders	
Mr. Chia Song Kooi	9th Layer Conference	QL in-house training
	2025 Mid-Year Investment Outlook: Charting Through Turbulence with Resilient Portfolios	The Hongkong and Shanghai Banking Corporation Limited, Singapore

		Enhanced COI Obligations of Directors & other Key Persons of the Group	QL in-house training
		Invest ASEAN-Malaysia Conference 2025: Driving ASEAN Integration through Malaysia's Economic Resilience	Bursa Malaysia & Maybank
		QL Climate Change Knowledge Café	QL in-house training
		Leadership Development Session: Leading in the AI Era: Generative AI Insights for Business Leaders	QL in-house training
		Outlook 2026	J.P. Morgan
		Social Media Risk Management Workshop	QL in-house training
	Mr. Chia Seong Fatt	9th Layer Conference	QL in-house training
		Enhanced COI Obligations of Directors & other Key Persons of the Group	
		Leadership Development Session: Leading in the AI Era: Generative AI Insights for Business Leaders	
		Social Media Risk Management Workshop	
	Mr. Cheah Juw Teck	QL Climate Change Knowledge Café	QL in-house training
		Social Media Risk Management Workshop	
	Mr. Chia Lik Khai	Enhanced COI Obligations of Directors & other Key Persons of the Group	QL in-house training
		QL Climate Change Knowledge Café	
		Leadership Development Session: Leading in the AI Era: Generative AI Insights for Business Leaders	

	Mr. Low Teng Lum	Enhanced COI Obligations of Directors & other Key Persons of the Group	QL in-house training	
		MAICSA Annual Conference 2025 – Future Governance	Malaysian Institute of Chartered Secretaries and Administrators	
		QL Climate Change Knowledge Café	QL in-house training	
	Ms. Kow Poh Gek	Governance of Generative AI	Asia School of Business	
		Enhanced COI Obligations of Directors & other Key Persons of the Group	QL in-house training	
		ICDM Advocacy: E-invoicing for Directors - MyInvois & MyTax Portal Walkthrough with EY Malaysia	Institute of Corporate Directors Malaysia (“ICDM”)	
		Key Amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad	COSPEC Management Services Sdn. Bhd.	
		2025 MFRS Updates	KPMG Microsoft Teams Webinar	
	Ms. Chan Wai Yen, Millie	Enhanced COI Obligations of Directors & other Key Persons of the Group	QL in-house training	
		Navigating Directorship: Legal Consequences, Responsibilities and Risks in Office	Gamuda in-house training by ICDM	
		Compliance with Listing Requirements – Reporting of Financial Statements	Gamuda in-house training	
	Ms. Cynthia Toh Mei Lee	Enhanced COI Obligations of Directors & other Key Persons of the Group	QL in-house training	
		QL Climate Change Knowledge Café	QL in-house training	
		Real Property Gains Tax and Capital Gains Tax	Malaysian Institute of Accountants (“MIA”)	

Mr. Wee Beng Chuan	Securepath Board Cyber Risk Training	AME REIT
	Enhanced COI Obligations of Directors & other Key Persons of the Group	QL in-house training
	SST 3.1 - New Service Tax Scope for Construction Industry	Tuju Setia in house training - by KAC Advisory Services PLT
	Tax and Business Summit 2025	KPMG Tax Services Sdn. Bhd.
	Essentials of Sustainability and ESG	MIA
Mr. Chia Seong Pow	9th Layer Conference	QL in-house training
	Enhanced COI Obligations of Directors & other Key Persons of the Group	
	QL Climate Change Knowledge Café	
	Leadership Development Session: Leading in the AI Era: Generative AI Insights for Business Leaders	
	Social Media Risk Management Workshop	
Mr. Chia Song Swa	Enhanced COI Obligations of Directors & other Key Persons of the Group	QL in-house training
	QL Climate Change Knowledge Café	
	Leadership Development Session: Leading in the AI Era: Generative AI Insights for Business Leaders	
Mr. Chia Mak Hooi	9th Layer Conference	QL in-house training
	Enhanced COI Obligations of Directors & other Key Persons of the Group	
	QL Climate Change Knowledge Café	
	Social Media Risk Management Workshop	

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

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

Practice 1.6
Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	The annual meeting calendar is circulated in advance prior to each new year to facilitate Directors' planning. The calendar provides Directors with scheduled dates for meetings of the Board and Board Committees, the Annual General Meeting and the Group's strategic planning session. The Chairman, in consultation with the Group Chief Executive Officer and the Company Secretaries, undertakes the primary responsibility for preparing the Board's agenda. The notice of Board meetings is sent via email to the Directors at least seven (7) days prior to the meeting. The same notification is sent to the relevant Management personnel, which includes the deadlines for submission of meeting materials, i.e., at least five (5) working days prior to the meeting. Upon receipt of the meeting materials from the Management, the Company Secretaries will ensure the meeting materials are circulated as soon as practicable. Prior to the Board meeting, each Director will be provided with Board papers contained all the relevant information that are accurate, clear and comprehensive to enable informed decision making and accurate advices given. In addition, Board members can seek further advice or clarification from the Management as and when required. A Director who has any direct or indirect interest in a proposal or transaction submitted for the Board's consideration shall make a full and timely declaration of such interest. Upon such declaration, the Director shall abstain from all deliberations and shall not participate in the decision-making or voting on the relevant matter at the Board meeting. All declared conflicts of interest and potential conflicts of interest shall be duly disclosed and accurately recorded in the minutes of the meeting in accordance with applicable laws and good corporate governance practices. Minutes of Board meetings are prepared after each meeting and circulated in draft form to Board members for comments within thirty (30) days after the meeting to ensure that the minutes accurately reflect the deliberations and decisions of the Board. The Directors will revert with comments, if any, within fourteen (14) working days after the minutes are circulated. The finalised minutes will be re-circulated together with the Board papers for confirmation and signing at the subsequent meeting.

	The Company Secretaries will extract the relevant action items from the minutes of meetings and communicate the same to the respective Management personnel for appropriate actions to be taken. Subsequently, the Company Secretaries will follow up with the said Management on the status of actions taken and update the Board accordingly. All outstanding actions remain listed under Matters Arising in the minutes of meeting until they are fully resolved.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :		

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

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

Practice 2.1
The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

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

Application :	Applied
Explanation on application of the practice :	QL has established a Board Charter which serves as QL's corporate governance policy that define the respective roles, responsibilities and authorities of the Board, both individually and collectively. It sets out amongst other things, the key values, principles and ethos of QL. In addition, the Board Charter is also designed to provide guidance and clarity for Directors and Management regarding the following:- • roles and responsibilities of the Board and its Committees; and • the requirements of Directors in carrying out their stewardship role and in discharging their duties towards QL as well as the Board's operating practices. Terms of Reference of the Board Committees together with the matters reserved for collective decision of the Board are attached as appendices in the Board Charter, which clearly set out the delegation of authority by the Board to the Committees and those key matters specifically reserved for the Board's approval. The Board Charter is periodically reviewed by the Board to reflect relevant changes to the policies, procedures and processes as well as amendments to rules and regulations to ensure it remains relevant and consistent with the Board's objectives and applicable rules and regulations and recommended best practices. The Board Charter is made available on QL's corporate website at https://ql.com.my/corporate-governance/.
Explanation for departure :	

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

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

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

Practice 3.1
The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

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

Application	:	Applied
Explanation on application of the practice	:	QL had in place the Code of Business Ethics and Conduct ("COBEC") which is dedicated to uphold the highest standards of excellence, honesty and integrity in every business activity. The COBEC is formulated to enhance the standards of corporate governance and corporate behaviour with the intention of achieving the following objectives in QL Group:- • to establish a standard of ethical behaviour for Directors, Senior Management and employees of companies in the QL Group based on trustworthiness and values that are acceptable; • to promote accountability and foster responsible corporate citizenship in accordance with applicable laws, regulations and QL Group's policies; and • to formalise and inculcate ethical values through the Code and ensure its implementation and compliance. The COBEC applies to Directors and all individuals employed by QL Group, including officers, senior management, and personnel at all levels, whether permanent, contract or temporary ("Employees"), based on the principle that Directors and Employees of QL Group have a duty to conduct business ethically, in a manner that promotes the accomplishment of the Group's objectives. In this regard, the COBEC sets out standard of conduct, which includes but are not limited to the following areas:- 1) Business integrity and ethical conduct; • Anti-Bribery and Anti-Corruption ("ABAC") • Anti-Money Laundering • Conflicts of interest • Gift, entertainment, hospitality and third-party level • Insider trading

	- Safeguard of proprietary, confidential information and personal data protection - Proper use of QL's Group property - Directors and Employees are personally responsible for the integrity of the information, reports and records under their care or control 2) Workplace security, occupational safety and health conduct; 3) Environment and social conduct; 4) Digital responsibility and conduct; and 5) Any known or suspected violations of laws, rules, regulations or the COBEC are required to be reported through the dedicated Whistleblowing channel, as prescribed under Practice 3.2 below. The Board reviews COBEC periodically to ensure its continued relevance and effectiveness. During the financial year under review, the Board reviewed and enhanced the COBEC to strengthen the existing framework, taking into account the conceptual changes introduced under the ABAC Framework and Policy, including the expansion of scope from bribery to corruption. QL Group upholds a strict Zero Tolerance policy towards any form of bribery and corruption and remains committed to conducting its business with integrity, transparency and in compliance with all applicable laws and regulatory requirements. During the financial year under review, the Management conducted Group-wide employee Governance Briefing relating to the COBEC which encompassed the ABAC Policy and the Whistleblower Policy to reinforce awareness, understanding and compliance across the QL Group. The COBEC is accessible on QL's corporate website at https://ql.com.my/corporate-governance/. In order to ensure that Directors and Key Senior Management act at all times in the best interests of the Group and are free from any personal, financial, non-financial or other conflicts that may compromise their judgement or impartiality, the Board established a comprehensive Conflict of Interest Policy and Procedure ("COI Policy") in February 2025. During the financial year under review, the Board reviewed the COI Policy to ensure its continued relevance and effectiveness. The updated COI Policy is accessible on QL's corporate website at https://ql.com.my/corporate-governance/.
Explanation for departure :	

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

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

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

Practice 3.2
The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	The Board recognises the importance of whistleblowing and is committed to maintain highest standards of ethical conduct within the Group. The Whistleblower Policy ("WB Policy") was first adopted by the Board in year 2020 and reviewed periodically by the Board. The WB Policy serves as an avenue for the following Persons to disclose Wrongdoings in good faith in the conduct of QL Group's businesses or affairs, including but not limited to the acceptance of illegal or questionable favour, corruption or fraud, criminal offence, among others in a safe and confidential manner without any fear of reprisal:- • QL Group's employees, including employees on contract terms, temporary or short-term employees, and employees on secondment, where applicable; • Individuals performing services for QL Group, including contractors and service providers; • Persons who have business dealings with the Group; and • Members of the public. A dedicated channel of reporting for whistleblowing was set up in QL Group. The Executive Chairman and Group Chief Executive Officer of QL were appointed by the Board as the Prescribed Persons as well as the Audit Committee Chairman and the Prescribed Independent Director to ensure compliance with the WB Policy. All whistleblowing related disclosures pursuant to the WB Policy ("Disclosure") can be made to the Prescribed Persons through their dedicated contact and email as stated in both the WB Policy and QL's corporate website ("Dedicated Channel"). To enhance the accessibility and efficiency of the whistleblowing process, the Board had during the financial year 2026, incorporated a Whistleblowing Report Form into the WB Policy. This enhancement is intended to facilitate structured reporting and to encourage the timely escalation of concern in a clear and effective manner. The updated WB Policy is accessible at QL's corporate website https://ql.com.my/corporate-governance/.

	Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedures pursuant to the WB Policy, the Board gives assurance that:- • the whistleblower shall be protected from reprisal within QL Group as a direct consequence of his/her Disclosure; and • the whistleblower's identity shall be protected, i.e. kept confidential, unless otherwise required by law or for purposes of any proceedings by or against QL Group.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :		

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

Practice 4.1
The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

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

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

Application	:	Applied
Explanation on application of the practice	:	One of the principal responsibilities of the Board is to review and adopt strategic plans encompassing strategies on economic, environmental, social and governance ("EESG") considerations underpinning sustainability of the Group's business, including developing Board-approved EESG targets. The Board and Executive Committee review the Company's sustainability performance in addressing the Company's material sustainability risks and opportunities. A Sustainability Steering Committee ("SSC"), chaired by the Group Chief Executive Officer and comprises Head of Business Units and Business Functions was set up to steer the Group's sustainability efforts. The SSC is assisted by the Sustainability Reporting Working Group to guide and monitor QL's sustainability performance across businesses. In addition, the business units have established their own governance structures with working group to lead the implementation of sustainability initiatives within their businesses. Moreover, a Corporate Sustainability Department oversees and prepares sustainability disclosures in alignment to applicable EESG (Economic, Environmental, Social and Governance) reporting framework and standards. In addition, sustainability progress was reported to the Board on a quarterly basis.
Explanation for departure	:	

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

Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	The Sustainability Statement in QL's Integrated Annual Report 2026 aims to communicate QL's commitment to sustainability, activities and progress to QL's stakeholders. It provides comprehensive information on sustainability management and performance towards QL's Environmental, Social and Governance ("ESG") strategies, performance, commitments and targets. The Sustainability Statement is prepared in accordance with Main Market Listing Requirements of Bursa Malaysia Securities Berhad and with reference to the Global Reporting Initiative Standards ("GRI Standards"), FTSE4Good Index, International Integrated Reporting <IR> Framework, International Financial Reporting Standards (IFRS): S1 and S2 Standards, Task Force on Climate-related Financial Disclosures (TCFD) and Sustainability Accounting Standards Board (SASB). In FY2026, QL continues strengthening the management of material sustainability matters prioritised in the double materiality assessment in FY2024. QL conducted gap analysis against S&P Global, MSCI and FTSE ratings to stay abreast with applicable sustainability rating criteria. In addition, discussions were held with the Sustainability Steering Committee and key internal stakeholders to evaluate and determine the importance of the identified material matters to QL. Meanwhile, in order to continuously improve QL's sustainability performance and approach, QL is committed to evaluate stakeholders' feedback, stakeholders are encouraged to direct any of their questions, comments or feedback through a dedicated channel at esg@ql.com.my. More detailed description of the sustainability activities and progress of QL are stated in the Sustainability Statement from page 30 to 92 of QL's Integrated Annual Report 2026.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure :		
Timeframe :		

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

Practice 4.3
The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	QL has a Sustainability Steering Committee, chaired by the Group Chief Executive Officer to support the Executive Committee which then reports to the Board in steering the Group's sustainability efforts. Moreover, a Head of Corporate Sustainability was appointed as a designated person to oversee the sustainability issues of QL Group, to steer coordination and to facilitate integration of sustainability practices to the Group's operations. The Board members have been attending trainings and conferences to stay abreast and to understand the sustainability issues.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.4
Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application :	Applied	
Explanation on application of the practice	A set of environmental, social and governance (ESG) related key performance indicators ("ESG related KPI") to assess the performance of Executive Directors and Senior Management of QL Group on QL's sustainability matters has been established and implemented for financial year ended 2026 ("FY2026"). For inception, two (2) ESG related KPI, (1) Greenhouse Gas (GHG) Emissions Intensity and (2) Lost Time Injury Frequency Rate (LTIFR), were selected to link with the remuneration of Executive Directors and Senior Management for FY2025. Progress of ESG related KPI was regularly reported to the Sustainability Steering Committee, Executive Committee and the Board. ESG or Sustainability has been included in the annual Board and Directors Effectiveness Evaluation ("BEE") covering the following areas:- 1. Robustness of Board's deliberations of the Company's EESG material matters; 2. Effectiveness of the Company's overall sustainability governance framework; and 3. Ability of the Board in distilling sustainability-related risks which have major impact on the Company's business and strategies. The FY2026 BEE concluded that the Board had discharged its sustainability governance responsibilities satisfactorily and demonstrated effective oversight of the Group's material sustainability matters.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.5- Step Up

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

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.		
Application	:	Adopted
Explanation on adoption of the practice	:	A Head of Corporate Sustainability ("HoCS") was appointed as a designated person to oversee and apply "Economic, Environmental, and Social (EES)" and Environmental, Social and Governance (ESG) reporting frameworks and standards such as Global Reporting Initiative Standards (GRI), Sustainability Accounting Standards Board (SASB), IFRS S1 & S2 Standards and National Sustainability Reporting Framework (NSRF). The HoCS led the preparation and implementation of sustainability roadmap, strategy plan and managed end-to-end process of developing QL's annual sustainability report in partnership with a cross-functional team of subject matter experts and data providers.

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

Practice 5.1
The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	The Board, through the Nominating Committee ("NC") conducted annual review on the Board composition in terms of appropriate size, right mix of knowledge, skills and experience of Board members as well as independence elements and tenure of all the Independent Non-Executive Directors ("INED"). The Board had In June 2022, adopted the Directors' Fit and Proper Policy ("DFPP"), which set out the fit and proper criteria for the appointment and re-appointment of Directors on the Board of QL and its subsidiaries. All the candidates are required to make declaration in compliance with the DFPP prior to their appointment onto the Board and those directors who are seeking for election or re-election. The DFPP is reviewed periodically by the Board. During financial year under review, the Board reviewed the DFPP to ensure its relevance to the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Malaysian Code on Corporate Governance 2021 and/or any other regulatory requirements. The DFPP is accessible on QL's corporate website at https://ql.com.my/corporate-governance/. In accordance with Clause 124 of the Company's Constitution, one-third (1/3) of the Directors of the Company for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) shall retire from office but shall be eligible for re-election at the Annual General Meeting ("AGM"). Accordingly, below Directors were retired in accordance with Clause 124 and stood for re-election at QL's 28th AGM held on 28 August 2025:- 1. Dr. Chia Song Kun; 2. Mr. Chia Song Kooi; and 3. Mr. Low Teng Lum. All the above retiring Directors have made their fit and proper declaration in accordance with the DFPP and complied with QL Group's Conflict of Interest Policy and Procedure. Upon assessment conducted by NC on each of their fit and proper criteria as well as their contribution and performance to the Board based on peer assessment conducted under the annual Board assessment, the Board endorsed the

	recommendation by the NC that they remain competent and committed to the role as a Director.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 5.2
At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<table>
<tr><td>Application</td><td>:</td><td>Departure</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td></td></tr>
<tr><td>Explanation for departure</td><td>:</td><td>QL Board consists of ten (10) Directors, comprising five (5) Executive Directors and five (5) Independent Non-Executive Directors (“INEDs”), not taking into consideration the Alternate Directors, as follows:-

<table>
<tr><th>Designation</th><th>Number of Directors</th><th>Percentage (%)</th></tr>
<tr><td>Executive Directors (including Executive Chairman)</td><td>5</td><td>50</td></tr>
<tr><td>INED</td><td>5</td><td>50</td></tr>
<tr><td>Total</td><td>10</td><td>100</td></tr>
</table>

The INEDs comprised 50% of QL’s Board in compliance with the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), that requires two (2) directors or one-third (1/3) of the Board of Directors, whichever is the higher, to be Independent Directors.

In addition, the Board is also of the view that the current composition of Executive Directors who are also the Business Pillar Heads for ILF (Integrated Livestock Farming), MPM (Marine Products Manufacturing), CVS (Convenience Store Chain) and POCE (Palm Oil and Clean Energy), enable the Board to leverage on their skill sets in running the daily operations of the Group, formulating the Board’s strategy as well as meeting the Board’s stewardship role.

The current governance structure of the Board which consist of four (4) Board Committees namely, Nominating (“NC”), Remuneration (“RC”), Risk Management (“RMC”) and Audit (“AC”) Committees met the best practices of corporate governance whereby composition of NC, RC and AC consist of wholly INEDs, whereas majority members of RMC are INEDs. All Board Committees are chaired by INED. The vast experience from the INEDs will ensure robust governance processes are in place and all stakeholders interests are safe guarded.</td></tr>
</table>

	During financial year 2026 ("FY2026"), the NC had reviewed independence of each INED through the annual Board and Directors Effectiveness Evaluation ("BEE") exercise. After the exercise and based on each INED's declaration regarding his/her independence, the NC is of the view that all INEDs met the independence criteria under the MMLR of Bursa Securities. With the outcome from the assessments, NC is satisfied that all INEDs are able to provide effective check and balance to their Board function.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :	On-going review of the composition of the Board.	
Timeframe :	On-going.	

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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">On 28 August 2019, the Board revised its Board Charter to limit the tenure of its Independent Non-Executive Directors ("INEDs") to nine (9) years. Upon completion of the cumulative term of nine (9) years, the INEDs shall retire from the Board.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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.

<table>
<tr><td colspan="3">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.</td></tr>
<tr><td>Application</td><td>:</td><td>Adopted</td></tr>
<tr><td>Explanation on adoption of the practice</td><td>:</td><td>The Board had revised its Board Charter to limit the tenure of its Independent Non-Executive Directors ("INEDs") to nine (9) years. Upon completion of the cumulative term of nine (9) years, the INEDs shall retire from the Board:-

<table>
<tr><th>Years of Service</th><th>Number of INEDs</th></tr>
<tr><td>Less than 3 years</td><td>-</td></tr>
<tr><td>3 years to 6 years</td><td>1</td></tr>
<tr><td>6 years to 9 years</td><td>4</td></tr>
</table>

As at 31 March 2026, none of the INEDs has exceeded the cumulative term limit of nine (9) years.</td></tr>
</table>

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

Practice 5.5
Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

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

Application	:	Applied
Explanation on application of the practice	:	The Board is committed to ensuring its members possess a wide range of experience, skill set and knowledge to effectively support the Group's strategy and long-term value creation. The prerequisites for Board membership are the ability to exercise sound judgement, demonstrate entrepreneurial leadership, understand the Group's business landscape; the ability to probe operational-related questions; uphold high ethical standards and maintaining a practical sense; and total commitment to furthering the interests of shareholders and the achievement of the Group's goals. The Board considers recommendations from the Nominating Committee ("NC") pertaining to the nomination of new Director in QL. As part of the nomination and selection of potential candidates for appointment of Directors, the NC shall also consider prospective Directors' prerequisites in accordance with the criteria prescribed in Directors' Fit and Proper Policy, and in the case of candidates for the position of Independent Non-Executive Directors ("INED"), the Board shall also evaluate the candidates' ability to discharge such responsibilities/functions as expected from INED. Detailed description of the diverse background and experience of the Board is stated in the Board of Directors' profile from page 94 to 109 of QL's Integrated Annual Report 2026. The appointment of Senior Management was also made with due regard for their diversity in skills, experience, age, cultural background and gender. All Senior Management personnel are assessed on a yearly basis and the assessment outcome would be used as yardstick for enhancing their decision-making capabilities and broaden their perspectives to drive innovation and growth. Furthermore, the annual assessment of all Senior Management personnel ensures that these leaders remain aligned with the organisation's goals and values while continuously honing their capabilities.

<table>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Board had delegated the Nominating Committee (“NC”) to establish a formal and transparent procedure for the appointment of new Director(s) to the Board of QL and its subsidiaries. Annually, the NC will conduct review on the Board size and competency, together with mix of skills and expertise, diversity and balance for both Executive Directors and Independent Non-Executive Directors.

The NC will identify and recommend to the Board the candidates for all directorships to be filled by the shareholders or the Board, upon assessment of the fitness and propriety of the candidates based on their character, integrity, experience, competence, commitment and time as prescribed in the Directors’ Fit and Proper Policy of QL. In identifying the most suitable candidates for appointment of Directors to the Board, the NC will rely on various sources of recommendations from existing Board Members, Management or major shareholders as well as other independent sources.

During the financial year under review, there was no appointment of new Director to the Board of QL.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe</td><td></td><td></td></tr>
</table>

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	:	In accordance with Clause 124 of the Company's Constitution, one-third (1/3) of the Directors of the Company for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) shall retire from office but shall be eligible for re-election at the Annual General Meeting ("AGM"). As one of the functions of the Nominating Committee ("NC"), for Directors who are due for retirement and subjected for re-election at the Company's AGM pursuant to the Company's Constitution, the NC will put forth its recommendation on the re-election to the Board upon being satisfied with the outcome of the Board and Directors Effectiveness Evaluation ("BEE") exercise including the Fit and Proper assessments. During the financial year under review, the NC after taking into consideration the BEE conducted for the financial year ended 31 March 2025 together with the criteria prescribed in the Directors' Fit and Proper Policy, has evaluated and recommended to the Board, the proposed re-election of the following Directors pursuant to the Company's Constitution ("Proposed Re-Election"):- 1. Dr. Chia Song Kun; 2. Mr. Chia Song Kooi; and 3. Mr. Low Teng Lum. The Board endorsed the recommendation from the NC and then proposed the re-election of the abovementioned Directors to the shareholders for approval at QL's 28^{th} AGM held on 28 August 2025. The information on satisfactory BEE outcome in respect of each retiring directors and fulfilment of fit and proper criteria assessment as well as fulfilment of the independence criteria prescribed in Main Market Listing Requirements of Bursa Malaysia Securities Berhad were clearly stated in the explanatory note to the Notice of QL's 28^{th} AGM.

<table>
<tr><td></td><td colspan="2">The retiring Directors' profiles and details of their conflict of interest (if any), position or relationship with Director and/or major shareholder, conviction for offences and attendance at Board meetings were disclosed in QL's Integrated Annual Report 2025 and published on QL's corporate website.

All the retiring Directors standing for re-election have abstained themselves from deliberations and decisions on their respective eligibility to stand for re-election at QL's 28th AGM.

Based on the information disclosed in the QL's Notice of AGM, Integrated Annual Report and corporate website, the shareholders would be able to make an informed decision on the Proposed Re-Election at QL's 28th AGM.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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.

<table>
<tr><td>Application</td><td>:</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td>For the financial year ended 31 March 2026 (“FY2026”), the Nominating Committee (“NC”) was chaired by Mr. Low Teng Lum (“Mr. Low”), the Senior Independent Non-Executive Director of QL.

Mr. Low’s role as Senior Independent Non-Executive Director includes the following:-

1. Acting as a sounding board to the Board Chairman;
2. Serving as an intermediary for other Directors, when necessary;
3. Acting as point of contact for shareholders and other stakeholders, particularly on concerns which cannot be resolved through the normal channels of the Board Chairman and/or Group Chief Executive Officer;
4. Providing leadership support and advice to the Board in the event that the Board is undergoing a period of stress; and
5. Providing leadership support and advice to the Board pertaining to succession planning and appointment of Board members, and co-lead Board Effectiveness Evaluation with the chair of the NC (if Senior Independent Director is not the NC Chair).

In FY2026, the NC led by Mr. Low, undertook the following activities:-

1. Succession planning for Directors and Senior Management in QL Group;
2. Conducted Board and Directors Effectiveness Evaluation exercise for the Board, Board Committees and individual Directors;
3. Reviewed composition of the Board and Board Committees, including tenure of Independent Non-Executive Directors;
4. Reviewed Directors’ Fit and Proper Policy and Terms of Reference of NC;
5. Reviewed training attended by every Director of QL for FY2026 including in-house training for Directors and Senior Management of QL; and
6. Formalised Induction Programme for new Directors.</td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td></td></tr>
<tr><td></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
</table>

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.

<table>
<tr><td>Application</td><td>:</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2">The Board comprises three (3) women Directors, representing 30% of the total Board of QL (excluding Alternate Directors) as at 31 March 2026, as follows:-
<table><tr><td rowspan="2"></td><td colspan="2">Gender</td></tr><tr><td>Male</td><td>Female</td></tr><tr><td>Number of Directors</td><td>7</td><td>3</td></tr><tr><td>Percentage (%)</td><td>70</td><td>30</td></tr></table></td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="4">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure</td><td>:</td><td colspan="2"></td></tr>
<tr><td>Timeframe</td><td>:</td><td></td><td></td></tr>
</table>

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

Practice 5.10
The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application :	Applied	
Explanation on application of the practice :	The Board has established a Board Diversity Policy ("BDP") which formalises its approach to boardroom diversity. The Board recognises that a diverse Board composition, encompassing a mix of gender, age, experience, skills and perspectives, is important to facilitate robust deliberations and effective decision-making. In pursuing the Board's gender diversity objectives, the Nominating Committee had in earlier years, undertaken initiatives to broaden the pool of potential candidates including identifying and engaging qualified women professionals. The Board had in July 2018, reviewed the BDP to include the Board's aim to reinforce its 30% women Directors on the Board. Subsequently in May 2022, the scope of the BDP was further expanded to include Senior Management, mainly to support participation of women in decision-making positions at the Senior Management level across QL Group. The Board continues to review the BDP periodically to ensure its relevance and effectiveness. The latest BDP is accessible on QL's corporate website at https://ql.com.my/corporate-governance/. In addition, the Board disclosed the composition of the Board by gender and age in the Sustainability Statement of QL's Integrated Annual Report.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 6.1
The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

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

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.		
Application	:	Applied
Explanation on application of the practice	:	The Board through the Nominating Committee ("NC") conducts a formal and objective annual evaluation to assess the effectiveness of the Board, Board Committees and each individual Director ("Board and Directors Effectiveness Evaluation" or "BEE"). The Board engages an independent consultant at least every three (3) years to facilitate an objective and candid Board evaluation. The most recent assessment carried out by the independent consultant was for the financial year ended 31 March 2024. In FY2026, the BEE exercise was conducted internally and facilitated by the Company Secretaries. The scope of evaluation was tabled to the NC for review in February 2026, mainly covering the following key areas:- 1. Board skills matrix; 2. Evaluation on Board effectiveness; 3. Board Committees evaluation; 4. Audit Committee evaluation; 5. Individual Director's self/peer evaluation; and 6. Independent Directors' self-assessment. The results of the BEE together with Directors' feedback were presented to the NC and the Board on 28 May 2026. Based on the evaluation outcomes and qualitative feedback received from the Directors, QL's Board reflects a generally effective Board with strong governance foundations, professionalism and positive Boardroom dynamics. Overall, the Board is satisfied with the overall performance of individual Directors, the effectiveness of the Board and Board Committees in discharging their duties, functions and responsibilities as well as the independence of Independent Non-Executive Directors.

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

Intended Outcome

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

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

Practice 7.1

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

<table>
<tr><td>Application</td><td>:</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td>The Board has established a Remuneration Policy to determine the remuneration of Directors and Senior Management. The Policy aims to attract, motivate and retain high-calibre performing talents at the Board and Senior Management level to drive the Company's business goals, ensure the long-term business sustainability and align with shareholders' interests. The remuneration packages of the Executive Director ("ED") are structured to commensurate with the ED's experience, knowledge and professional skills and are linked to both corporate and individual performance to reinforce accountability and performance-driven outcomes.

In this regard, the Remuneration Committee ("RC") is tasked to review and recommend a remuneration framework, encompassing the policies, procedures and matters relating to the remuneration for Directors and Senior Management of QL as well as remuneration packages of ED and Non-ED of QL, prior to the Board's approval. The remuneration framework is designed to:-

1. support the Group's strategies and long-term vision; and
2. provide the motivational incentives to EDs, taking into consideration factors such as best practices, stakeholders' view and the market at large and the performance of the individual.

Besides, the RC also takes into consideration information by independent consultants and survey results on the remuneration practices of comparable companies, including its financial performance when determining the remuneration packages of its Directors.

The Remuneration Policy for Directors and Senior Management ("Policy") was published onto QL's corporate website. The Board reviewed the Policy periodically.</td></tr>
</table>

	During financial year ended 31 March 2025, the RC reviewed the Policy and Executive Directors' Remuneration Framework, mainly to link the remuneration of the ED and Senior Management with selected targets of ESG (Environmental, Social and Governance) based on QL's sustainability priorities and material sustainability matters. The revised Policy is accessible on QL's corporate website at https://ql.com.my/corporate-governance/.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 7.2
The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

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

Application	:	Applied
Explanation on application of the practice	:	The Board has established a Remuneration Committee ("RC") which comprise solely of Independent Non-Executive Directors. The RC is primary responsible to implement its policies and procedures on remuneration including reviewing and recommending a remuneration framework, encompassing the policies and procedures on the remuneration of Directors and Senior Management of QL, for the Board's approval. During the financial year under review, the Board is satisfied that the RC has effectively and efficiently discharged its roles and responsibilities with respect to its remuneration functions pursuant to the RC's Terms of Reference ("ToR"), including but not limited to:- 1. Reviewed actual payment of Directors' fees and benefits of QL from 1 September 2024 to 31 August 2025 as compared to the sum approved by shareholders at QL's AGM held on 29 August 2024; 2. Reviewed the Directors' fees and benefits of QL ("Proposed Directors' Fees and Benefits") recommending the same to the Board and subsequently, for shareholders' approval; 3. Reviewed and ensured the existing Remuneration Framework of Executive Directors and Key Senior Management of QL Group remained aligned with performance and risk assessments; 4. Reviewed ESG (Environmental, Social and Governance) linked remuneration performance result of Executive Directors and Senior Management for FY2025; 5. Reviewed ESG linked remuneration of Executive Directors and Senior Management for FY2026; 6. Considered and deliberated E-Invoice treatment for Directors' fee received by Independent Non-Executive Directors; and

	7. Reviewed Employee Share Grant Scheme related information and revised TOR of RC. Some criteria such as benchmarking against relevant peer group of QL, skills, experience and qualification of the individual Director, QL's positioning in terms of its organisation complexity and market capitalisation, financial performance of the Group and etc were taken into consideration by RC to review the Proposed Directors' Fees and Benefits, prior to recommending the same to the Board. The RC's ToR describes the roles and responsibilities in relation to the remuneration matters is stipulated under Appendix G of the Board Charter, which is available on QL's corporate website at https://ql.com.my/corporate-governance/.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 8.1
There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The remuneration breakdown of individual Directors which includes fee, allowance, salary, bonus, benefits-in-kind and other emoluments for the financial year 2026 is 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	Chia Song Kun	Executive Chairman	170	0	2,464.79	2,582.52	35.20	0	5,252.51	375	24	2,464.79	2,582.52	35.20	0	5,481.51
2	Chia Song Kooi	Group Chief Executive Officer	146	0	681.53	959.20	0	27.27	1,814	466.75	1.6	1,804.14	2,588.84	35.20	72.22	4,968.75
3	Chia Seong Fatt	Executive Director	122	0	0	0	0	0	122	312.50	0	1,232.74	1,630.04	35.20	49.35	3,259.83
4	Cheah Juw Teck	Executive Director	122	0	0	0	0	0	122	225.75	1.2	1,203.06	1,971.33	23.08	144.54	3,568.96
5	Chia Lik Khai	Executive Director	122	0	0	0	0	0	122	215.50	0	1,328.65	1,069.11	35.20	194.24	2,842.70
6	Low Teng Lum	Independent Director	158	6	0	0	0	0	164	158	6	0	0	0	0	164
7	Kow Poh Gek	Independent Director	140	6	0	0	0	0	146	140	6	0	0	0	0	146
8	Chan Wai Yen, Millie	Independent Director	128	6	0	0	0	0	134	128	6	0	0	0	0	134
9	Cynthia Toh Mei Lee	Independent Director	128	6	0	0	0	0	134	128	6	0	0	0	0	134
10	Wee Beng Chuan	Independent Director	140	6	0	0	0	0	146	140	6	0	0	0	0	146
11	Chia Seong Pow	Alternate Director to Chia Seong Fatt	43	0	0	0	0	0	43	143.50	0	1,227.95	1,211.34	32.08	49.35	2,664.22
12	Chia Song Swa	Alternate Director to Cheah Juw Teck	43	0	0	0	0	0	43	100	0	950	773.38	35.20	38.16	1,896.74
13	Chia Mak Hooi	Alternate Director to Chia Lik Khai	43	0	0	0	0	0	43	135.25	0	1,180.62	1,292.73	35.20	69.94	2,713.74

Note:

* Fee is the Directors' fees and Executive Committee (EXCO) Members' fees received from QL and its subsidiaries.
** Allowance includes meeting allowance and general allowance received from QL and its subsidiaries.
^ Bonus includes profit sharing received from QL and its subsidiaries.
\# Benefits-in-kind include car, private mileage, petrol and driver received from QL and its subsidiaries.
@ Other emoluments include Employees Provident Fund received from QL and its subsidiaries.

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board is of the opinion that it is not to the advantage of the Company or best business interest for such disclosure considering the highly competitive market for talents in the industry, which may heighten the rate of attrition and correspondingly salary cost.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	The Board will monitor the market practice in respect of such disclosure for future consideration.	
Timeframe	:	On-going.	

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	:	

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	:	During the financial year under review, the Audit Committee ("AC") comprises four (4) members, all of whom are Independent Non-Executive Directors. The composition of the AC is as follows:- • Low Teng Lum (Chairman/Senior Independent Non-Executive Director) • Kow Poh Gek (Member/Independent Non-Executive Director) • Cynthia Toh Mei Lee (Member/Independent Non-Executive Director) • Wee Beng Chuan (Member/Independent Non-Executive Director) The Chairman of the AC, Low Teng Lum, is not the Chairman of the Board. The AC is guided by its Terms of Reference ("ToR"), which set out the composition, quorum, frequency of meeting as well as the specific functions and authority. The ToR is available under Appendix E to the Board Charter and is accessible on QL's corporate website at https://ql.com.my/corporate-governance/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.2
The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application :	Applied	
Explanation on application of the practice :	The Terms of Reference of the Audit Committee ("AC") has been revised to include the cooling-off period of at least three (3) years before a former partner of the external audit firm or its affiliates can be appointed as a member of the AC. As at the date of this report, none of the AC members has been a former partner of the external audit firm within the preceding three (3) years.	
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	:	QL, through the Audit Committee ("AC"), has put in place policies and procedures to assess the suitability, objectivity and independence of the external auditors, as well as policy governing the circumstance under which contracts for provision of non-assurance services can be entered into by the external auditors. These policies and procedures are stated in the AC's Terms of Reference. The AC discusses the nature and scope of audit and reporting obligations with the external auditors before commencement of audit engagement. It is also the practice of the AC to respond to auditors' enquiries and recommendations, if any, to ensure compliance with the various approved accounting standards in the preparation of the Group's financial statements. In addition, the AC also met with the external auditors without the presence of the Executive Directors and Management three (3) times in the financial year 2026 ("FY2026"), to review any concerns/issues affecting their audit, including the level of cooperation rendered by Management relating to their access to financial information and accounting records. Such meeting/engagement with the external auditors would enable the AC to evaluate its suitability, objectivity and independence to safeguard the quality and reliability of audited financial statements for FY2026. Annually, the AC reviews and evaluates all matters in relation to appointment or re-appointment, resignation or dismissal of external auditors to ensure that their independence and objectivity as statutory auditors are not compromised. In this regard, in KPMG Malaysia's Transparency Report 2023, covering financial year ended 31 December 2024 was tabled to the AC on 27 November 2025 by the external auditors which served as a guidance for AC to conduct their assessment on the external auditors. In November 2025, the external auditors had declared their independence throughout the audit engagement in accordance with the terms of all relevant professional and regulatory requirements in respect of the audited financial statements of QL for FY2026.

	More detailed activities of the AC during FY2026, including the evaluation of the independent audit process, are set out in the AC Report of QL's Integrated Annual Report 2026.
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 :	The Audit Committee comprises wholly of Independent Non-Executive Directors.

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 :	The Audit Committee ("AC") are equipped with an appropriate mix of skills, knowledge and experience from various industries, including accounting expertise. With their extensive professional backgrounds, the AC members are financially literate and competent in understanding and discharging their responsibilities in respect of matters under the AC's purview. The AC reviews the integrity and reliability of the quarterly financial statements and audited financial statements prior to recommending the same to the Board. Such review includes the appropriateness of the accounting policies applied, its changes and impact as well as the significant judgements and assumptions made by the Management affecting the financial statements and conformance with the approved accounting standards and compliance with the regulatory requirements. The Board, through the Nominating Committee ("NC"), reviews the terms of office of the AC members and assesses the performance of the AC and its members at least once in a financial year. Through the annual Board and Directors Effectiveness Evaluation exercise conducted by the NC for the financial year ended 31 March 2026 ("FY2026"), the Board is satisfied with the AC's performance and concurred that they have carried out their duties in accordance with the Terms of Reference of the AC with their contribution to the overall effectiveness of the AC. The AC members are encouraged to attend at least one (1) relevant training in each financial year to keep themselves abreast of developments in accounting and auditing standards, practices and regulatory requirements. During FY2026, all AC members attended various training programmes, seminars and briefings, details of which are disclosed under Practice 1.5 of this CG Report.

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

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges their responsibility in maintaining a sound system of internal control covering financial and operational controls, compliance and risk management to safeguard shareholders' investments and the Group's assets. In terms of risk management, the Board is responsible for overseeing the risk management framework of the Group and review the effectiveness of the risk management process. The Board sets the tone from the top and the appetite towards managing key risks, nurtures a risk conscious culture and embeds risk management into the Group's processes and structure. The Board delegates its oversight responsibility of risk management to the Risk Management Committee, which is to oversee the effective implementation of a robust risk management framework covering a systematic process on risk identification, assessment, mitigation, monitoring and reporting. There is an on-going review process by the Board to ensure the adequacy and integrity of the risk management and internal control system. However, the Board recognises that the review of the Group's system of risk management and internal controls is a concerted and continuous process, designed to manage rather than eliminate the risk of failure to achieve business objectives. As such, risk management and internal controls can only provide reasonable and not absolute assurance against material misstatements or loss. The Group adopts Institute of Internal Auditors' (IIA) Three Lines Model to strengthen governance over risk management and internal control. The **first line of defence** comprises business operations, which are primarily responsible for identifying, owning and managing inherent risks as well as implementing controls in the course of business. The **second line of defence** is primarily accountable for monitoring and reporting on the effectiveness of risk management and internal controls to the Management. Responsibilities within second line include providing checks and balances, as well as monitoring and challenging the way risks are managed and implementation of internal controls by the respective business operations. The Group Risk Management Team

	("GRMT") facilitates the risk management process and reports the outcome to Risk Management Committee. The **third line of defence**, being the Internal Audit, provides objective independent assurance for the AC and the Board on the adequacy and effectiveness of the Group's risk management and internal control system. The Three Lines Model promotes clear accountability and coordinated assurance responsibilities across the Group. For the financial year under review, the Board has received assurance from the Executive Committee ("EXCO") and Chief Financial Officer (CFO) that the Group's risk management and internal control system is adequate and operates effectively, in all material aspects providing reasonable assurance that risks are managed within tolerable ranges. The EXCO consists of the Executive Chairman, Group Chief Executive Officer (GCEO), Business Pillars' CEOs, Deputy CEOs and Chief Operating Officers (COOs).

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	:	Features of risk management and internal controls have been included in the Statement on Risk Management and Internal Control. The Board has established an Enterprise Risk Management ("ERM") Framework that is principally aligned with ISO 31000: 2018 – Risk Management Guidelines. The ERM Framework provides the foundation for managing risks across the Group covering aspects of Economic, Environment, Social, Governance and Technology where internal controls are designed to address and manage the risks identified. The Group's ERM Framework provides a structured approach to risk management, enhancing the Group's ability to make better decisions, improve performance and capitalise on opportunities. The Framework incorporates the Group's risk appetite and a systematic approach to assess risk likelihood and impact across the Group, Business Pillar and Entity level. This is essential to achieving the Group's vision of becoming a preferred global agro-based enterprise by maintaining and implementing relevant controls as well as by translating the principal risks of the business into potential opportunities. The Group's Risk Management Team facilitates the risk management process in accordance with the ERM Framework. The ERM Framework is periodically reviewed to ensure that it is effectively implemented and aligned with the requirements of ISO 31000. In addition to facilitation of ERM process and its reporting, Group's Risk Management Team proactively identifies potential improvement on controls measures and works with Management to enhance mitigation of key risks. The effectiveness of risk management process is periodically reviewed by the outsourced internal auditor to provide an independent assessment. The key elements of the Group's internal control processes include Code of Business Ethics and Conduct, Delegation of Responsibilities, Authority Limits, Standard Operating Procedures, Budgetary Process, Annual Budget and Periodic Performance Review, Anti-Bribery and Anti-Corruption Framework and Policy, Whistleblower Policy, Group's Sustainability Framework, Quality Assurance, Control and Monitoring, Food Safety Standards, Safety, Health and Environment, Crisis Management Framework and Plan, Human Capital Management, Quarterly Board and Board Committee Meetings, Physical Safeguard

	and Insurance, Information and Communications Systems and Regulatory and Compliance Function. In addition, effectiveness of internal controls system is being reviewed by Internal Auditors from time to time for Board to maintain oversight and assurance. The Board gains insights on the state of risk management and internal control by actively deliberated and assessed the internal audit, risk and compliance reporting. When evaluating the soundness of internal control process, the Board assesses the nature and extent of the corresponding risk, its likelihood and impact as well as the ability to mitigate and manage the risk impact effectively.
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 Risk Management Committee ("RMC") was established by the Board in November 2017. As at 31 March 2026, the RMC comprised seven (7) members, majority of them are Independent Non-Executive Directors. The RMC is tasked by the Board to identify and implement the appropriate systems for overseeing the Group's principal risks, including establishment and maintenance of an effective risk management and internal control framework. The composition, authority as well as the duties and responsibilities of the RMC are set out in its Terms of Reference, which have been duly approved by the Board and are incorporated in QL's Board Charter.

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

Practice 11.1
The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	The Board is supported by an Audit Committee ("AC") to oversee the internal audit function. The Group has established an In-House Group Internal Audit Department while at the same time outsourced some of its internal audit works to an independent professional consulting firm. The In-House Internal Audit Department and the Outsourced Internal Audit Firm report directly to the AC. To ensure that the internal audit function is effective and is able to function independently, the Board had approved the AC Terms of Reference and the Internal Audit Terms of Reference (i.e. IA Charter). During the financial year, the AC has carried out the following:- • Reviewed and approved the Internal Audit Plan; • Reviewed & approved the internal audit resource plan; • Reviewed & approved the budget of internal audit; • Reviewed and deliberated the internal audit findings and observations arising from audits and considered their recommendations to Management for improvement in internal control process; • Examined the adequacy and appropriateness of the Management's action plans and responses to the audit findings and recommendations; • Reviewed the budget for cybersecurity roadmap that had been established for enhancement of the Cybersecurity Maturity level; • Reviewed and recommended Statement on Risk Management and Internal Control (SORMIC) for Board's approval; and • Assessed the overall performance of the In-House Internal Auditor as well as the Outsourced Internal Auditor to ensure their effectiveness in meeting audit objectives. In addition, the AC Chairman had conducted appraisal on the performance of the In-House Head of Internal Audit.
Explanation for departure	:	

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

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

Practice 11.2
The board should disclose–
- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<u>*Outsourced Internal Audit*</u> The Group outsourced its internal audit function to an independent professional consulting firm with global presence in approximately 136 countries with more than 364,000 people who are committed to delivering quality in assurance, advisory and tax services. The engagement partner is Mr. Nik Shahrizal Sulaiman, a chartered accountant (ICAEW) with relevant experience in the areas of governance, risk and controls. The staff involved in the reviews have the relevant training in the area of internal audit, of which some are members of the Institute of Internal Auditors Malaysia. The internal audit reviews were conducted using the firm's risk-based Internal Audit methodology, which are guided by industry good practices including the Institute of Internal Auditors framework. The areas of coverage are driven by a risk assessment process and presented to the Audit Committee for approval. The firm has an internal policy that requires their personnel to declare their professional independence and disclose any potential conflict of interest. During the internal audit engagement for the financial year ended 2026, there was no conflict-of-interest matter with regards to its personnel highlighted by the firm. The activities undertaken by the internal auditors are based on the Professional Services Firm's Internal Audit methodology, which is aligned to Institute of Internal Auditors ("IIA") standards. <u>*In-House Internal Audit*</u> The In-House Internal Audit function carries out its activities in accordance with the Internal Audit Terms of Reference (Internal Audit Charter) which defines the authority and responsibilities of internal audit function.

	The function is headed by Mr. Foo Sek Thai who has more than 20 years of experience in internal audit and risk management in diverse industries. Prior to joining QL, he was heading internal audit and risk management of listed companies and had served a consulting firm that provided internal audit and risk management services to listed companies. He is a member of the Malaysian Institute of Accountants and a Chartered Member of Institute of Internal Auditors Malaysia. Mr. Foo is supported by one (1) manager, two (2) assistant managers and two (2) executives who have relevant bachelor's degrees/diploma. All members of Group Internal Audit have signed a declaration that they are free from any form of conflicts of interest, comply with the Group's code of conduct and are aligned with the principles and standards stipulated in the Domain II: Ethics and Professionalism of the Global Internal Audit Standards.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 12.1
The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	QL recognises the importance of engaging and communicating not only with its shareholders but also with other stakeholders (investors, employees, regulators, customers, suppliers, Government authorities etc) in which QL do this through various platforms including but not limited to the Integrated Annual Report, Annual General Meeting ("AGM") and announcements via Bursa Malaysia Securities Berhad ("Bursa Securities") to enable comprehensive, timely and accurate disclosures to stakeholders. In addition to the above, QL's corporate website www.ql.com.my facilitates an active dialogue with its investors and shareholders with the intention of giving investors and shareholders a clear and complete picture of QL's business and financial performance. Such corporate website provides the Policies and Guidelines of QL, Board Charter including Terms of Reference of various Board Committees, Corporate Governance Report and Statement on Risk Management and Internal Control (SORMIC) to proper manage the stakeholders' expectations and welfare and facilitate informed decisions. Furthermore, QL's investor relations activities serve as an important communication channel with shareholders, investors and the investment community, both in Malaysia and internationally. The stakeholders are encouraged to channel their concerns to the Investor Relations personnel ("IR") whose name, contact number and e-mail address are provided at page 93 of QL's Integrated Annual Report 2026. Besides, a dedicated section for IR function is allocated at QL's corporate website, which includes all announcements made by QL to Bursa Securities, news and media, stock information, financial information, Integrated Annual Reports, Minutes of General Meetings including slides presented during the General Meetings as well as questions and answers raised by shareholders and QL's responses to Minority Shareholder Watchdog Group (MSWG) questions.

	In order to continuously improve QL's sustainability performance and approach, QL is committed to listening to its stakeholders' valued feedback, whereby stakeholders are encouraged to direct their questions, comments or feedback through a dedicated channel at esg@ql.com.my.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 12.2
Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	The Integrated Annual Report 2025 of QL Resources Berhad ("QL") was prepared and issued in accordance with a globally recognised integrated reporting framework, reflecting the Board's commitment to high-quality, transparent and balanced corporate reporting in line with the Malaysian Code on Corporate Governance ("MCCG"). Consistent with the Group's reporting philosophy and integrated thinking approach, and as disclosed in the Report, QL has begun referencing the International Sustainability Standards Board's ("ISSB") IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures to enhance the consistency, comparability and decision-usefulness of its sustainability-related disclosures. The Integrated Annual Report 2025 presents a holistic and connected view of QL's strategy, governance, business model, performance, principal risks and sustainability considerations, demonstrating how the Group creates and preserves value over the short, medium and long term, taking into account the interests of its key stakeholders. The Report is accessible on QL's corporate website at https://ql.com.my/investor-relations/annual-reports/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.1
Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application :	Applied	
Explanation on application of the practice :	The Notice of the 28th Annual General Meeting ("AGM") of QL dated 29 July 2025 was issued to shareholders well in advance of the AGM held on 28 August 2025. The Notice was circulated at least 28 days prior to the AGM, in accordance with recommended best practice and exceeding the minimum 21 days' notice requirement under the Companies Act 2016 and Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This provided shareholders with sufficient time to review and consider the resolutions to be tabled and decided at the AGM, thereby facilitating informed participation and effective shareholder engagement. The Notice of AGM outlines the proposed resolutions to be tabled in the AGM together with explanatory notes and background information to enable the shareholders to make informed decisions in exercising their voting rights.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 13.2
All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application :	Applied
Explanation on application of the practice :	QL conducted its 28th Annual General Meeting ("AGM") physically at Ballroom 1, Level 10, Courtyard by Marriott Setia Alam, No. 6, Jalan Setia Dagang AH U13/AH, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan. Save for the two (2) Alternate Directors who were absent due to prior medical appointment and commitment, all Directors including Chairman of the Board Committees attended the AGM to engage directly with the shareholders and provide adequate response to questions raised by the shareholders during the AGM. Besides the Directors, Senior Management and External Auditors of QL were invited to attend the AGM. At the commencement of the AGM, the Group Chief Executive Officer was invited by the Chairman to give a presentation of QL Group's businesses performance review and outlook, which covered the following areas:- 1) Group highlights and achievements; 2) Performance review and operational highlights of FY2025 vs FY2024; 3) Group ESG highlights; 4) Summary of 1st quarter FY2026 financial results; and 5) Overall business outlook for FY2026. At the AGM, the Group Chief Financial Officer was invited by the Chairman to brief shareholders on QL's responses to the questions raised by the Minority Shareholder Watchdog Group (MSWG) vide its letter dated 19 August 2025, as well as a question submitted by a proxy prior to the AGM. During the AGM, shareholders were given opportunity to raise questions on the Group's activities and prospects as well as to communicate their expectations and concerns to QL. The Board members, Committee Chairman and Senior Management provided appropriate responses and clarifications, thereby enabling the shareholders to make informed voting decisions at the meeting.

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

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

Practice 13.3
Listed companies should leverage technology to facilitate–
- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	QL conducted its 28th Annual General Meeting ("28th AGM" or "AGM") physically at Ballroom 1, Level 10, Courtyard by Marriott Setia Alam, No. 6, Jalan Setia Dagang AH U13/AH, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan. The Board decided to hold the 28th AGM physically for the following reasons:- 1) the Board believes that physical general meetings provide more opportunities for shareholders to interact face-to-face with the Board, Senior Management and other shareholders, which enhances the quality and depth of engagement and communication; 2) physical meetings reduce the risk of potential technical issues, disruptions or cyberattacks that could affect the smooth conduct of virtual or hybrid general meetings and compromise the security and integrity of the meeting and voting process; and 3) the Board is also mindful of the lack of accessibility and inconvenience faced by some shareholders if AGM is online, bearing in mind those who are not familiar or comfortable with using technology or do not have reliable internet access or devices to participate in virtual or hybrid general meetings. QL had taken the following measures to ensure that shareholders were able to participate, engage and made informed voting decisions at the 28th AGM:- 1) the AGM was held at an easily accessible venue to encourage shareholders' attendance;

<table>
<tr><td></td><td>2) QL allowed shareholders who were unable to attend the AGM in person to appoint proxies to attend, speak and vote on their behalf at the AGM, in accordance with the provisions of QL's Constitution;
3) QL adopted electronic poll voting at the AGM for greater transparency and efficiency; and
4) QL published the minutes of the AGM, including slides presented during the meeting as well as questions and answers raised by shareholders and QL's responses to MSWG questions, on QL's corporate website within a reasonable timeframe.</td></tr>
<tr><td></td><td></td></tr>
<tr><td colspan="2">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td>QL acknowledges the importance of leveraging technology to enhance shareholder participation, engagement and voting efficiency at general meetings.

While the 28th AGM was conducted physically in compliance with regulatory requirements effective 1 March 2025, QL had in prior years, conducted its AGM virtually through live streaming from the broadcast venue and online remote voting via remote participation and voting facilities ("RPV") (collectively referred to as "virtual AGMs"). RPV enabled remote shareholders' participation and online remote voting by leveraging on technology in accordance with Section 327(2) of the Companies Act, 2016 and Clause 72 of the Company's Constitution, through a dedicated online platform.

Moving forward, the Board of QL will:-

• continuously evaluate suitable technological solutions to facilitate hybrid general meetings, incorporating both physical attendance and remote participation;
• assess the readiness and reliability of digital platforms that support secure live streaming, real-time interaction, and electronic voting;
• strengthen internal capabilities and infrastructure, including cybersecurity safeguards, data privacy measures, and contingency planning to mitigate operational and technology-related risks; and
• enhance shareholder accessibility by providing flexible participation options while maintaining the integrity and efficiency of general meetings.</td></tr>
</table>

Timeframe :	Others.	QL targets to adopt hybrid general meeting progressively in the foreseeable future, subject to:- • availability of robust and secure technological infrastructure; • adequate internal readiness and external service provider support; and • continuous assessment of regulatory developments and shareholder needs. In the interim, QL will continue to monitor advancements in meeting technologies and market practices, with a view to implement this Practice in a timely and effective manner.

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

Practice 13.4
The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.		
Application	:	Applied
Explanation on application of the practice	:	At the commencement of QL's 28th Annual General Meeting ("AGM"), the Group Chief Executive Officer was invited by the Chairman to provide shareholders with an overview of the QL Group's overall business operations and outlook, as detailed in Practice 13.2. The Group Chief Financial Officer was invited by the Chairman to present to the shareholders QL's responses to the questions raised by the Minority Shareholder Watchdog Group (MSWG) via its letter dated 19 August 2025 and to answer a question submitted by a proxy prior to the AGM. During the AGM, shareholders were given opportunity to raise questions on the Group's activities and prospects as well as to communicate their expectations and concerns to QL. Appropriate answers and clarifications were provided by the Board members, Committee Chairmen and Senior Management enabling the shareholders to make informed voting decisions at the meeting. Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") was appointed as the poll administrator to conduct the poll voting electronically and SKY Corporate Services Sdn. Bhd. was appointed as an independent scrutineer to verify the poll results. Prior to the polling process, TIIH briefed the shareholders/proxies on the polling procedures. Sufficient time was allocated for the shareholders/proxies to cast their votes during the AGM.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure :		
Timeframe :		

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

Practice 13.5
The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

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

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

Practice 13.6
Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<table>
<tr><td colspan="3">Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</td></tr>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">Minutes of QL’s 28th Annual General Meeting (“AGM”) held on 28 August 2025 detailing the meeting proceedings including questions raised by shareholders and Minority Shareholder Watchdog Group (MSWG) together with the responses by QL, was published at QL’s corporate website at https://ql.com.my/investor-relations/annual-general-meeting/ on 24 September 2025, no later than thirty (30) business days after the completion of the AGM.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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.
