

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 7204  
**COMPANY NAME** : D & O Green Technologies Berhad  
**FINANCIAL YEAR** : December 31, 2025

## OUTLINE:

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

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

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

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

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The mission and vision of D &amp; O Green Technologies Berhad (“the Company”) and its subsidiaries (“the Group”) are “To Provide Design Innovation and High Quality Opto Semiconductors Products, Contributing Towards a Greener World” and “No.1 Solution Provider for Opto Semiconductors Product” respectively.</p> <p><b>1. <u>Establishing and reviewing the mission and vision as well as the strategic direction of the Group</u></b></p> <p>The Group’s mission and vision form the foundation of its business strategies. The Board of Directors (“the Board”) has established a structured strategy planning and review process, whereby the Group Managing Director presented proposed business and sustainability strategies to the Board during the financial year for deliberation and decision. The proposals were presented through the <i>Operational and Financial Performance Report</i> and the <i>Sustainability Update Report</i>, and covered, among others, the Group’s core product focus and strategy, market position and growth strategy, technology roadmap and sustainability initiatives. The Board deliberated on the proposed strategies and action plans, and any concerns raised were discussed at the Board’s meetings to ensure optimal outcomes.</p> <p>The strategy planning and review process involved sales and marketing strategies, process and productivity improvement initiatives, strategic cash flow planning and strategic sustainability initiatives. Sustainability initiatives included the Group’s Greenhouse gases (“GHG”) Scope 2 neutralisation target via participation in the Corporate Green Power Programme and the purchase of Renewal Energy Certificates, as well as additional solar panel installations and process improvements to enhance energy efficiency while preserving product quality. The Board considered the proposals in ensuring that adequate resources, capabilities and</p>

capacity were planned and put in place to support the execution of the proposed business and sustainability strategies at an optimal cost structure.

The strategy planning and review process was further supported by regular reports and updates from the Group Managing Director, which provided insights into the specific business environment, market analysis, emerging business/technology trends, strategic projects progress and strategic investment's financial performance and positioning, as well as reviews of both internal and external factors that may affect the performance and strategies of the Group.

**2. Overseeing the conduct of the business of the Group and evaluating whether the business is being properly managed**

On a quarterly basis, the Board was presented with the *Operational and Financial Performance Report* by the Group Managing Director. The report covered, among others, the Group's financial performance, cash flow forecasts and monitoring, cost optimisation initiatives, financial performance of key operating subsidiaries, sales by region and currency, sales trend by region and major applications, design-in status, key performance indicators, debt financing analysis, headcount analysis, as well as other matters requiring the Board's attention. The proposed business strategies were presented for the Board's deliberation, as described earlier.

In addition to the report from the Group Managing Director, quarterly reports on comparison of actual financial performance against budget, debtors ageing, and any arising tax-related matters were presented to the Audit Committee for review, with review results subsequently reported to the Board. Upon identification of key business and financial issues by the Key Senior Management and/or the Board members, such issues were deliberated by the Board to ensure appropriate actions were taken and that the issues in question were properly managed and addressed.

In relation to recurrent related party transactions and anti-bribery and corruption matters, the Board received the reports from the Audit Committee on the results of its review of recurrent related party transactions and compliance performance with the *Anti-Bribery and Corruption Policy* during the scheduled meetings held in the financial year under review.

**3. Tone from the Top**

The Board recognises that upholding high standards of integrity, ethical conduct and accountability is a fundamental fiduciary duty owed to the Group's stakeholders and is essential to the sustainable conduct of the Group's business. The Board is committed to ensuring that these values are embedded across the Group.

To set the tone from the Top, the Board has established the Group's *Codes of Ethics and Conduct*, which govern the standards of ethical behaviour and business conduct expected of Directors, employees, customers and vendors, as well as serve as the foundation for promoting ethical values across the Group. At the operational level, integrity and ethical values expected from the employees are incorporated in the *Policy and Procedure for Employees* established by the Management, which are aligned with the values promoted in the *Codes of Ethics and Conduct*. To further promote a culture of integrity and ethical behaviour, a formal *Anti-Bribery and Corruption Policy* has been put in place by the Board to mitigate the risk of bribery, corruption and conflict of interest within the Group. In addition, a *Whistle-Blowing Policy* has been implemented to provide a safe and confidential channel for stakeholders, including employees, to whistle blow suspected improper conduct without fear of retaliation or victimisation.

Please refer to Practice 3.1 and 3.2 for detailed disclosure of the *Code of Ethics and Conduct* and *Whistle-Blowing Policy*, respectively.

**4. Identifying principal risks faced by the Group and ensuring the implementation of appropriate controls and systems to monitor and manage these risks**

The Board has put in place a formal *Risk and Opportunity Management Policy and Procedure* to provide the governance structure and processes for identifying, assessing, monitoring and managing the Group's principal risks, as well as optimising key business opportunities available to the Group in an effective and structured manner. Based on the *Risk and Opportunity Management Policy and Procedure*, the Board is kept informed, at a pre-determined interval or as the need arises, of emerging and changing risks faced by the Group, opportunities available to the Group, and the steps taken by Management to manage such risks and optimise such opportunities. Risk and opportunity assessment conducted by the Group Managing Director and operational management, at both gross and residual levels, is guided by the likelihood and impact rating approved by the Board.

Further details on the risk management process are disclosed in *Statement on Risk Management and Internal Control in Integrated Report*.

**5. Succession planning and performance appraisal of the Board and Key Senior Management**

The Board, through the Nomination Committee and the Remuneration Committee, are tasked with the duty of overseeing the succession planning of the Group and the Board, which includes the appointment, reappointment and training requirement of

Directors and Key Senior Management, as well as the review and assessment of remuneration packages for Executive Directors and Key Senior Management and the Directors' fees for Non-Executive Directors. Additionally, it is the responsibility of the Nomination Committee to assess the performance of the Board as a whole, Board Committees, individual Directors (including identifying training needs for individual Directors) and the Group Financial Controller.

Meanwhile, Management is responsible for identifying potential successors for key personnel within the Group and tabling the succession plan to the Board for review and decision, if there are any changes. The Group Managing Director and Key Senior Management of the Group have put in place a formal succession planning process through the *Functional Replacement and Succession Plan* to ensure that key roles are supported by suitably qualified and calibre second-in-line personnel, to minimise operational disruption arising from the unexpected departure of key personnel. The *Functional Replacement and Succession Plan* entail the nomination of manager level successor(s) by respective heads of department to the Group Managing Director for review and approval.

The Group's succession planning is further enhanced by established policies and standard operating procedures as well as clearly defined job descriptions for key business processes. In addition, during the review of performance and strategies presented by the Group Managing Director, the Board, together with the Group Managing Director, assessed the adequacy of calibre and competent human resources that are put in place for daily management and control of operations, as well as proper execution of approved strategies.

Members of the Management of the Group are subject to annual performance appraisal based on the established human resource policies.

Further details on the role and responsibilities of the Nomination and the Remuneration Committee are disclosed in Practice 5.8 and 7.2, respectively.

**6. Overseeing the development and implementation of a shareholders' and stakeholder communication policy for the Company**

The Board ensures that shareholders and other stakeholders are kept adequately informed on material development relating to the Group through announcements made to Bursa Malaysia Securities Berhad. To support this, a formal *Corporate Disclosure Policy* has been established and adopted by the Board and Management to

ensure that material information is disclosed in a timely, factual, accurate and complete manner.

The principles adopted by the Board on corporate disclosure practices include transparency and accountability, compliance with applicable laws and regulations, preservation of confidentiality where required, timely disclosure, as well as fair and equitable access to information by stakeholders. Proper governance structure and processes are established within the *Corporate Disclosure Policy* to guide the proper disclosure of material information while preserving confidentiality within the requirements of the Board.

Stakeholder engagement and communication requirements related to sustainability matters are governed separately by the Group's *Sustainability Policy*.

**7. Reviewing the adequacy and integrity of internal control systems and management information systems (including the integrity of the financial and non-financial reporting), including systems for ensuring compliance with applicable laws, regulations, rules, directives and guidelines**

The internal control system of the Group is made up of five core components, i.e. control environment, risk assessment, control activities, information, and communication, as well as monitoring activities, with principles representing the fundamental concepts associated with each component being implemented across the Group.

The internal audit function of the Group is outsourced to an independent professional firm, which reviews the adequacy and effectiveness of the Group's internal control system, including the integrity of the financial and non-financial reporting, where applicable, based on the approved internal audit plan. The findings arising from the audit reviews were reported to the Audit Committee during the financial year under review.

The integrity of the financial reporting is also subject to independent assurance by the external auditors through their audits of the financial statements of the Company and its subsidiaries. During the Audit Committee's quarterly meeting, unaudited quarterly results are reviewed by Audit Committee, with key focuses on the accounting policies used, analysis of major changes in components of financial statements, major judgmental and risk areas, significant adjustments, the going concern assumption, compliance with accounting standards, compliance with *Main Market Listing Requirements* ("**MMLRs**") and other legal requirements.

For the annual audited financial statements, the Audit Committee reviewed the annual statutory accounts, Audit Report, audit issues

and observations and management letter (if any), with the external auditors and the Management.

Further details on the Group's internal audit function and Audit Committee's oversight of financial reporting are disclosed in Practice 11.1 of this report, the *Statement on Risk Management and Internal Control* and the *Audit Committee Report* in the *Integrated Report*.

The Board also ensures that all directors possess the necessary financial literacy to read and understand the financial statements of the Group through annual board skill evaluation, which is used to identify training needs of Directors' financial and accounting competencies, when required.

Throughout the financial year under review, the Board diligently oversaw the Group's business conduct and financial performance. In assessing the financial statements, the Board considered various factors, including insights into the internal and external business environment, as well as updates on business operations and performance reports presented by the Group Managing Director.

#### **8. Reviewing Corporate Governance Compliance**

The Board, through the review of the draft *Corporate Governance Report* and *Corporate Governance Overview Statement* by the Audit Committee and subsequently reporting to the Board, assessed the Group's corporate governance practices and level of compliance with MCGG and MMLR. Where appropriate, the Board formulated action plans to further enhance and strengthen the Group's corporate governance practices.

#### **9. Sustainability Management**

The Board has put in place a formal Sustainability Policy that sets out the governance framework and procedures for identifying, prioritising, monitoring, and reporting material sustainability matters, as well as engaging with stakeholders, in accordance with the MMLR and Sustainability Reporting Guide issued by Bursa Malaysia Securities Berhad.

As of the date of this report, the Management of the Group had identified internal and external stakeholders in the Group's context, with such stakeholders prioritised based on criteria and rating systems approved by the Board. Management also identified and assessed sustainability matters based on their significance to the Group and their potential influence on the assessment and decisions of internal and external stakeholders, using agreed-upon criteria and rating systems approved by the Board. The results of the assessments were presented to the Audit Committee for review and subsequently reported to the Board.

	Further details on the management of material economic, environmental and social risks and opportunities are set out in the <i>Sustainability Report</i> .	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Y. Bhg. Tan Sri Mohammed Azlan bin Hashim, the Non-Independent Non-Executive Chairman of the Board, provides leadership to the Board in the discharge of its duties and in managing the Board's relationship with shareholders and other stakeholders.</p> <p>As provided in the <i>Board Charter</i> and as observed during the Board Meetings held throughout the financial year under review, the Chairman's key roles and responsibilities include:</p> <ul style="list-style-type: none"><li>a) Provide leadership to the Board and ensure the effectiveness of all aspects of its role, and lead the Board in the adoption and implementation of good corporate governance practices within the Company;</li><li>b) Ensuring the efficient organisation and conduct of the Board's functions, chairing Board meetings and encouraging all Directors to play an active role in Board activities;</li><li>c) Taking the lead in setting the values and standards of the Group;</li><li>d) Setting the Board agenda and ensuring complete and accurate information is furnished to directors on a timely basis to facilitate informed decision-making;</li><li>e) Ensuring that accurate and timely information, in particular, about the performance of the Group is furnished to Directors;</li><li>f) Chairing general meetings of shareholders and ensuring the orderly conduct and proceedings of such meetings;</li><li>g) Ensuring effective communication with shareholders and other stakeholders;</li><li>h) Facilitating the contribution of Non-Executive Directors and fostering constructive relationships between Executive and Non-Executive Directors;</li><li>i) Managing the interface between Board and Management;</li><li>j) Leading Non-Executive Directors to meet among themselves, without the presence of Executive Directors and Management, at least annually to discuss other strategic, governance and operational matters;</li><li>k) Ensuring that general meetings support meaningful engagement between the Board, Key Senior Management and shareholders; and</li><li>l) Ensuring that shareholders have the opportunity to participate effectively in general meetings, including being provided with sufficient information they require to participate in discussions and cast informed votes.</li></ul>

	<p>Further details on the roles and responsibilities of the Chairman of the Board are specified clearly in Paragraph 4.3 of the <i>Board Charter</i> which is accessible through “Corporate Governance” section of the Company’s corporate website at <a href="http://www.do.com.my">www.do.com.my</a>.</p> <p>During the financial year ended 31 December 2025, the Non-Executive Directors held a meeting chaired by the Non-Independent Non-Executive Chairman, without the presence of the Executive Directors and Management, to discuss matters in relation to the Groups’ strategic direction, governance and operational matters.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The positions of the Chairman of the Board and the Group Managing Director are held by separate individuals, with a clear division of roles and responsibilities to ensure an appropriate balance of authority, accountability and independence.</p> <p>Y. Bhg. Tan Sri Mohammed Azlan bin Hashim, who heads the Board as Non-Independent Non-Executive Chairman, is primarily responsible for the leadership, governance, orderly conduct and effectiveness of the Board. Mr. Tay Kheng Chiong, the Group Managing Director, is responsible for the overall management of the Group's business operations and for implementing policies and strategies approved by the Board.</p> <p>In particular, the Group Managing Director's key roles and responsibilities include:</p> <ul style="list-style-type: none"><li>a) Managing the day-to-day operations of the Group in accordance with the strategies and plans approved by the Board;</li><li>b) Ensuring the efficiency and effectiveness of the Group's operations and that the business and affairs of the Group are carried out ethically and in compliance with applicable laws and regulations;</li><li>c) Developing strategies and business objectives for the Group for the Board's review and approval and overseeing the implementation thereof;</li><li>d) Achieving the goals set by the Board and observance of management authorities delegated by the Board of the Company;</li><li>e) Ensuring that the financial management practices of the Group are carried out with the highest levels of integrity and transparency;</li><li>f) Ensuring that the Group has adequate resources, an effective management structure, a competent management team with developed management skills, and an effective management succession plan to support business continuity;</li><li>g) Establishing and maintaining adequate and effective governance, risk management and internal control systems for the Group;</li><li>h) Designing, implementing (subject to Board's approval) and continuously improving the Group's Anti-Bribery &amp; Corruption Management system as well as ensuring that sufficient resources are allocated for its implementation at both the Company and subsidiary levels;</li><li>i) Designing, implementing (subject to Board's approval), continuously improving and promoting the Group's sustainability</li></ul>

	<p>management framework as well as ensuring that sufficient resources are allocated for its implementation at both the Company and subsidiary levels; and</p> <p>j) Implementing the group-wide Code of Ethics and Conduct as well as related policies and procedures and ensuring that sufficient resources are allocated for its implementation at both the Company and subsidiary levels.</p> <p>The clear distinction between the roles and responsibilities of the Chairman and Group Managing Director (including Executive Directors) is defined in Paragraphs 4.3 and 4.4 of the <i>Board Charter</i>, which is accessible via the “Corporate Governance” section of the Company’s corporate website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.4**

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The Chairman of the Board was not a member of the Audit Committee, Nomination Committee, Remuneration Committee or Employee Share Option Committee during the financial year under review.</p> <p>During the same period, the Chairman of the Board did not participate, whether by way of invitation or otherwise, in any meetings of the Audit Committee, Nomination Committee, Remuneration Committee or Employee Share Option Committee.</p> <p>Upon or after the conclusion of each Board Committee meeting, the respective Chairman of the Board Committees reported to the Board on key matters discussed, reviews performed, and recommendations made. These reports were presented during scheduled Board meetings, led by the Chairman of the Board, thereby enabling the Board to exercise its oversight roles and responsibilities in an objective, independent and unbiased manner.</p>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by a qualified and competent company secretary who is a member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and is duly qualified to act as a company secretary under Section 235(2) of the Companies Act 2016.</p> <p>The Company Secretary discharges her duties with her attendance at all Board and Board's Committee meetings and plays an advisory role to the Board, in particular, on the Board's roles and responsibilities, the Board's policies and procedures and the Company's compliance with the relevant regulatory requirements, codes or guidance and legislation.</p> <p>The Company Secretary also ensures that there is a good information flow within the Board and between the Board, Board Committees and Key Senior Management of the Group. The Company Secretary is entrusted to record the Board's deliberations, in terms of matters discussed, conclusions, and decisions reached. Minutes of Board meetings are circulated to members of the Board prior to subsequent meetings for their perusal and confirmation.</p> <p>During general meetings, the Company Secretary provides guidance and coordinates with the Board, Management and other professionals to ensure that the conduct and proceedings of the general meetings comply with relevant laws, regulations, and guidelines.</p> <p>In addition, the Company Secretary acts as the reference point for the Board in monitoring development in corporate governance and advises on compliance with applicable corporate governance rules and guidelines. The Company Secretary also provides professional advice on the level of corporate governance adopted by the Group in meeting the Board's needs and stakeholders' expectations. The Company Secretary also facilitates the orientation of new Directors and assists in Directors' training and development.</p> <p>All Directors have direct access to the advice and services of the Company Secretary in discharging their duties effectively.</p>

	<p>The Company Secretary attended briefings and updates provided by regulatory bodies or professional firms to keep abreast of the latest developments in regulatory requirements, codes, guidelines and legislation and to ensure timely compliance with applicable laws and regulations. The Company Secretary also undertakes continuous professional education (“CPE”) in accordance with the requirements of the relevant professional body and licensing conditions.</p> <p>Further details on the roles of the Company Secretary are stated in Paragraph 4.7 of the <i>Board Charter</i>, accessible through the “Corporate Governance” section of the corporate website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All Directors were notified of the dates of the scheduled Board meetings for the next financial year in November of each calendar year.</p> <p>During the financial year under review, the Chairman of the Board, on the advice of the Company Secretary, determined the agenda for Board meetings and ensured that sufficient time was allocated during meeting proceedings to allow each agenda item or matter to be discussed or deliberated upon in adequate depth before decisions were made.</p> <p>As per the <i>Board Charter</i>, Audit Committee meetings were held separately and not combined with Board Meetings during the financial year under review. Attendance at Audit Committee meetings by other directors or employees was by invitation only, based on the specific agenda items under discussion. The Chairman of the Board ensured that all Board Committee meetings were conducted separately from the Board meetings.</p> <p>Before each Board meeting, all Board members were furnished with the Board Paper (made up of the minutes of the previous Board and board committees' meeting, operation and financial performance report, sustainability strategies and performance, draft unaudited quarterly financial statements, financial budget, anti-bribery compliance report, relevant statements and reports to be made in Integrated Report, draft circulars, financial performance of strategic investments, and other relevant documents) not less than five (5) business days before the meeting to enable them to have sufficient time in obtaining comprehensive understanding of the matters to be deliberated upon in order to arrive at a decision. In addition to quantitative information, the members of the Board were also provided with key performance indicators and updates on other areas such as market developments, industry trends, business strategy, risk management and sustainability management.</p> <p>The minutes of Board and Board Committees' meetings recorded the decisions made, including key deliberations in terms of matters discussed, the rationale for each decision made, and any significant concerns or dissenting views expressed. The draft copy of minutes were circulated by the Company Secretary in a timely manner to relevant Board members for review, and if found to be in order, tabled at the</p>

	<p>following meeting for confirmation and signing by the Chairman of the Board or the respective Board Committees.</p> <p>The Board members, in their individual capacity, have unrestricted access to complete information on a timely basis in the form and quality necessary for them to discharge their duties and responsibilities effectively.</p> <p>Besides having direct access to Management, external independent professional advisers are also made available to render their independent views and advice to the Board, whenever deemed necessary and in appropriate circumstances, at the Company's expense.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

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

### Practice 2.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to Paragraph 16 of the <i>Board Charter</i>, the <i>Board Charter</i> shall be subjected to review and update from time to time to ensure that it remains consistent with the Board's objective, prevailing law, regulations and practices. A copy of the latest <i>Board Charter</i> is available for download at "Corporate Governance" section of the corporate website at <a href="http://www.do.com.my">www.do.com.my</a>.</p> <p>The Company's <i>Board Charter</i> sets out the key value of the Company and outlines the duties and responsibilities of the Directors, including the roles and responsibilities of the Board, the Chairman of the Board, the Group Managing Director (including Executive Directors), the Senior Independent Director and the Company Secretary. The charter also outlines the role and duties of the Board Committees, which are governed by their respective terms of reference approved by the Board.</p> <p>The Board Charter sets out the purpose, the Board's strategic intent, oversight functions, authorities and terms of reference. The Charter further specifies the matters reserved for the Board, the Board delegation of authorities, commitment expected of Directors, tenure of Independent Directors, governance structure of the Board and Board Committee, Board proceedings, financial reporting responsibilities, unrestricted rights to access information and independent advice, Board evaluation and performance, Board remuneration, Directors' training and continuing education, general meetings and attendance, stakeholders' engagement, management of conflict of interest and code of ethics and conduct expected of the Directors of the Group and group governance requirements.</p> <p>The respective roles and responsibilities and matters reserved for the Board are stated in Paragraph 4.2 of the <i>Board Charter</i>.</p> <p>The salient features of the <i>Board Charter</i> include:</p>

	<ul style="list-style-type: none"> <li>• <b>Matters reserved for the Board of the Company</b> - identifies matters of the Company and its subsidiaries that require determination and/or approval by the Board.</li> <li>• <b>Appointment and re-appointment</b> – requires that the appointment and re-appointment of Directors of the Company and its subsidiaries are guided by the Fit and Proper Policy and established policy and procedures, including specifying the term of office, and that active politicians shall not be appointed as Directors of the Company or its subsidiaries.</li> <li>• <b>Governance structure</b> – defines the reporting structure of the Board, Board Committee and Board representatives appointed to subsidiaries.</li> <li>• <b>Roles profile</b> – clearly defines and separates the roles and responsibilities of the Board, Board Committees, the Chairman of the Board, the Group Managing Director (including Executive Directors), the Senior Independent Director and the Company Secretary.</li> <li>• <b>Board committees</b> – requires the terms of reference of each Board Committee to be approved by the Board, with the Chairman of the respective Board Committee reporting to the Board on the outcome of Committee meetings, and minutes of such meetings are to be made available to the Board. The Board has established the Audit Committee, Nomination Committee, Remuneration Committee and Employees’ Share Option Committee.</li> <li>• <b>Qualification, vacation of office and removal of directors</b> – defines the eligibility criteria for appointment as a Director of the Company, circumstances to vacate the office and the requirement for written representation by the Director removed from office to Bursa Malaysia Securities Berhad.</li> <li>• <b>Independent director</b> – defines the annual independence assessment requirement on Independent Director and tenure of the Independent Director.</li> <li>• <b>Board meetings</b> – specifies the frequency of board meetings (including subsidiaries), allocation of sufficient time for deliberation, separation of the Board Committee meeting from Board meeting, timeliness of circulation of board paper, attendance by invitation and proper maintenance of minutes of meeting.</li> <li>• <b>Financial reporting responsibilities</b> – specifies the responsibilities of the Board of the Company and its subsidiaries in relation to the preparation of annual financial statements, quarterly announcements and other price-sensitive public disclosures in compliance with applicable laws, regulations and accounting standards.</li> <li>• <b>Authorities delegated to Management</b> – defines that the Group Managing Director (including Executive Directors) is responsible for the observance of management authorities delegated by the Board.</li> <li>• <b>Assessment/evaluation</b> – sets out the requirement for the Board to annually assess the effectiveness of the Board as a whole, its Committees, individual Directors, and Group Financial Controller, conducted through the Nomination Committee.</li> <li>• <b>Board remuneration</b> – specifies that the assessment and recommendation of remuneration packages for Directors and</li> </ul>
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	<p>members of the Key Senior Management are to be undertaken by the Remuneration Committee in accordance with the approved <i>Board and Key Senior Management Remuneration Policy</i>.</p> <ul style="list-style-type: none"> <li>• <b>Directors’ training/continuing education</b> – specifies the responsibilities of the Nomination Committee, based on the result of Board Evaluation and Performance, to assess the training needs, identify appropriate training programmes and recommends such programmes to the Board to ensure Directors have access to continuing education relevant to their fiduciary duties.</li> <li>• <b>Commitments by directors</b> – sets out the requirement for Director to notify the Chairman of the Board prior to accepting any new directorships, including indication of time commitment involved. The Chairman is also required to notify the Board of any new significant commitments outside the Company. Directors are restricted from holding more than five (5) directorships in public listed companies.</li> <li>• <b>Access to information and independent advice</b> – provides that Directors have unrestricted access to all information of the Company and to the advice of the Company Secretary, as well as permission to obtain independent professional advice at the expense of the Company, where necessary.</li> <li>• <b>General meetings and attendance</b> – requires that all Directors to attend the general meetings, except for there is a valid reason accepted by the Board and notice of the Annual General Meetings shall be given to shareholders at least twenty-eight (28) clear days prior to the meeting.</li> <li>• <b>Stakeholders’ engagement</b> – specifies the channels for investor relations and engagement with other stakeholders.</li> <li>• <b>Conflict of interest</b> – requires all conflict of interest situations involving Directors (including persons connected) and between the Company and its subsidiaries be managed and mitigated per established policy and procedure on conflict of interest, including the requirement for interested Director be abstained from deliberation and decision-making.</li> <li>• <b>Code of ethics and conduct for directors</b> – defines the standard of ethical behaviour, honesty and integrity expected of Directors of the Company and its subsidiaries.</li> <li>• <b>Group governance</b> – specifies the responsibilities of the Board of the Company to ensure the implementation of group-wide Code of Ethics and Conduct and relevant policies and procedures, as well as the requirements of the Board of subsidiaries to provide information requested by the Board of the Company to enable effective oversight of subsidiary performance.</li> </ul>
<p><b>Explanation for departure</b> :</p>	

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

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

### Intended Outcome

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

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

### Practice 3.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established the Code of Ethics and Conduct (“the Code”) to set out the standards of business ethics and conduct applicable to all employees of the Group as well as its customers and vendors worldwide. The Code is designed to promote a safe and healthy working environment and conditions, ensure that employees are treated with respect and dignity, and uphold ethical business conduct across all operations of the Group. The Code also sets out the core values upheld by the Company for each stakeholder group.</p> <p>The fundamental principle in adopting the Code is to ensure that all business activities are in full compliance with the applicable laws, rules and regulations of the country in which it is operating. In the event of any conflict between the laws of a particular country and the provisions of the Code, affected personnel are required to comply with the applicable laws.</p> <p>The key principles set out in the Code include:</p> <ul style="list-style-type: none"><li>I. <b>Respecting Others</b> – prohibition of any form of discrimination; fair working hours; offering fair and competitive wages and benefits; provision of a safe, healthy and environmentally friendly working environment; prohibition of harassment and humane treatment of employees; open communication; commitment to continuous development</li><li>II. <b>Serve Our Customers</b> – serving customers with integrity and competence; proper handling and safeguarding of customers' assets</li><li>III. <b>Avoiding Conflict of Interest</b> – upholding business integrity; anti-bribery practices; proper disclosure of information; fair business, advertising and competition practices</li><li>IV. <b>Preserve Confidentiality and Privacy</b> – upholding the highest standard in preservation of confidentiality and personal data privacy</li></ul>

	<p>V. <b>Safety and Health</b> – ensuring that the working environment is safe, healthy and environmentally friendly</p> <p>VI. <b>Insider Trading</b> – prohibition of insider trading and improper use of price-sensitive information</p> <p>VII. <b>Anti-Money Laundering</b> – strict prohibition of money laundering activity</p> <p>VIII. <b>Political Neutrality</b> – maintaining political neutrality in the conduct of the Group’s business</p> <p>IX. <b>Reporting Channel</b> – commitment to maintain effective channels of communication for stakeholders to raise concerns in good faith without fear of retaliation</p> <p>X. <b>Corporate Citizenship</b> – commitment to responsible economic, environmental and social practices</p> <p>The Code forms the basis of the integrity and ethical values expected of the employees and is incorporated in the <i>Policy and Procedure for Employees</i>.</p> <p>During the financial year under review, the Board reviewed the Code. The latest version of the Code, as approved by the Board, is available under the “Corporate Governance” section of the Company’s corporate website at <a href="http://www.do.com.my">www.do.com.my</a>.</p> <p>To further strengthen ethical standards across the Group, a formal <i>Anti-Bribery and Corruption Policy</i> (“ABC Policy”) and a <i>Fair Competition Policy</i> have been established by the Board to mitigate the risk of bribery, corruption and conflict of interest as well as to promote fair competition practices within the Group. Furthermore, financial and non-financial controls and proportionate due diligence, such as quotation requirements for purchases, tender committee oversight for sales of scrap, payment processing controls, supplier onboarding process etc., are incorporated into the Group’s relevant process specifications as control activities.</p> <p>The ABC Policy is made available at the “Corporate Governance” section of the corporate website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

### Intended Outcome

The 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board encourages employees and other stakeholders to report in good faith any concerns about illegal, unethical or improper business conduct within the Group. The <i>Whistle-blowing Policy</i> established by the Board provides a structured mechanism for the reporting of potential improprieties, including matters related to financial reporting, compliance, and other malpractices, at the earliest opportunity, and through an appropriate manner.</p> <p>The <i>Whistle-blowing Policy</i> safeguards the confidentiality of the identity of the whistle-blower and provides protection to the whistle-blower against any form of retaliation, reprisal or victimisation for reporting any actual or suspected improper conduct.</p> <p>The <i>Whistle-blowing Policy</i> is administered by the Group’s Executive Directors and overseen by the Audit Committee. To allow reports to be made to an independent party, the Audit Committee’s email address (auditcommittee@do.com.my) is provided for the reporting of malpractices.</p> <p>During the financial year under review, the <i>Whistle-blowing Policy</i> was reviewed and re-approved by the Board on 21 November 2025.</p> <p>The Whistle-Blowing Policy is available in the “Corporate Governance” section of the Company’s website at <a href="http://www.do.com.my">www.do.com.my</a> for ease of access for reporting by employees and other stakeholders.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to the <i>Board Charter</i>, one of the key responsibilities of the Board of the Company is to regularly evaluate economic, environmental, social and governance matters of the Group, as well as any other relevant external factors that may influence or affect the development of the business or the interests of the stakeholders and to ensure that the strategic plans of the Group supports long term sustainability.</p> <p>The sustainability management of the Group is governed by the <i>Sustainability Policy &amp; Management</i> established by the Board. The <i>Sustainability Policy &amp; Management</i> sets out the principles of each core component of sustainability, i.e. economic, environmental, social and governance ("EESG"), which acts as the foundation of the Group's sustainability management framework.</p> <p>A formal governance structure for sustainability management is established within the <i>Sustainability Policy &amp; Management</i>, with the roles and responsibilities of the Board, the Audit Committee (as the governance oversight function), the Group Managing Director, the operation management and the internal audit function clearly specified.</p> <p>In particular, the Board assumes the ultimate responsibilities and oversight roles for sustainability management on group-wide basis (including integration of sustainability considerations into strategy setting and daily business operations, as well as aligning the proposed remuneration of the Directors and members of Key Senior Management with the performance of sustainability risks and opportunities), while the Group Managing Director is delegated with the responsibilities to implement the <i>Sustainability Policy &amp; Management</i> and to manage sustainability risks and opportunities of the Group (including identification, assessment and responses to sustainability risks and opportunities).</p>

	<p>The <i>Sustainability Policy &amp; Management</i> also specifies the process for the materiality assessment and stakeholder prioritisation, including stakeholder engagement methods, assessment criteria, review standings and formulation of management responses. The results of the materiality assessment and corresponding management responses are integrated into the Group’s risk management process for continuous monitoring per the <i>Risk and Opportunity Management Policy and Procedure</i>.</p> <p>Founded on the <i>Sustainability Policy &amp; Management</i>, the <i>Sustainable Supply Chain Management</i> was established by the Group to specify environmental, social and governance requirements applicable to suppliers. The suppliers are required to provide confirmation or certification of compliance with the <i>Sustainable Supply Chain Management</i>, and the Group is accorded the right to audit suppliers and/or request information to verify such compliance.</p> <p>Please refer to the <i>Sustainability Policy &amp; Management</i> and <i>Sustainable Supply Chain Management</i> published in the “Corporate Governance” section of the Company’s website at <a href="http://www.do.com.my">www.do.com.my</a> for more details.</p> <p>During the financial year under review, Management presented the material sustainability matters identified, sustainability strategies and targets established and the actual performance of selected sustainability to the Audit Committee and the Board for review.</p> <p>Details of the Group’s sustainability management activities, performances and responses formulated are set out in the <i>Sustainability Report</i> published together with the Company’s <i>Integrated Report</i> for the financial year under review.</p>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

### Intended Outcome

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

### Practice 4.2

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>Pursuant to the <i>Sustainability Policy &amp; Management</i>, communication with interested stakeholders is achieved through various means, including:</p> <ul style="list-style-type: none"><li>• communication channels that are available at all times for stakeholders to provide feedback and lodge complaints (email address of Group Managing Director, Group Financial Controller and Regional Sales Manager as published in the Company's corporate website);</li><li>• engagement forum;</li><li>• meetings and interviews with institutional investors, analysts, media representatives, bankers and other stakeholders, where necessary;</li><li>• an electronic feedback form available in the Company's corporate website;</li><li>• press releases on matters relevant to sustainability management; and</li><li>• the <i>Sustainability Report</i> published together with the <i>Integrated Report</i>.</li></ul> <p>In particular, the <i>Sustainability Report</i> published together with the <i>Integrated Report</i> for the financial year under review was prepared pursuant to Paragraph 29 of Part A of Chapter 9 - Appendix 9C and Part III of Practice Note 9 of MMLR and guided by the Sustainability Reporting Guide issued by Bursa Securities Malaysia Berhad and Global Reporting Initiatives Standards (Core Option).</p> <p>The content of the prepared <i>Sustainability Report</i> includes the scope of the report, the sustainability governance structure with summary of responsibilities, identified sustainability matters (including material sustainability matters), climate-related transition risks and opportunities and physical risks, stakeholders engagement activities, sustainability management initiatives, performance of material sustainability matters (including common sustainability matters), Greenhouse Gas ("GHG") emissions covering Scope 1, Scope 2 and Scope 3 and other relevant sustainability disclosures.</p> <p>For further details, please refer to the <i>Sustainability Report</i> published together with the Company's <i>Integrated Report for the financial year under review</i>.</p>

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

### Intended Outcome

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

### Practice 4.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>One of the responsibilities of the Board of the Company is to regularly evaluate the sustainability risks and opportunities faced by the Group, taking into consideration changes in the internal and external business environment and matters that may affect the interests of stakeholders. The Board retains ultimate oversight of sustainability matters on a group-wide basis.</p> <p>The Group Managing Director is tasked to conduct periodic review on all sustainability matters affecting the Group, including assessing the adequacy and effectiveness of the responses formulated and implemented. The Audit Committee is updated on sustainability matters at scheduled intervals or as and when required, particularly when there are material changes in the internal or external environment. On the other hand, heads of department/division are assigned with the responsibility to continuously monitor sustainability matters within their areas of responsibility, with any material issues escalated to the Group Managing Director for review and decision-making.</p> <p>During the financial year in review, the Audit Committee and the Board of the Company were reported on, among others, the identified material sustainability matters, the established sustainability strategies and targets and the performance of selected sustainability matters. With such escalation and reporting mechanisms, the Audit Committee and the Board were kept informed by the Management of the sustainability risks and opportunities faced by the Group, the corresponding responses formulated and implemented, as well as the monitoring mechanism put in place. This governance structure enables sustainability risks to be mitigated while optimising sustainability opportunities in support of the long term sustainability of the Group. At times, pertinent questions were raised by the members of the Board during Board meetings on the prevailing sustainability issues arising from changes in the internal or external business environment in order to seek clarification and feedback from Key Senior Management on the responses implemented or formulated to address such risks.</p> <p>The Board is made up of senior executives and professionals in the fields of business management, legal, economics, accountancy, information technology, engineering, internal audit and supply chain management.</p>

	<p>The members of the Board possess the required skill, knowledge and experience for sustainability management, which they gain through their professional and working experiences. The knowledge of sustainability management was supplemented by training programmes attended by the Directors. With such competencies, the members of the Board are able to identify emerging sustainability risks or opportunities in a timely manner, ensure appropriate and adequate responses are formulated to address such risks or optimise such opportunities and continuously improve the maturity of the sustainability management practices within the Group.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

### Practice 4.4

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The performance of the Key Senior Management in relation to sustainability management was reviewed by the Nomination Committee during the financial year through the annual declaration process. Members of Key Senior Management provided confirmation of compliance with the major aspects of the Group's <i>Sustainability Policy &amp; Management</i> within their respective areas of responsibility.</p> <p>Based on the annual declaration and results of performance evaluation conducted by the Nomination Committee, the Board is satisfied that the Group's sustainability management activities, including sustainability strategies and responses formulated and implemented, were adequate during the financial year under review and that the Executive Directors and Key Senior Management possess the required skills, knowledge and experience to mitigate prevailing sustainability risks and optimise opportunities faced by the Group.</p> <p>In order to ensure that all members of the Board possess the necessary capacity and competency to deliberate on sustainability-related matters, the Nomination Committee conducted an assessment of individual directors during the annual performance evaluation exercise in March. This includes evaluating Directors' capacity and competency on sustainability management, their ability to identify sustainability risks and opportunities, and determining any training needs in relation to sustainability management, via the Director Evaluation Form.</p> <p>During the same exercise, the Board as a whole was assessed the <i>Board and Board Committee Evaluation Form</i> to ensure it possesses the appropriate mix of skills, knowledge and size to effectively oversee the Group's sustainability and stakeholder management.</p> <p>Based on the results of these assessments, the Nomination Committee and the Board were satisfied that individual directors possess the necessary capacity and competency to deliberate on sustainability matters and that the Board, as a whole, has the right mix of skills, knowledge and size to proactively oversee the Group's sustainability management and stakeholder engagement.</p>

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

### Intended Outcome

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

### Practice 4.5- 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.

<i>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.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: <p>The sustainability management of the Group is spearheaded by the Group Managing Director and supported by the Operation Management team. The Group Managing Director takes sustainability matters to heart and is actively involved in overseeing the implementation of the Group's <i>Sustainability Policy &amp; Management</i> and sustainability strategies.</p> <p>During the financial year under review, the Group Managing Director initiated and ensured the proper execution of various sustainability initiatives, including but not limited to:</p> <ul style="list-style-type: none"><li>• Maintaining net zero GHG emission for Scope 2 in 2025 through the purchase of Renewable Energy Certificate ("REC").</li><li>• Executed Power Purchase Agreement, allowing vendor to install solar panels at Plant 2 to increase self-generation of electricity and reduce reliance on grid supplied electricity. Expected to complete testing and commissioning in 2026.</li><li>• Implementation of energy-saving projects to optimise energy consumption within the production line.</li><li>• Implementation of chemical usage optimisation plans to reduce overall chemical wastage in plating process.</li><li>• Continuous monitoring together with the Operation Management team, with efficiency improvement targets set for electricity consumption and water savings arising from the sawing wastewater recycling project</li><li>• Closely monitoring of key parameters for industrial effluent and air emission to ensure compliance with applicable regulatory requirements.</li><li>• Labour practice and employee wellbeing:<ul style="list-style-type: none"><li>⊖ Provision of ongoing training and professional development opportunities to continuously engage employees and foster their personal and career growth.</li></ul></li></ul>

	<ul style="list-style-type: none"><li>⊖ Conducting regular safety inspections to maintain a safe working and living environment, including inspections for gas leakages in employee hostels to safeguard workforce wellbeing.</li><li>• Undertaking product and material engineering initiatives to improve material utilisation rate and reduce wastage.</li></ul>
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### Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to the Terms of Reference of the Nomination Committee, one of the key duties of the Nomination Committee is to review and consider the appointment and re-appointment of Directors of the Company based on the <i>Fit and Proper Policy</i> and the <i>Policy and Procedure on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i>, and to make recommendations to the Board for consideration and decision.</p> <p>It is also the duty of the Nomination Committee to ensure that the composition of the Board is refreshed periodically, based on the strategies of the Group, the tenure of each Director, and the results of the Board's performance evaluation. The annual re-election of the Director is based on the satisfactory evaluation of the Director's performance and contribution to the Board.</p> <p>As part of the annual board evaluation exercise, the Nomination Committee assessed the individual Directors in terms of their tenure on the Board as well as their contribution in Board's oversight responsibilities and the development of the Group's strategies. In addition, the individual Directors' contributions to effective Board governance, as well as their required skills, knowledge and competencies, were evaluated through the Director Evaluation and Board Skills Matrix.</p> <p>Based on the outcome of these evaluations, the Nomination Committee and the Board were satisfied that the existing Board composition and the tenure of each Director were appropriate and capable of meeting the current and future needs of the Group to support its long-term business sustainability. Accordingly, the Nomination Committee and the Board recommended the re-appointment of the Directors at the Annual General Meeting held during the financial year, in view of their satisfactory performance and meaningful contributions to the Board's governance and oversight responsibilities.</p>
<b>Explanation for departure</b>	:	

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

**Intended Outcome**

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

**Practice 5.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>As at the date of this Report, the Board comprises nine (9) members, consisting of one (1) Executive Director, three (3) Non-Independent Non-Executive Directors and five (5) Independent Directors, representing 55.5% of the Board. As the Company is classified as a Large Company for the financial year under review, the Board currently comprises majority of independent directors.</p> <p>The existing composition of the Board also complies with the minimum prescribed requirement of Paragraph 15.02(1) of MMLR, which states that “a listed issuer must ensure that at least two (2) directors or one third (1/3) of the board of directors of a listed issuer, whichever is the higher, are independent directors”.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.3

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to the <i>Board Charter</i>, the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) year tenure, an Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director. In the event the Board intends to retain such Director as an Independent Director beyond nine (9) years, the Board shall provide strong justification and obtain shareholders' approval at the annual general meeting.</p> <p>In line with the recommended practice under MCCG, if the Board seeks to retain an Independent Director beyond the ninth (9<sup>th</sup>) year, such Director shall be subject to a two-tier voting process in order to remain as an Independent Director, up to a maximum cumulative period of twelve (12) years. Upon completion of twelve (12) years, the Independent Director must either resign or be re-designated as a Non-Independent Director. The policy on the tenure of Independent Directors is stated in Paragraph 3.5 of the <i>Board Charter</i>, which can be found in the "Corporate Governance" section of the corporate website at <a href="http://www.do.com.my">www.do.com.my</a>.</p> <p>At the Twenty-First Annual General Meeting ("21<sup>st</sup> AGM"), the resolution to retain Mr. Jesper Bjoern Madsen, who had served the Board for more than nine (9) years but less than twelve (12) years, as an Independent Director was subjected to a two-tier voting process in accordance with MCCG. The justification for seeking shareholders' approval for the retention of Mr. Jesper Bjoern Madsen as an Independent Director was disclosed in the Notice of 21<sup>st</sup> AGM to enable shareholders to make an informed decision. The resolution was duly approved by the shareholders at the 21st AGM, and Mr. Jesper Bjoern Madsen continue to serve as an Independent Director of the Company until the conclusion of the next AGM.</p>

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

**Intended Outcome**

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

**Practice 5.4 - Step Up**

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

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

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

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Appointment of new Directors to the Board and members of Key Senior Management as well as re-appointment of Directors of the Company and its subsidiaries, shall be recommended to the Nomination Committee for review. The Nomination Committee shall then make recommendations to the Board for consideration and decision in accordance with the <i>Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i>, as approved by the Board.</p> <p>As part of the nomination, appointment and re-appointment process, the Nomination Committee shall identify and assess candidates to ensure that the Director and member of Key Senior Management to be appointed or seeking re-appointment meet the following criteria:</p> <ul style="list-style-type: none"><li>i. possess the requisite intelligence, education and experience to make a significant contribution to the Board and the Key Senior Management as well as to bring a range of knowledge, skills, competency, diverse perspectives and backgrounds to its deliberations;</li><li>ii. possess requisite knowledge, skills, competency and experience to complement and strengthen the knowledge, skills and experience possessed by existing members of the Board and the Key Senior Management to discharge its duties and responsibilities effectively and efficiently;</li><li>iii. have the highest ethical standards (i.e. probity, personal integrity, reputation and financial integrity), strong sense of professionalism and intense dedication to serve the interests of the stakeholders; and</li><li>iv. devote and spend reasonable amount of time and effort to meet the demand and expectations on the roles and responsibilities as a director or member of Key Senior Management of the Company and its subsidiaries.</li></ul> <p>The selection criteria are further guided by the following considerations:</p>

- **Fit and proper** - subject to the *Fit and Proper Policy* approved by the Board with the criteria as follows:
  - **Probity, personal integrity and reputation** - person must have the personal qualities such as honesty, integrity, diligence and independence of mind and fairness as well as and must manage his/her debts or financial affairs prudently.
  - **Financial integrity** - person must manage his/her debts or financial affairs prudently.
  - **Experience and competence** - person must have the necessary skills, experience, ability and commitment to carry out the role.
  - **Time and commitment** – person must devote sufficient time and commitment to discharge his/her roles and responsibilities). In particular, the consideration of such person’s directorship (executive and non-executive) in public and private limited corporations as well as practices under sole-proprietorship or partnership will be taken into account.

A copy of the *Fit and Proper Policy* can be found in the “Corporate Governance” section of the corporate website at [www.do.com.my](http://www.do.com.my).

- **Skilled and diverse backgrounds** – possession of appropriate and relevant qualifications and functional/technical expertise, training, skills and experience to effectively discharge duties as a director or member of the Key Senior Management of the Company or subsidiaries
- **Boardroom and Key Senior Management diversity** - in terms of the critical knowledge, skills and experience to be brought to the Board, as well as race and gender diversity. In particular, the Board seeks to ensure representation of at least two (2) major ethnic groups in Malaysia and Key Senior Management levels, achieving the target of at least 30% women representatives on the Board, and maintain at least one woman representative at the Key Senior Management level of the Company.
- **Knowledge and skill in sustainability oversight and management** – possession of required knowledge, skill and competency to oversee and manage sustainability matters and stakeholder engagement.
- **Independence of Independent Director** - assessment of independence in accordance with established criteria and procedures.

The nomination and appointment process for Directors or members of Key Senior Management includes:

- Identification of suitable candidates from a pool of potential candidates, including recommendations from major shareholders, existing Directors and independent sources, such as external auditors, other professional firm or other corporate Director registries;

- Evaluation of the suitability of candidates, including fit and proper assessment per *Fit and Proper Policy*, sustainability competency assessment, conflict of interest checks and independence assessment for Independent Directors;
- Interviews with shortlisted candidates;
- Deliberation by the Nomination Committee; and
- Recommendation to the Board for consideration and decision.

For the re-appointment of the Directors, the Nomination Committee shall:

- Review the submitted *Fit and Proper Declaration, Declaration of Interest Form*, and any other relevant reports;
- Assess the independence of the Independent Director based on the *Independent Director Self-Assessment Form* (applicable to Independent Director);
- Review the results of the above assessments together with the results of the performance evaluation of the Director concerned; and
- Submit its recommendations to the Board for consideration and decision, following which the Board shall recommend the re-appointment to shareholders at the general meeting.

Directors seeking re-appointment shall abstain from all review, assessment, discussion and decision in relation to his/her re-appointment at the meeting of the Nomination Committee and the Board of the Company and its subsidiaries (as applicable).

During the 21<sup>st</sup> AGM held during the financial year under review, the re-appointment of Directors was conducted in accordance with the above procedures. Only Directors who satisfied the fit and proper, conflict of interest, independence, and performance criteria were recommended to shareholders for re-appointment.

On the other hand, the nomination and recruitment process for new members of the Key Senior Management entails:

- Identification of candidates by the Group Managing Director if there is no recommendation from the Board;
- Interviews with shortlisted candidates by the Group Managing Director, supported by background checks, including fit and proper assessment per *Fit and Proper Policy* and conflict of interest checks;
- Review and deliberation by the Nomination Committee together with the Group Managing Director, and
- Recommendation to the Board for approval.

In accordance with the *Board Charter* and the *Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director*, it is the policy of the Board that active politicians shall not be appointed as members of the Board of the Company and its subsidiaries. As of the date of this report, no active politician has been appointed as a member of the Board of the Company and its subsidiaries.

	<p>The <i>Terms of Reference of Nomination Committee</i>, the <i>Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i> and the <i>Fit and Proper Policy</i> are published in the “Corporate Governance” section of the Company’s website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

### Intended Outcome

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

### Practice 5.6

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to the <i>Terms of Reference of the Nomination Committee</i> and the <i>Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i>, approved by the Board, recommendations of candidates for appointment may be made by the Board members, major shareholders or independent sources to the Nomination Committee via the submission of the <i>Director Recommendation Form</i>.</p> <p>The existing members of the Board of the Company (except Madam Jennifer Chong Gaik Lan, Mr. Goh Chin Loong, Mr. Au Siew Loon, Mr. Raja Ahmad Nazim Azlan Shah bin Raja Ashman Shah and Madam Lui Soek Kuen) were appointed based on recommendations from the Board members and major shareholders of the Company before the introduction of recommended best practice under the MCCG 2021, which encourages the use of independent sources in the identification of candidates for directorship.</p> <p>The appointments of Madam Jennifer Chong Gaik Lan, Mr. Goh Chin Loong, Mr. Au Siew Loon, Mr. Raja Ahmad Nazim Azlan Shah Bin Raja Ashman Shah and Madam Lui Soek Kuen to the Board of the Company were made after the issuance of MCCG 2021, following due consideration of recommendations received from the Board members, major shareholders and independent sources, in line with the Company's enhanced nomination and appointment practices.</p> <p>The <i>Terms of Reference of Nomination Committee</i>, the <i>Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i> and the <i>Fit and Proper Policy</i> are published in the "Corporate Governance" section of the Company's website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>
<b>Explanation for departure</b>	:	

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

## Intended Outcome

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

## Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The recommendation for re-appointment of directors for the 21<sup>st</sup> AGM was subject to the re-appointment process outlined in the <i>Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i> and the <i>Fit and Proper Policy</i>, performed by the Nomination Committee before its recommendations to the Board for consideration and decision.</p> <p>The Board carefully reviewed the result of the re-appointment process before recommending the relevant Directors for shareholders' approval. Directors seeking re-appointment abstained from all review, assessment, discussion and decision in relation to his/her re-appointment at the meetings of the Nomination Committee. Re-appointment recommendations were only made to the Board upon satisfactory results from the fit and proper assessment, conflict of interest check, independence assessment (for Independent Directors) and performance evaluation.</p> <p>Based on the above process and satisfactory assessment results, the Board concluded that all Directors standing for re-appointment at the 21<sup>st</sup> AGM are fit and proper, as they:</p> <ul style="list-style-type: none"><li>• have no interest that is conflicting with the interests of the Group, or where such interests exist, they have been appropriately disclosed and mitigated to the satisfaction of the Board,</li><li>• are able to commit sufficient time to discharge his/her duties and responsibilities effectively as a director of the Company,</li><li>• continue to contribute positively to the Group's business success, long-term sustainability and governance oversight, and</li><li>• maintain their independence as Independent Directors, which has not been impaired by the tenure with the Company and/or relationships with the Executive Directors and Key Senior Management.</li></ul> <p>To facilitate shareholders in making an informed decision on the re-appointment of Directors at the 21<sup>st</sup> AGM, relevant disclosures were provided in the Notice of the 21st AGM. The disclosures made include</p>

	<p>details of Directors standing for re-appointment, the Board's statements supporting each re-appointment together with the accompanying reasons, as well as an explanation of how the Company's policies and procedures were applied in determining the Board's decision to recommend the re-appointment of the Directors. The Notice of the 21<sup>st</sup> AGM was issued to shareholders at least thirty (30) days prior to the date of the AGM.</p> <p>Based on the satisfactory results of the fit and proper assessment, conflict of interest checks, independence assessment (for Independent Directors) and performance evaluation, the Board recommended the re-appointment of the relevant Directors at the 21<sup>st</sup> AGM.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

### Intended Outcome

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

### Practice 5.8

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nomination Committee is chaired by a Senior Independent Non-Executive Director, Mr. Jesper Bjoern Madsen. The Nomination Committee are made up exclusively of Non-Executive Directors, with the majority being Independent Directors.</p> <p>In accordance with the Terms of Reference of the Nomination Committee, the Nomination Committee shall:</p> <ul style="list-style-type: none"><li>a) Consists of not less than three (3) members,</li><li>b) Comprises exclusively of Non-Executive Directors, with the majority being Independent Directors,</li><li>c) Elects an Independent Director or a Senior Independent Director to chair the Nomination Committee,</li><li>d) If a member of the Nomination Committee resigns or ceases to be a member for any reason resulting in the number of members falling below 3, the Board shall, within 3 months, appoint such number of new members as may be required to make up the minimum membership.</li></ul> <p>As set out in the Terms of Reference, the Nomination Committee, led by the Chairman, is responsible for the following, inter alia:</p> <ul style="list-style-type: none"><li>a) To consider and recommend to the Board candidates for appointments as Directors and members of Key Senior Management, as well as re-appointment of Directors, after considering the required probity, personal integrity, reputation and financial integrity, as well as the experience, competency and time commitment that the candidate would bring to the Board and the Key Senior Management team per <i>Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i> and the <i>Fit and Proper Policy</i>;</li><li>b) To review succession planning for Chairman of the Board, Directors and Key Senior Management, and to recommend to the Board measures that ensure such succession plan is adequate and effective;</li><li>c) To source candidates for directorship from independent sources;</li><li>d) To evaluate the suitability of candidates for the position of Independent Directors and their ability to discharge the responsibilities and functions expected from Independent Directors;</li></ul>

	<p>e) To assess and determine the independence of each Independent Director based on the criteria and procedures set out in the <i>Policy on Independence Assessment of Independent Directors</i>;</p> <p>f) To consider candidates for directorships and Key Senior Management positions proposed by the Group Managing Director and, within bounds of practicability, by any other senior executive, any Director or shareholder;</p> <p>g) To recommend to the Board the appointment of Directors to fill seats on Board Committees;</p> <p>h) To assess, on an annual basis, the effectiveness of the Board, Board Committee as a whole, and the contribution of each Director and Key Senior Management, as well as to report the results of the assessment to the Board;</p> <p>i) To identify the training needs of each Director, the Group Managing Director and the Group Financial Controller (including sustainability management);</p> <p>j) To review the terms of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee, as a whole and its members, have discharged their duties in accordance with the terms of reference and the applicable listing requirements; and</p> <p>k) To ensure that the composition of the Board is refreshed periodically, taking into consideration the Group’s strategies and the results of the Board evaluation (including sustainability competency assessment), and that Directors are recommended for annual re-appointment based on satisfactory performance and contribution to the Board, with the results of the reviews reported to the Board for consideration and decision.</p> <p>The Chairman of the Nomination Committee reports to the Board on the outcome of the committee meetings.</p>
<b>Explanation for departure</b>	:
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<b>Measure</b>	:
<b>Timeframe</b>	:

### Intended Outcome

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

### Practice 5.9

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Pursuant to the <i>Board Charter</i>, the Board had set a target to achieve at least 30% women representation on the Board of the Company and at least a female representation at the Group's senior level of management. The board diversity requirements are guided by the <i>Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i>.</p> <p>It is the Board's policy to promote gender diversity and ensure meaningful representation of women on the Board and within the Group's Key Senior Management. In this regard, the Nomination Committee is tasked with monitoring and overseeing the implementation of this policy, including ensuring that at least 30% of the Board comprises women and that there is at least one woman representative at the Group's Key Senior Management level.</p> <p>Following the restructuring exercise undertaken to comply with the gender diversity requirements under the MMLR, the Board currently comprises nine (9) members, with two (2) women directors (i.e. Madam Jennifer Chong Gaik Lan and Madam Lui Soek Kuen), representing 22% of the Board, thereby meeting the MMLR requirement for the appointment of at least one (1) woman Director.</p> <p>At the Key Senior Management level, one (1) woman representative, Ms. Vishalini Sankaran, the Human Resources Director, has been identified in accordance with the Company's gender diversity policy.</p> <p>While the Board has yet to achieve the targeted 30% women representation, the Board is satisfied that the current board composition, assessed through annual performance assessment, possesses an appropriate balance and mix of skills, knowledge, experience and competencies to effectively discharge its duties and responsibilities.</p> <p>At present, no alternative practice has been implemented to increase women representation on the Board, apart from setting the target in the Policy to achieve at least 30% women representatives on the Board within three (3) years from the date of the Policy.</p>

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	: The Board is committed, in the medium term, to actively increasing women representation at the Board level in order to comply with Practice 5.9.
<b>Timeframe</b>	: Within 3 years

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company is committed to promoting diversity at both the Board and Key Senior Management levels, with gender being a key consideration alongside skills, experience, knowledge, and ethnicity. In line with this, the Board has established its policy on diversity, including gender diversity at the Board and Key Senior Management level in Section 3 - Board and Key Senior Management Diversity of the <i>Policy and Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director</i>.</p> <p>Pursuant to the Policy, the Nomination Committee is responsible for identifying any competency gaps in the existing composition of the Board and Key Senior Management. Such assessment considers knowledge, skills, experience, as well as race, gender, and age diversity to ensure that the Board, each individual Director, and Key Senior Management can effectively discharge their roles and responsibilities.</p> <p>The Policy set a target of at least 30% women representation at the Board level within a reasonable timeframe of three (3) years from adoption, and at least one woman representation at the Key Senior Management level.</p> <p>As of the date of this report, the Board comprises two (2) women Directors (22% of the Board) and the Key Senior Management includes one (1) woman representative, in line with the Policy. The Nomination Committee considers gender diversity as part of its annual Board and Key Senior Management evaluation, succession planning, and recruitment process, ensuring balanced representation and diverse perspectives in strategic decision-making.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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## Intended Outcome

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

### Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>In line with the <i>Terms of Reference of Nomination Committee</i>, the Board conducted its annual evaluation, covering the Board as a whole and each of its Board Committees (including Audit Committee, Nomination Committee, Remuneration Committee and ESOS Committee), individual Directors, the Chairman of the Board, the Group Managing Director and the Group Financial Controller, as well as independence of Independent Directors.</p> <p>For the financial year under review, the performance evaluation for the previous financial year ended 31 December 2024 was conducted internally with facilitation by the Company Secretary, without engagement of an independent expert. The performance evaluation for the year ended 31 December 2023 was facilitated by an independent expert.</p> <p>The performance evaluation process was conducted using forms adapted from the Corporate Governance Guide issued by Bursa Malaysia Berhad, including:</p> <ul style="list-style-type: none"><li>• <i>Board and Board Committee Evaluation Form</i> – assessing board mix and composition, quality of information and decision-making, effectiveness of oversight function, relationships with management, oversight of sustainability matters and overall performance;</li><li>• <i>Directors' Evaluation and Board Skill Matrix Form</i> – assessing individual Directors' fit and proper criteria; contribution and performance; calibre and personality; strategy and entrepreneurship capabilities; understanding of legal and regulatory requirements, corporate governance, risk management and internal controls, audit, accounting, financial reporting and taxation, human capital, information technology and cybersecurity, sales and marketing; production and quality control, as well as sustainability competencies;</li></ul>

	<ul style="list-style-type: none"> <li>• <i>Evaluation of Performance of Audit Committee</i> – assess performance of Audit Committee to ensure it carried out its duties in accordance with its terms of reference. Please refer to Practice 9.5 of this Report for the details.</li> <li>• <i>Audit Committee Members’ Self and Peer Evaluation Form</i> and <i>Audit Committee Evaluation Questionnaires</i> and <i>Financial Literacy Questionnaire</i> – assessing whether the Audit Committee has discharged its duties in accordance with its Terms of Reference (please refer to Practice 9.5 of this Report for further details)</li> <li>• <i>Group Financial Controllers’ Evaluation Form</i> - assessing the Group Financial Controller’s contribution, performance, as well as calibre and personality</li> <li>• <i>Chairman Evaluation Form</i> - assessing the Chairmans’ leadership effectiveness and discharge of responsibilities.</li> <li>• <i>Independent Directors’ Self-Assessment Checklist</i> – assessing the continued independence of Independent Directors</li> </ul> <p>Through the evaluation processes, the Board, through the Nomination Committee, reviewed and assessed its skills, competencies, experience and other essential qualities, including the core competencies required to effectively support the Group’s strategic direction and sustainability objectives. The size and composition of the Board were also reviewed to ensure continued effectiveness, balanced decision-making and alignment with the Group’s current and future needs. The evaluation further assisted in identifying training and development needs of Directors and Key Senior Management.</p> <p>Based on the assessment findings, the Board is satisfied with the existing composition and performance of the Board and is of the opinion that all Directors possess the required skills, competencies, experience and integrity to discharge their responsibilities. The Board concluded that its present size and composition are optimal, aligning with the Group’s operational needs and reflecting a well-balanced mix of financial, technical and business expertise crucial for the effective stewardship of the Group and long term sustainability of the Group.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	



### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to the <i>Terms of Reference of the Remuneration Committee</i> approved by the Board, the Remuneration Committee is tasked to review and recommend to the Board the remuneration packages and other terms of employment of the Directors and Key Senior Management of the Company and its subsidiaries. Furthermore, the Board has established a formal <i>Board and Key Senior Management Remuneration</i>, which is administered by the Remuneration Committee and ESOS Committee to ensure that remuneration practices are fair, competitive, transparent and aligned with the Group's business strategy, risk appetite and long-term sustainability objectives.</p> <p>Please refer to the "Corporate Governance" section of the Company website at <a href="http://www.do.com.my">www.do.com.my</a> for <i>Terms of Reference of the Remuneration Committee</i> and the <i>Board and Key Senior Management Remuneration Policy</i> approved by the Board.</p> <p>The objectives of the <i>Board and Key Senior Management Remuneration Policy</i> are as follows:</p> <ul style="list-style-type: none"><li>• to attract and retain highly qualified members to enable the Company to provide a well-balanced and competitive Directors and Key Senior Managements compensation package.</li><li>• to ensure that the interests of Executive Directors and the Key Senior Management are aligned with the business strategy, risk tolerance, values and medium to long-term interests of the Group and is consistent with the "pay-for-performance" principle.</li><li>• to promote strong teamwork culture among the Executive Directors and the Key Senior Management.</li><li>• to instil transparency and openness in the review and approval of compensation package of the Board members and of the Key Senior Management.</li></ul>

	<p>The remuneration packages and fees of Directors and Key Senior Management are reviewed by RC at least once annually, or as and when necessary. The Remuneration Committee reports the results of its review to the Board for deliberation and approval, and where applicable, for submission to shareholders for approval at general meetings.</p> <p>Based on the <i>Board and Key Senior Management Remuneration Policy</i>, the key component of remuneration are as follows:</p> <ul style="list-style-type: none"> <li>• <b>Principal Components of Compensation for Executive Directors (Including Executive Directors of the Subsidiaries) and Key Senior Management</b> <ul style="list-style-type: none"> <li>• Fixed salary and allowance are determined based on individuals' knowledge, skills, experience and responsibilities assigned, which are reviewed by Remuneration Committee at least once annually, taking into consideration the performance of the respective individual, country of assignment, country-specific annual inflation rate, market rate of pay and etc.</li> <li>• Variable Compensation is granted based on collective performance of the individual as measured against financial targets established by the Board and Personal Objectives; and</li> <li>• Benefits and other arrangements are granted based on their contractual agreements, local customs and comparable arrangements for comparable senior executives in the industry.</li> <li>• Directors' fees and benefits shall be reviewed by the Board as a whole annually and proposed to shareholders for approval at the general meeting.</li> </ul> </li> <li>• <b>Principal Components of Compensation for Non- Executive Directors (Including Non-Executive Directors of the Subsidiaries)</b> <ul style="list-style-type: none"> <li>• Annual Director's Fee is fixed based on the individual's knowledge, skills and competency (including sustainability oversight competencies), assigned responsibilities, contributions to the Board and the Board Committees.</li> <li>• Allowances are granted for the purpose to defray cost/expenses incurred in carrying out the responsibilities assigned.</li> <li>• Director fees and allowances shall be reviewed by the Board as a whole annually and proposed to shareholders for approval at the general meeting.</li> <li>• Compensation for Non-Executive Directors shall not be subject to the financial performance of the Group and shall not include cash bonus schemes to prevent potential conflict with their primary role as an independent representative of stakeholders.</li> </ul> </li> <li>• <b>Equity-based Remuneration</b> <ul style="list-style-type: none"> <li>• Offering and granting of ESOS to Directors (including Directors of the subsidiaries) and Key Senior Management shall be determined by the ESOS Committee based on individuals'</li> </ul> </li> </ul>
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	<p>knowledge, skills and competency, past and expected contribution to the Group in the future, as well as sustainability oversight competencies.</p> <p>The Remuneration Committee held four (4) meetings during the financial year under review. At these meetings, the Remuneration Committee reviewed the proposed Director fees for Non-Executive Directors. Following the review, the recommended fees were reported to the Board for consideration and approval, and thereafter proposed to shareholders for final approval at the general meeting.</p> <p>The Remuneration Committee also reviewed the proposed bonus framework for the financial year 2025 and reported the results of the review to the Board for further consideration and decision. In addition, the Remuneration Committee reviewed the proposed remuneration package for the Executive Directors and Key Senior Management, taking into account the roles and responsibilities, individual performance, market competitiveness, and alignment with the Group’s business strategy and sustainability objectives.</p> <p>All Directors abstained from deliberation and decision-making on matters relating to their own remuneration when the Board considered and approved Directors’ remuneration.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Remuneration Committee was formed to assist the Board in determining, developing and recommending an appropriate remuneration policy and remuneration packages for Directors and Key Senior Management, with the objective of attracting, retaining and motivating high-calibre individuals to lead and manage the Group.</p> <p>The duty to implement and administer the <i>Board and Key Senior Management Remuneration Policy</i> is delegated by the Board to the Remuneration Committee. In this regard, the Remuneration Committee is tasked to review the remuneration packages of the Executive Directors and Key Senior Management as well as the compensation for the Non-Executive Directors. The Remuneration Committee also reviews the <i>Board and Key Senior Management Remuneration Policy</i> from time to time and submits recommendations to the Board for revision.</p> <p>The Remuneration Committee comprises wholly of Non-Executive Directors and the majority of whom are Independent Directors. During the financial year under review, the composition of the Committee changed due to the departure of a director. However, the vacancy was filled by an existing Non-Executive Non-Independent Director. The composition of the Remuneration Committee is disclosed in the Corporate Information of the <i>Integrated Report</i>.</p> <p>The Remuneration Committee operates under clearly defined terms of reference which state the duties and authorities of the Committee. The <i>Terms of Reference of Remuneration Committee</i> is published on the "Corporate Governance" section of the Company's website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>

	<p>It is the ultimate responsibility of the entire Board to approve the remuneration of the Executive Directors and members of Key Senior Management. The Board determines the remuneration package of the Non-Executive Directors based on their experience and level of responsibilities undertaken. Proposed directors' fees and benefits to be paid to Directors are subject to the approval of shareholders at the Annual General Meeting before payment.</p> <p>Interested Directors shall abstain from deliberation and approval of his/her compensation during the Remuneration Committee meeting and the Board meeting to deliberate and approve (if applicable) remunerations (including proposed allotment of ESOS in the shares of the Company). In addition, Directors who are shareholders and controlling shareholders with a nominee or connected Director on the Board shall abstain from voting at general meetings to approve the remunerations to be paid to such interested Director.</p> <p>In the forthcoming 22<sup>nd</sup> AGM, separate ordinary resolutions will be proposed by the Board of the Company for the approval of directors' fees and benefits on individual director basis.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Board is supportive of transparent and detailed disclosure on named basis for the remuneration of individual directors.  Major remuneration components of the Directors include directors' salary, fee, bonus, allowance and other emoluments as shown 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	Y. Bhg. Tan Sri Mohammed Azlan bin Hashim	Non-Executive Non-Independent Director	59.70	3.00	0	0	0	0	62.70	59.70	3.00	0	0	0	0	62.70
2	Yeow See Yuen	Non-Executive Non-Independent Director	37.65	4.50	0	0	0	0	42.15	37.65	4.50	0	0	0	0	42.15
3	Jesper Bjoern Madsen	Independent Director	55.95	8.50	0	0	0	0	64.45	55.95	8.50	0	0	0	0	64.45
4	Goh Chin San	Non-Executive Non-Independent Director	18.62	2.50	0	0	0	0	21.12	18.62	2.50	0	0	0	0	21.12
5	Jennifer Chong Gaik Lan	Independent Director	51.85	8.50	0	0	0	0	60.35	51.85	8.50	0	0	0	0	60.35
6	Goh Chin Loong	Non-Executive Non-Independent Director	37.65	4.50	0	0	0	0	42.15	37.65	4.50	0	0	0	0	42.15
7	Au Siew Loon	Independent Director	55.76	7.50	0	0	0	0	63.26	55.76	7.50	0	0	0	0	63.26
8	Lui Soek Kuen	Independent Director	49.75	6.50	0	0	0	0	56.25	49.75	6.50	0	0	0	0	56.25
9	Raja Ahmad Nazim Azlan Shah bin Raja Ashman Shah	Independent Director	37.65	4.50	0	0	0	0	42.15	37.65	4.50	0	0	0	0	42.15
10	Tay Kheng Chiong	Executive Director	0	0	0	0	0	0	0	0	0	676.32	79.74	0	52.69	808.75
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

**Intended Outcome**

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

**Practice 8.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board is of the opinion that the disclosure of the remuneration component in bands of RM50,000 on named basis of individual members of Key Senior Management may jeopardise the personal security of the individual member of Key Senior Management and increase the risk of loss of key personnel as their remuneration packages are published publicly and easily accessible online.	
		At present, no alternative practice has been implemented.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	The Board will carefully assess the impact of the disclosure of the remuneration component in bands of RM50,000 on named basis of individual members of Key Senior Management and ensuring that appropriate mitigation measures are in place before proceeding with compliance. The objective is to balance transparency with the need to protect the privacy and retention of key personnel.	
<b>Timeframe</b>	:	Choose an item.	

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

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

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

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company has complied with the requirement that the Chairman of the Audit Committee is not the Chairman of the Board, thereby ensuring an appropriate segregation of roles and the independence of the Audit Committee in discharging its oversight responsibilities.</p> <p>Mr. Au Siew Loon, appointed as the Chairman of the Audit Committee on 24 March 2023, is a member of Malaysian Institute of Certified Public Accountants ("MICPA") and Malaysian Institute of Accountants ("MIA"). He held various senior management positions in companies involved in the financial services, insurance and food and beverage industries. Please refer to the Directors' Profile section of the <i>Integrated Report</i> for further details of the Chairman of the Audit Committee.</p> <p>An abstract of duties and responsibilities of the Audit Committee as stated in the <i>Terms of Reference</i>, led by the Chairman, including but not limited to the following:</p> <ul style="list-style-type: none"><li>• To review with the external auditors the audit plan, its scope and nature and the Audit Report, the results of their evaluation of the accounting policies and systems of internal accounting controls within the Group, the assistance given by the officers of the Company, issuance management letter and evaluate appointment/re-appointment and audit fees, amongst others.</li><li>• To review the appointment and resignation, adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work.</li><li>• To review the internal audit plan, processes and results of the internal audit and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function.</li><li>• To review with management on Audit Reports and management letter issued by the external auditors and the implementation of audit recommendations and interim financial information.</li><li>• To monitor and review related party transactions (including Recurrent Related Party Transactions) entered by the Group.</li><li>• To review the Quarterly Reports on Consolidated Results and Annual Financial Statements prior to submission to the Board.</li><li>• To review conflicts of interest that may arise within the Company or the Group.</li><li>• To review any new grant and the allocation of options under ESOS.</li></ul>

	<ul style="list-style-type: none"> <li>• To review arrangement for whistleblowing.</li> <li>• To review the adequacy and effectiveness of the Group’s risk management process and systems established by the Management.</li> <li>• To review the adequacy and effectiveness of the Group’s sustainability governance structure and process.</li> </ul> <p>The <i>Terms of Reference of the Audit Committee</i> detailing the composition, authorities, duties and responsibilities are available for download from the “Corporate Governance” section of the Company’s website at <a href="http://www.do.com.my">www.do.com.my</a>.</p> <p>A summary of activities of the Audit Committee, led by the Chairman of the Audit Committee, is disclosed in the Audit Committee Report of the <i>Integrated Report</i>.</p>
<b>Explanation for departure</b> :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>None of the members of the Board were former partner of the external auditors of the Company.</p> <p>In addition, the <i>Terms of Reference of the Audit Committee</i> provide that any former partner of the Company's external audit firm (including its affiliate firm) is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee.</p> <p>Please refer to the <i>Terms of Reference of the Audit Committee</i>, which is published in the "Corporate Governance" section of the Company's website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Based on the <i>Terms of Reference of the Audit Committee</i>, the Audit Committee has direct communication channels with the external auditors. In this regard, the Chairman of the Audit Committee engages on a continuous basis with Senior Management, including the Chairman, the Group Managing Director and the Group Financial Controller, as well as the internal and external auditors, to ensure that the Committee is kept adequately informed of matters affecting the Company or the Group.</p> <p>The Audit Committee is responsible for reviewing and discussing with the external auditors on:</p> <ul style="list-style-type: none"><li>• the audit plan, its scope and nature,</li><li>• the Audit Report,</li><li>• the results of their evaluation of the accounting policies and systems of internal accounting controls within the Group,</li><li>• the assistance given by the officers of the Company to external auditors, including any difficulties or disputes with management encountered during the audit,</li><li>• the management letter and/or major findings of internal investigations and Management's response, and</li><li>• the nature and extent of the non-audit services rendered by the external auditors and the appropriateness of the level of fees.</li></ul> <p>Furthermore, it is the responsibility of the Audit Committee to review the appointment or re-appointment of auditors, audit fee and non-audit fees and any questions relating to resignation or dismissal of the external auditors, including recommending the nomination of auditors to the Board. To support this responsibility, the Audit Committee has established the <i>Policies and Procedures to Assess the Suitability and Independence of and the Provision of Non-Audit Service by External Auditor</i>, which sets out criteria for appointment and re-appointment. During the financial year under review, the Audit Committee reviewed the <i>Policies and Procedures to Assess the Suitability and Independence of and the Provision of Non-Audit Service by External Auditor</i> and recommended them to the Board for re-approval. It was subsequently re-approved by the Board on 21 November 2025.</p>

	<p>The engagement of the external auditors is governed by the engagement letter with terms of engagement, which includes, amongst others, the scope of coverage, the responsibilities of the external auditors, confidentiality and independence requirements. The engagement letter is reviewed by the Audit Committee prior to its recommendation to the Board for proposal to shareholders for approval at the AGM.</p> <p>On an annual basis, prior to the commencement of the statutory audit for the financial year, the external auditors present the Audit Plan to the Audit Committee. The Audit Plan outlines the audit approach, areas of audit emphasis, group audit approach, assessment of information technology controls reliance, considerations of works performed by the internal auditor, reporting and deliverables, management communication channels, engagement team, the proposed fees including both audit and non-audit services, fraud consideration, and respective responsibilities of the directors, management and the external auditors. As part of the statutory audit process, the external auditors provide their independence declaration under the By-Laws (On Professional Ethics, Conduct and Practice) of the Malaysia Institute of Accountants (“By-Laws”) and the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards)(“IESBA Code”). Developments in accounting standards applicable to the financial year under review is also discussed.</p> <p>The proposed audit fees and non-audit fees are reviewed by the Audit Committee and subsequently recommended to the Board for approval. The external auditors further confirm that the provision of non-audit services to the Group complies with applicable independence requirements and has not compromised their independence.</p> <p>Upon completion of the audit engagement, the external auditors present Reports their reports to the Audit Committee, which include the audited statutory financial statements, status update of the audit activities, key audit findings update, summary of uncorrected differences, internal control observations, comparison of profit after taxation between audited statutory financial statements and final quarterly unaudited financial statements, expected audit opinion on the financial statements, going concern, key audit matters, accounting records and other records and register, Statement on Risk Management and Internal Control and review of the draft Integrated Report.</p> <p>During the financial year under review, the Audit Committee met with the external auditors three (3) times to discuss the audit plan, audit findings, financial statements and other special matters that required the Audit Committee’s attention. Additionally, the Audit Committee held one (1) private meeting with the external auditors during the financial year ended 31 December 2025, without the presence of the Executive Directors and Management, to encourage free exchange of</p>
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	<p>information and views, as well as allow the external auditors to express their opinion without undue influence or pressure.</p> <p>The annual assessment of the suitability, objectivity and independence of the external auditors is conducted with the guidance from the <i>Policy and Procedures to Assess the Suitability and Independence of and Provision of Non-Audit Services by External Auditors</i>. The criteria for assessment during the appointment and re-appointment of external auditors specified in the said policy include qualifications, technical expertise and capability, adequacy of resources, firm size, independence, professionalism and responsiveness, overall audit performance and appropriateness of audit fees. Consideration is also given to information presented in the Transparency Report issued by the external auditors, and approval from the Audit Committee is required prior to the provision of any non-audit services by the external auditors, having regard to the nature and extent of the non-audit service and appropriateness of the non-audit fees.</p> <p>Having regard to the interactions (including private session held) with the external auditors and the result of the annual assessment performed, the Audit Committee and the Board concluded that the external auditors remained suitable, objective and independent, and have discharged their responsibilities professionally and diligently in accordance with applicable laws and regulations. Accordingly, their re-appointment was recommended to the Board and subsequently proposed to shareholders for approval at the AGM.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted										
<b>Explanation on adoption of the practice</b>	:	<p>At present, the Audit Committee comprises entirely Independent Directors and consists of four (4) Independent Non-Executive Directors.</p> <p>Details of the members of the Audit Committee are disclosed in the Corporate Information and Profile of Directors section of the Integrated Report.</p> <table data-bbox="558 829 1367 993"> <thead> <tr> <th data-bbox="558 829 857 861"><b><u>Name</u></b></th> <th data-bbox="857 829 1367 861"><b><u>Designation</u></b></th> </tr> </thead> <tbody> <tr> <td data-bbox="558 861 857 892">Au Siew Loon (Chairman)</td> <td data-bbox="857 861 1367 892">Independent Director</td> </tr> <tr> <td data-bbox="558 892 857 924">Jesper Bjoern Madsen</td> <td data-bbox="857 892 1367 924">Senior Independent Director</td> </tr> <tr> <td data-bbox="558 924 857 955">Jennifer Chong Gaik Lan</td> <td data-bbox="857 924 1367 955">Independent Director</td> </tr> <tr> <td data-bbox="558 955 857 993">Lui Soek Kuen</td> <td data-bbox="857 955 1367 993">Independent Director</td> </tr> </tbody> </table>	<b><u>Name</u></b>	<b><u>Designation</u></b>	Au Siew Loon (Chairman)	Independent Director	Jesper Bjoern Madsen	Senior Independent Director	Jennifer Chong Gaik Lan	Independent Director	Lui Soek Kuen	Independent Director
<b><u>Name</u></b>	<b><u>Designation</u></b>											
Au Siew Loon (Chairman)	Independent Director											
Jesper Bjoern Madsen	Senior Independent Director											
Jennifer Chong Gaik Lan	Independent Director											
Lui Soek Kuen	Independent Director											

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The members of the Audit Committee possess a diverse range of skills necessary to effectively discharge their duties, including expertise in accounting, finance, external audit, internal audit, operations, procurement and supply chain management. All members of the Audit Committee are financially literate, with such competency gained through their formal education and professional experience. Details of their experiences and education qualifications are disclosed in the Profile of the Directors section of the Integrated Report.</p> <p>During the financial year ended 31 December 2025, the members of the Audit Committee undertook continuous professional development programme(s) as required by the respective professional bodies. They also attended training programmes identified by the Board, focusing on regulatory developments and other relevant topics relevant to their roles. The details of the training attended during the financial year under review are as follows:</p> <p><b><u>Name</u></b></p> <p><b><u>Au Siew Loon</u></b></p> <ul style="list-style-type: none"><li>- Related Party Transaction Simplified (Organised by CKM Advisory Sdn Bhd)</li><li>- Audit Committee Conference 2025 (Organised by Malaysian Institute of Accountants)</li><li>- Integrated Reporting (IIRC) Training (Organised by Nova Fusion Sdn Bhd)</li><li>- Update on Main Market Listing Requirement (MMLR), New Issues of Securities, Sustainability Reporting, and Equity Guidelines (Organised by NeedsBridge Advisory Sdn Bhd)</li><li>- Everything About Dividend (Organised by Malaysian Institute of Accountants)</li></ul>

- Webinar on Tariffs, Contracts & Risk: What Every Malaysian Exporter & Supplier Must Know Now (Organised by Malaysian Institute of Corporate Governance)

**Jesper Bjoern Madsen**

- Integrated Reporting (IIRC) Training (Organised by Nova Fusion Sdn Bhd)

**Jennifer Chong Gaik Lan**

- Common Offences Committed by Directors Under the Companies Act 2016 & Effective Fee Collection Strategy (Organised by The Malaysian Institute of Certified Public Accountants (MICPA))

- Audit Committee Conference 2025 (Organised by Malaysian Institute of Accountants)

- Update on Main Market Listing Requirement (MMLR), New Issues of Securities, Sustainability Reporting, and Equity Guidelines (Organised by NeedsBridge Advisory Sdn Bhd)

**Lui Soek Kuen**

- Audit Committee Conference 2025 (Organised by Malaysian Institute of Accountants)

- Integrated Reporting (IIRC) Training (Organised by Nova Fusion Sdn Bhd)

- Update on Main Market Listing Requirement (MMLR), New Issues of Securities, Sustainability Reporting, and Equity Guidelines (Organised by NeedsBridge Advisory Sdn Bhd)

As an important independent element within the Board, the members of the Audit Committee completed their *Financial Literacy Questionnaire* with evaluation criteria adopted from Corporate Governance Guide issued by Bursa Malaysia Berhad. The assessment focused on their ability and competency in reading, analysing and interpreting financial statements and financial ratios, as well as their understanding of accounting standards, audit processes, accounting estimates and fraud considerations.

Apart from that, the members of the Audit Committee conducted self and peer evaluations to assess their professionalism, experience, knowledge, skills and understanding of the Group's businesses and accounting matters based on the criteria adopted from the same Corporate Governance Guide.

Furthermore, an independent assessment of the effectiveness of the Audit Committee was performed by non-Audit Committee members via the *Audit Committee Evaluation Questionnaire*, based on the criteria adopted from the Corporate Governance Guide, focusing on the quality and composition of the Audit Committee, skills and competencies, meeting administration and conduct, as well as the effectiveness of activities carried out by the Audit Committee.

	<p>The above assessments were conducted internally with the assistance of the Company Secretary. Following the assessment, the Board and the Nomination Committee were of the opinion that the Audit Committee has the right mix of expertise, experience and skills and has effectively discharged its responsibilities and duties in accordance with its Terms of Reference.</p> <p>Please refer to the <i>Audit Committee Report</i> for the activities performed by the Audit Committee during the financial year under review.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

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

### Practice 10.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal controls, as well as an internal audit mechanism to safeguard shareholders' investment and the Group's assets.</p> <p>The Board has put in place a <i>Risk and Opportunity Management Policy and Process ("ROMP")</i>, which sets out the governance structure and processes for enterprise-wide risk management to embed risk management practices across all levels of the Group, enabling effective identification, assessment, management and monitoring of key business risks, while optimising key business opportunities available to the Group.</p> <p>An Internal Audit function has been established to provide independent assurance on the adequacy and effectiveness of the Group's risk management and internal control systems. While the Board assumes the ultimate responsibility for risk management and internal controls and establishes the Group's risk appetite, the responsibility for the identification, evaluation and management of key business risks and opportunities is delegated to the Group Managing Director. The Audit Committee is entrusted with the oversight of the risk management, internal controls and internal audit function.</p> <p>The details of the risk management and internal control systems within the Group, including the process of identification, assessment, management and monitoring key business risks and optimising opportunities, are disclosed in the <i>Statement on Risk Management and Internal Control</i> of the <i>Integrated Report</i>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

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

### Intended Outcome

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

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

### Practice 10.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>A structured risk management process is stipulated in the <i>ROMP</i>, which sets out the processes for risk and opportunity identification, evaluation, treatment and control activities for application by the Group Managing Director and the operation management. Risk and opportunity assessment are performed at both gross and residual levels and are guided by the likelihood and impact rating approved by the Board, taking into consideration the risk appetite established by the Board.</p> <p>The ROMP is guided by the IATF 16949:2016 Standard by the International Automotive Task Force.</p> <p>As part of the risk and opportunity assessment process, <i>Risk and Control Score Sheets</i> are compiled and updated by the respective Head of Department and collated by the Group Financial Controller. The consolidated information is reviewed by the Group Managing Director and thereafter forwarded to the Internal Audit function for consolidation and summarisation of key risks and opportunity information, which is reported to the Audit Committee via the <i>Key Risk and Opportunity Profile Update Report</i>.</p> <p>During the financial year under review, Management conducted a review and assessment exercise on the existing strategic, governance, fraud, sustainability, and key operational risks as well as opportunities of the Company and its operating subsidiaries, after taking into consideration the findings from the internal audit reviews. A consolidated Key Risk and Opportunity Profile Update Report, which included, among others, the <i>Risk and Control Score Sheets</i> (consists of strategic risks and key operational and financial risks and opportunities, existing control activities for risk mitigation and opportunity optimisation, likelihood and impact rating used), along with the risk management process employed for review and assessment by Management was tabled to the Audit Committee for review and deliberation on its adequacy and effectiveness and thereafter reported the results of the review to the Board.</p>

	<p>The monitoring of the risk and opportunity management by the Group is further enhanced by the internal audits carried out by the outsourced internal audit function during the financial year under review. Each internal audit cycle is carried out in accordance with the internal audit plan approved by the Audit Committee and is designed with specific audit objectives and key business risks identified.</p> <p>Please refer to the <i>Statement on Risk Management and Internal Control</i> in the <i>Integrated Report</i> for the detailed disclosures on the risk management and internal control system, as well as the opinion of the Board on the state of the risk management and internal control system within the Group.</p>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

**Intended Outcome**

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

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

**Practice 10.3 - Step Up**

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

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

## Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Audit Committee is responsible for ensuring the integrity, effectiveness and independence of the internal audit function. In this respect, the outsourced internal audit function, NeedsBridge Advisory Sdn Bhd, reports directly to the Audit Committee under the terms of the <i>Engagement Letter</i> and the <i>Internal Audit Charter</i> as well as per the <i>Terms of Reference of the Audit Committee</i>.</p> <p>The <i>Terms of Reference of the Audit Committee</i> define the oversight roles of the Audit Committee in relation to the internal audit function as follows:</p> <ul style="list-style-type: none"><li>• To recommend the appointment and resignation of the internal auditor function and its fees for audit and non-audit service fees to the Board;</li><li>• To review the adequacy of the scope, functions, competency and continuous professional development, resources, its authorities and set the standards of the internal audit function and authority;</li><li>• To provide assurance to the Board of Directors on the adequacy and effectiveness of the system of internal control and risk management practices of the Group;</li><li>• To review the internal audit plan, processes, result of the internal audit and major findings reported by the internal auditor function and whether appropriate action is taken on the recommendations of the internal audit function and follow up on Management's implementation of the recommended actions; and</li><li>• To annually assess the performance of the internal audit function and be satisfied that the internal audit is carried out objectively and independent from the Management of the Company and the functions which it audits and to report findings directly to the Audit Committee.</li></ul> <p>During the financial year ended 31 December 2025, based on the internal audit plan reviewed and approved by the Audit Committee for execution, the outsourced internal audit function has conducted reviews, covering management information system and inventory management for a key manufacturing subsidiary in Malaysia, as well as reviews on the Corporate Governance Report, Corporate Governance Overview Statement and Audit Committee Report.</p> <p>Upon completion of each internal audit engagement, the internal audit reports were presented to the Audit Committee at its scheduled</p>

	<p>meetings. During the financial year under review, the Audit Committee held one private meeting with the internal audit function without the presence of the Executive Directors and Management to encourage two-way communication of the information and views and allow the internal audit function to freely express their opinion without undue influence and pressure.</p> <p>The oversight role of the Audit Committee and internal audit related activities undertaken during the financial year are disclosed in the <i>Statement on Risk Management and Internal Control</i>. Meanwhile, the duties and responsibilities of the Audit Committee are set out its <i>Terms of Reference</i>, which is available for download through the “Corporate Governance” section of the corporate website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

## Intended Outcome

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

### Practice 11.2

The board should disclose–

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function of the Company is outsourced to an independent professional firm, NeedsBridge Advisory Sdn Bhd, which reports directly to the Audit Committee. In carrying out its duties, the outsourced internal audit function has unrestricted access to the Group’s employees and documents necessary for the performance of its engagement.</p> <p>The audit engagement of the outsourced internal audit function is governed by the <i>Engagement Letter</i> and <i>Internal Audit Charter</i>, both of which are reviewed by the Audit Committee and recommended to the Board for approval. The <i>Engagement Letter</i> sets out the purpose and scope of works, accountability, independence, responsibilities of the outsourced internal audit function and Management, authority granted, limitation of scope of works, confidentiality, proposed fees and engagement team. The <i>Internal Audit Charter</i> outlines the purpose and mission of the internal audit function, its roles and responsibilities, required professionalism (including adherence to the Institute of Internal Auditors’ mandatory guidance), authority, reporting structure, independence and objectivity, purpose of internal audit plan, reporting and monitoring, as well as quality assurance and improvement programme.</p> <p>Based on the formal evaluation of the outsourced internal audit function, including review of its work performed and deliverables during the financial year under review, the Audit Committee and the Board are satisfied:</p> <ul style="list-style-type: none"><li>• that the outsourced internal audit function is free from any relationships or conflicts of interest which could impair their objectivity and independence;</li><li>• with the scope of the outsourced internal audit function;</li><li>• that the outsourced internal audit function possesses relevant experience, knowledge, competency and authority to discharge its functions effectively, possesses sufficient resources and has unrestricted access to employees and information for the internal audit activities; and</li></ul>

	<ul style="list-style-type: none"> <li>with the internal audit plan, the processes, and the results of the internal audit and/or investigation undertaken.</li> </ul> <p>Details of the internal audit function and the Audit Committee's oversight role are disclosed in the <i>Statement on Risk Management and Internal Control</i>, including but not limited to the details of the engagement letter, review of the outsourced internal audit function's resources and continuous professional developments.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>One of the core responsibilities of the Board, as stated in the <i>Board Charter</i>, is to oversee the development and implementation of a <i>Corporate Disclosure Policy</i> to enable effective communication with the Company's stakeholders.</p> <p>In this regard, the Board has adopted a Corporate Disclosure Policy which sets out the policies, principles and procedures governing the disclosure of material information of the Group. It is established to ensure that communications to stakeholders are timely, factual, accurate, and complete. The key principles of the policy include transparency and accountability, compliance with applicable laws and regulations on disclosure, confidentiality and timely disclosure, and fair and equitable access to information. It also includes internal control practices to ensure that material information is properly verified before release and that such material information is communicated via authorised channels approved by the Board. Further, procedures are put in place to ensure that confidential information is handled appropriately by relevant parties to prevent information leakage and improper use. The policy applies to all Directors and employees of the Group, including full-time, probationary, contract and temporary staff.</p> <p>In order to promote transparency and comprehensive public dissemination of material information, the Company's website incorporates an "Investor Relations" section, which provides all relevant information on the Company and is accessible to the public via <a href="http://www.do.com.my">www.do.com.my</a>. This section serves as a key platform for stakeholder communication and provides access to announcements made by the Company (including special announcements that require the stakeholders' attention, quarterly financial statements, <i>Annual Report/Integrated Report</i>, minutes of general meeting and key matters discussed during AGM, among others), stock information, news and press releases in relation to the Group.</p> <p>On the other hand, the communication of the policies and procedures established by the Board in relation to the corporate governance aspect of the Company is published in the "Corporate Governance" section of <a href="http://www.do.com.my">www.do.com.my</a>. This section provides access to the <i>Board Charter</i>,</p>

term of reference of relevant Board Committees and corporate policies and procedures, including the *Code of Ethics and Conduct*, *Sustainability Policy*, *Sustainable Supply Chain Management*, *Anti-Bribery and Corruption Policy*, *Whistle-Blowing Policy*, *Board and Key Senior Management Remuneration Policy*, *Procedures on Nomination and Appointment of Director and Key Senior Management and Re-Appointment of Director*, as well as the *Fit and Proper Policy*. Corporate Governance Reports of the Company can also be found in this section. The publication of these documents reflects the Board's commitment to transparency and sound corporate governance practices.

To facilitate direct communication, the email address and contact number of the Group Managing Director are made available under the "Contact" section of the Company's website, to which concerns or requests from any stakeholders can be forwarded. Stakeholders may also submit any of his/her feedbacks, concerns or enquiries through the contact form provided in the same "Contact" section, which are routed to dedicated personnel within the Group in charge of stakeholders' communication.

The core communication channel for disseminating material information to stakeholders remains the announcements made through Bursa Securities. It is the Company's internal procedure that all announcements to be made through Bursa Securities are subject to approval by the Board prior to release. The Board is observing all disclosure requirements laid down by MMLR and Capital Markets and Services Act 2007 to ensure all material events and information are disseminated publicly and transparently on a timely basis. This allows fair and equitable access by all stakeholders without selective disclosure of such information to specific individuals or groups. To ensure consistency and accuracy of external communications, the Chairman of the Board and Group Managing Director are designated as authorised speakers of the Company during press conferences and analyst briefings.

The *Integrated Report*, being one of the core communication tools with stakeholders, provides comprehensive disclosures beyond statutory and financial information, enabling stakeholders to gain a holistic understanding of the Group's operations, performance and prospects. Therefore, efforts have been made to ensure that the Integrated Report is clear, accessible and user-friendly.

Another key avenue of communication with its shareholders is the Company's general meeting, which provides a useful forum for dialogue with shareholders. During the general meetings, shareholders are at liberty to raise questions or seek clarification on the agenda items of the general meeting from the Company's Directors.

In addition to the above, the Company also welcomes requests for meetings and interviews with professionals from the investment community and is always willing to meet up with institutional investors,

	<p>when necessary, to elaborate or further clarify information already disclosed to other shareholders.</p> <p>During the financial year under review, the Board provided timely disclosure of all material information of the Group through the release of quarterly financial results, corporate announcements and distribution of the <i>Integrated Report</i>. Shareholders, investors and members of the public can access such information via Bursa Securities' website as well as the "Investor Relation" section of the Company's website at <a href="http://www.do.com.my">www.do.com.my</a>.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

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

### Practice 12.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The <i>Integrated Report</i> for the financial year ended 31 December 2025 was prepared, in all material aspects, in accordance with the International Integrated Reporting Framework by the International Integrated Reporting Council ("IIRC"). The report provides stakeholders with a comprehensive understanding of the Group's business, integrating both quantitative and qualitative information to reflect the Group's performance, strategy, governance, and value creation process.</p> <p>Key components of the Integrated Report include, but are not limited to:</p> <ul style="list-style-type: none"> <li>- organisational overview and external environment,</li> <li>- governance structure,</li> <li>- business model,</li> <li>- risk and opportunities,</li> <li>- strategy and resource allocation,</li> <li>- performance and outlook, and</li> <li>- basis of preparation and presentation.</li> </ul> <p>The Integrated Report was reviewed and approved by the Board prior to its release, ensuring that it communicates material information effectively to stakeholders and aligns with best practices in corporate reporting.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

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

**Practice 13.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to Paragraph 11 of the Board Charter, notice of the AGM is to be given to the shareholders at least twenty-eight (28) clear days prior to the meeting.</p> <p>The notice for the 21<sup>st</sup> AGM was given to the shareholders 28 clear days prior to the meeting, well in advance of the twenty-one (21) days' requirement under MMLR. This allows the shareholders to make the necessary arrangements to participate in person or through corporate representative, proxy or attorney. More importantly, it enables the shareholders to consider the resolutions tabled and make an informed decision in exercising their voting rights at the general meeting.</p> <p>Similarly, the Board remains committed that the notice of the twenty-second (22<sup>nd</sup>) AGM shall be circulated to shareholders at least 28 clear days prior to the meeting.</p> <p>The notice of the 22<sup>nd</sup> AGM with details on the resolutions (with necessary background information or recommendation, if applicable) will be disseminated electronically (made available on Bursa Securities' website and the Company's website) and advertised in a major newspaper in Malaysia.</p> <p>This approach aligns with best corporate governance practices, ensuring transparency and accessibility for all shareholders.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All Directors, except the Chairman of the Board who was unable to attend due to medical reason, attended the 21<sup>st</sup> AGM physically at the meeting venue. In the absence of the Chairman of the Board, the Chairman of the Audit Committee was duly appointed to preside as Chairman of the 21<sup>st</sup> AGM.</p> <p>The <i>Board Charter</i> mandates that all Directors attend the General Meetings to facilitate effective communication between the Board and the shareholders. Directors, especially those with oversight roles (including but not limited to the Chairman of Board Committees), are required to be present to answer in person any matters raised by the shareholders.</p> <p>Adequate time was allocated during the 21<sup>st</sup> AGM to encourage shareholders to seek clarification or raise questions on matters tabled and other relevant matters. The external auditors were also present physically at the AGM to provide professional and independent clarification on issues and concerns raised by shareholders during the meeting.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>To promote participation of shareholders at general meetings, the Company's Constitution includes explicit right of proxies to speak at general meetings, allow a member who is an exempt authorised nominee to appoint multiple proxies for each omnibus account held, imposes no restriction on proxies' qualification and allows polling of votes to be conducted electronically.</p> <p>The Company conducted its 21<sup>st</sup> AGM physically, in compliance with the updated MMLR requirements for the conduct of general meetings. Shareholders were able to exercise their right to participate at the AGM, including appointing proxies to attend, speak and vote on their behalf, raise questions, and vote on the resolutions tabled at the general meeting. Although the AGM was held physically, shareholders were provided with flexible options to appoint proxies to attend the meeting in person on their behalf. For convenience, the appointment of proxies could be made either by submitting the Form of Proxy electronically via the share registrar's authorised website or by lodging a hard copy at the share registrar's designated mailing address. The deadline for submission of the Form of Proxy was clearly stated therein. These modes of proxy appointment applied equally to individual, corporate and institutional shareholders. The relevant procedures were clearly set out in the Administrative Guide of the 21st AGM, which was made available in the Notice of the 21st AGM and on the Company's corporate website.</p> <p>In addition to allowing shareholders to pre-request a printed copy of the Integrated Report through the share registrar's website, shareholders were also provided with website links and a QR code in the Administrative Guide to enable them to view and download the Integrated Report ahead of the meeting date.</p> <p>Voting at the 21st AGM was conducted by way of electronic voting ("e-voting"). A short instructional video was played to demonstrate the e-voting process to shareholders, corporate representatives and proxies present at the 21st AGM. The voting session commenced at the start of the AGM at 10.00 a.m. and remained open for 15 minutes following the</p>

	<p>declaration of the polling process by the Chairman of the meeting, followed by an additional 20 minutes for poll verification by the Scrutineer. The polling process was administered by the Poll Administrator, who also serves as the Share Registrar and is a reputable professional firm in Malaysia. The engagement letter with the Poll Administrator includes clauses on confidentiality, protection of personal data received and cybersecurity measures to safeguard the integrity of the voting process before, during and after the AGM.</p> <p>While the Board remains committed to leveraging technology to facilitate electronic voting and remote shareholder participation in order to enhance accessibility and inclusivity, as outlined in the Board Charter, the Company will continue to explore the feasibility of adopting a hybrid general meeting model in the future, allowing shareholders to participate both physically and virtually where practical and appropriate.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

## Intended Outcome

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

## Practice 13.4

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

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>To facilitate and encourage shareholder participation at the general meeting, a Notification to Shareholders was issued via electronic mail to shareholders who have maintained their email address in the Record of Depositors with Bursa Malaysia Depository Sdn Bhd ("Bursa Depository"). For shareholders who have yet to provide their email address to Bursa Depository, the notification was dispatched by ordinary post.</p> <p>In addition, the Notice of 21<sup>st</sup> AGM was also announced via Bursa Securities' website and published on the Company's website on the same day electronic notifications were sent to shareholders. The Notice of the 21<sup>st</sup> AGM also included relevant explanatory notes to certain proposed resolutions, including those relating to the re-election of Directors, the retention of an Independent Director with tenure exceeding nine (9) years, the authority to issue shares, and the proposed renewal of the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature. These disclosures were made in accordance with the requirements of the MMLR and the MCCG.</p> <p>The Administrative Guide of the 21<sup>st</sup> AGM was also issued and published on the Company's website to guide shareholders on the steps required before and during the general meeting, which include registration on the day of the AGM, entitlement to participate in the AGM, lodgement of proxy forms, voting procedure, access to the Integrated Report and channels for 21<sup>st</sup> AGM-related enquiries.</p> <p>On the day of the 21<sup>st</sup> AGM, shareholders and proxies were required to register at the meeting venue and were given an identification wristband for voting purposes and identity verification. Before the commencement of the Questions and Answers ("Q&amp;A") session, the Group Managing Director delivered a presentation to provide shareholders with an overview of the Group's operations, strategy,</p>

	<p>future prospects and sustainability matters. These initiatives facilitated interactive engagement and allowed shareholders to seek clarifications or additional information.</p> <p>During the 21<sup>st</sup> AGM, shareholders and proxies were given the opportunity to participate actively and engage directly with the Board by raising questions during the Q&amp;A session. In order to further encourage the participation of the shareholders, shareholders were also given the option to submit questions to the Board before the general meeting. Questions raised by the Minority Shareholders Watch Group (“MSWG”) were answered during the meeting, followed by responses to questions raised by shareholders or proxies from the floor before the commencement of poll voting.</p> <p>It is the policy of the Board that all pertinent questions relevant to the meeting agenda are answered during the meeting, with sufficient time allocated for responses. In the event that certain questions could not be addressed during the meeting due to time constraints, the Board ensures that responses are provided in the minutes of the general meeting, including key matters discussed, which are published on the Company’s corporate website.</p> <p>As a result, shareholders were provided with sufficient and relevant information to enable them to make informed voting decisions on the proposed resolutions.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>
<p><b>Timeframe</b></p>	<p>:</p>

**Intended Outcome**

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

**Practice 13.5**

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

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

<b>Application</b>	:	Not applicable – only physical general meetings were conducted in the financial year	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.6**

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: Pursuant to the <i>Board Charter</i> , the minutes of the general meeting of the Company are to be circulated to shareholders or published on the Company's corporate website no later than thirty (30) business days after the conclusion of the general meeting, including key matters discussed during the annual general meeting, where applicable.  The minutes of the 21 <sup>st</sup> AGM, together with the key matters discussed during the meeting (attached as Appendix A and Appendix B to the minutes of the general meeting), were uploaded to the "Annual General Meeting" section under the "Investor Relations" on the Company's website at <a href="http://www.do.com.my">www.do.com.my</a> within 30 business days from the date of the meeting.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

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

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

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