

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0197
COMPANY NAME : WEGMANS HOLDINGS 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 PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has overall responsibility for the strategic direction of the Group. The Board meets regularly to review corporate strategies, operations and performance of business units within the Group. All Board members bring their independent judgement to bear on issues of strategy, performance, resources and standards of conduct. The roles and responsibilities of the Board as set out in the Board Charter are clear and distinct from those of the Managing Director ("MD"). The matters reserved for the deliberation and collective decision of the Board to ensure the direction and control of the Group's businesses are listed in the Board Charter which is available on the corporate website: www.wegmans.com.my.</p> <p>The Board has oversight of matters delegated to Management, with updates reported periodically. All Board authority conferred on Management is delegated through the MD so that Management's authority and accountability are regarded as those of the MD from the Board's perspective.</p> <p>Apart from the MD, the Board also facilitates its principal responsibilities, which include reviewing and adopting a strategic plan, overseeing the conduct of business, risk management, succession planning, developing and implementing investor relations and reviewing internal controls. Towards this, the Board has delegated specific responsibilities to the following Board committees:-</p> <ol style="list-style-type: none">i. Audit and Risk Management Committee ("ARMC")ii. Nominating Committee ("NC")iii. Remuneration Committee ("RC") <p>The powers delegated to the Board Committees are set out in the Terms of Reference ("ToR") of each of the Committees as approved by the Board and set out in the Board Charter.</p>

	<p>The Board Committees review matters within their ToRs and make recommendations to the Board for approval. The Board is kept apprised of the activities of the Board Committees through the circulation of meeting minutes of the Board Committees and is updated on meeting deliberations and outcomes by the respective chairpersons of the Board Committees at meetings. The ultimate responsibility for the final decision on the recommendations lies with the entire Board.</p>	
<p>Explanation for departure</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>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board holds a Non-Executive position and is primarily responsible for matters pertaining to the Board and the overall conduct of the Group. She is committed to good corporate governance practices and leads the Board towards a high-performing culture.</p> <p>The Chairman will act as facilitator at meetings of the Board and ensure that no Board member, whether Executive or Non-Executive, dominates the discussion, and that appropriate discussion takes place and the relevant opinions among the members of the Board are forthcoming. Together with the other Non-Executive and Independent Directors, she leads the discussion on the strategies and policies recommended by the Management. She also chairs the meetings of the Board and the shareholders.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The positions of Chairman and Managing Director (“MD”) are held by two different individuals. The distinct and separate roles of the Chairman and MD, with a clear division of responsibilities, ensure a balance of power and authority, such that no one individual has unfettered decision-making power. The MD oversees the day-to-day management and operations of the Group and the implementation of the Board’s decisions and policies.</p> <p>The key roles and accountabilities of the Chairman and MD are set out in the Board Charter which is available on the corporate website: www.wegmans.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>																									
Application	: Departure																								
Explanation on application of the practice	:																								
Explanation for departure	: <p>The Company has a moderate sized Board comprising of only three (3) Independent Directors.</p> <p>The Chairman of the Board, Maziah Binti Md Yamin, is currently a Chairman and a member of the Board committees as shown in the tables below:</p> <table border="1" data-bbox="560 1048 1407 1198"> <thead> <tr> <th colspan="2">Audit and Risk Management Committee</th> </tr> </thead> <tbody> <tr> <td>Faam Chang Pooh</td> <td>Chairperson</td> </tr> <tr> <td>Maziah Binti Md Yamin</td> <td>Member</td> </tr> <tr> <td>Chong Lee Ling</td> <td>Member</td> </tr> </tbody> </table> <table border="1" data-bbox="560 1234 1407 1384"> <thead> <tr> <th colspan="2">Remuneration Committee</th> </tr> </thead> <tbody> <tr> <td>Maziah Binti Md Yamin</td> <td>Chairperson</td> </tr> <tr> <td>Faam Chang Pooh</td> <td>Member</td> </tr> <tr> <td>Chong Lee Ling</td> <td>Member</td> </tr> </tbody> </table> <table border="1" data-bbox="560 1420 1407 1570"> <thead> <tr> <th colspan="2">Nominating Committee</th> </tr> </thead> <tbody> <tr> <td>Chong Lee Ling</td> <td>Chairperson</td> </tr> <tr> <td>Maziah Binti Md Yamin</td> <td>Member</td> </tr> <tr> <td>Faam Chang Pooh</td> <td>Member</td> </tr> </tbody> </table> <p>After much consideration, the Company has decided to maintain the composition of the Board Committees as status quo based on the following justifications:</p> <ol style="list-style-type: none"> 1. Through the collective observation/assessment of the Board, the Chairman, Maziah Binti Md Yamin, has acted objectively and uphold her independence in all the matters relating to and discussed in the Board and Board Committees of which she is a Chairman or a member; 2. Maziah Binti Md Yamin does not have any conflict of interest in all aspects of the Company and its subsidiaries. 	Audit and Risk Management Committee		Faam Chang Pooh	Chairperson	Maziah Binti Md Yamin	Member	Chong Lee Ling	Member	Remuneration Committee		Maziah Binti Md Yamin	Chairperson	Faam Chang Pooh	Member	Chong Lee Ling	Member	Nominating Committee		Chong Lee Ling	Chairperson	Maziah Binti Md Yamin	Member	Faam Chang Pooh	Member
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	<p>3. Maziah Binti Md Yamin has also offered valuable insight and knowledge to each of the Board Committees she is involved in the Company since appointed to the Board. She voiced her concern as necessary and shown impartiality in her judgement and conduct.</p> <p>4. In the assessment of the Company, the current setup of Board Committees with one Chairman and two members is effective and facilitates fast decision-making processes. It avoids deadlock in board decision and allows faster implementation of decision.</p> <p>In summary, the Company understands the importance of compliance with this Practice. However, the Company is of the view that the current Board Committees are robust (i.e. meeting the objective of the respective Board Committees) and efficient. Adding or reducing number of directors towards complying of this practice may not necessarily bring positive results.</p> <p>The Board will continuously review this practice and consider the appropriateness of compliance in the future.</p>	
	<p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</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>Measure</p>	<p>:</p>	<p>Please explain the measure(s) the company has taken or intend to take to adopt the practice.</p>
<p>Timeframe</p>	<p>:</p>	<p>Choose an item.</p>

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company Secretaries of Wegmans Holdings Berhad have the requisite credentials, and are suitably qualified to act as company secretaries under Section 235(2) of the Companies Act 2016. The Company Secretaries play a significant role in supporting the Board to ensure that all governance matters and Board procedures are followed and that the applicable laws and regulations and the Code are complied with. This includes Directors' obligations to disclose their interests and any conflict of interest in transactions with the Group.</p> <p>The key roles of the Company Secretaries are set out in the Board Charter which is available on the corporate website: www.wegmans.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Directors have individual and independent access to the advice and dedicated support services of the Company Secretaries as well as to all information within the Group. Senior Management provides Directors with the required information or updates either personally or at meetings. All Directors are furnished with comprehensive Board papers, including the meeting agenda usually one (1) week before each Board meeting.</p> <p>Sufficient time is provided to enable Directors to seek further explanations or information, where necessary, so that deliberations at the meeting are focused and constructive. The Board papers include, among others, financial results, status of major projects (if any), minutes of meetings of the Board and of the Audit and Risk Management Committee, and other major operational, financial, compliance and legal issues. In addition, there is a schedule of matters reserved specifically for the Board's decision.</p> <p>In the intervals between Board meetings, for exceptional matters requiring urgent Board decisions, approvals will be obtained via circular resolutions, which are supported with information necessary for an informed decision.</p> <p>Individual Directors may also obtain independent professional advice in furtherance of their duties at the Company's expense on specific issues, subject to approval by the Chairman or the Board, depending on the amount of fees involved. Where necessary, consultants and experts will be invited to brief the Board on their areas of expertise or their reports.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter was adopted by the Board on 29 May 2017. Any subsequent amendment to the Board Charter require approval by the Board. Apart from setting out the roles and responsibilities, authorities, procedures, evaluations and structures of the Board and Board Committees, the Board Charter also outlines the membership guidelines, procedures for Board Meetings, Directors’ remuneration, Board and member assessment and shareholders’ communication.</p> <p>The Board Charter is periodically reviewed and updated to reflect the needs of the Company and any new regulations that may impact the discharge of the Board’s responsibilities. The Board Charter was last reviewed on 26 February 2026 and is available on the corporate website: www.wegmans.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is committed to maintaining a corporate culture that promotes ethical conduct. A Code of Ethics is formalised through the Company's Code of Conduct, which summarises what the Company must endeavour to do proactively in order to increase corporate value, and which describes the areas of daily operations that require caution to minimise potential risks. The Code of Ethics will be reviewed periodically. The Code of Ethics is set out in the Board Charter and is available on the corporate website: www.wegmans.com.my .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board also has a separate Whistle-Blowing Policy stating the appropriate communication and feedback channels to facilitate whistleblowing. The implementation of such policy is in line with Section 587 of the Companies Act 2016 (“the Act”) where provisions have been made to protect Wegmans Holdings Berhad’s officers or stakeholders who make disclosures on breach or non-observance of any requirement or provision of the Act or on any serious offence involving fraud and dishonesty.</p> <p>The Whistle-Blowing Policy is set out in the Board Charter and is available on the corporate website: www.wegmans.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Wegmans Holdings Berhad acknowledges the importance of conducting business in an ethical, socially responsible and environmentally friendly manner for continuing success and sustainable growth. Therefore, our Group focuses on sustainability principles when formulating and implementing business strategies to achieve its goals.</p> <p>The core of our business sustainability is built on ethical practices and effective governance. Our Group's commitment to managing material sustainability matters is focused on, and continuously improved through, an emphasis on environmental, social, and governance factors.</p> <p>Our Group has an Enterprise Risk Management Committee ("ERMC"), comprising key persons from all departments of the Group, to provide risk management support for the Group as a whole. With the advent of sustainability reporting, the ERMC takes on the additional oversight role of monitoring sustainability activities, where the relevant material sustainability matters are identified by the ERMC in tandem with the normal risk management initiatives. The ERMC report to the Audit and Risk Management Committee on the sustainability developments at least on an annual basis.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Group believes that effective communication and engagement with internal and external stakeholders is essential in our journey to uphold good corporate governance and become a reputable, sustainable business. Accordingly, the Group recognises the importance of continuous dialogue and timely, effective and transparent information sharing with relevant stakeholders.</p> <p>The details pertaining to the stakeholder engagement are set out in the Sustainability Statement of this Annual Report on pages 19 to 20.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board keeps itself apprised with contemporaneous and relevant sustainability developments by way of formal training, presentation of updates, structured reading and discussions.</p> <p>With the advent of sustainability reporting, the Enterprise Risk Management Committee (“ERMC”) takes on the additional oversight role of monitoring sustainability activities, where the relevant material sustainability matters are identified by the ERMC in tandem with the normal risk management initiatives. The ERMC reports to the Audit and Risk Management Committee on the sustainability developments at least on an annual basis.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The performance of the Board and senior management in addressing the Company’s material sustainability risks and opportunities are reviewed and evaluated based on the overall performance of the Company.</p> <p>The Board has reviewed the adequacy and effectiveness of the risk management and internal controls framework, and that relevant actions have been or are being taken, as the case may be, to remedy any significant weaknesses identified from the review based on the outcome of observations raised by the internal auditors and external auditors directly to the Board.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nominating Committee ("NC") was established on 29 May 2017 with clearly defined Terms of Reference ("ToR") and comprises three (3) Non-Executive Directors, all of whom are Independent Directors. The NC shall meet as and when required upon request of its members, provided that the NC meets at least once a year. The ToR of the NC is set out in the Board Charter and is available on the corporate website: www.wegmans.com.my.</p> <p>The NC reviews the tenure and performance of each Director, whereby the annual re-election of a Director is contingent upon a satisfactory evaluation of the Director's performance and contribution to the Board.</p> <p>The NC's key responsibilities are as follows:</p> <ul style="list-style-type: none"> • Formulate nomination, selection and succession policies for the members of the Board and Senior Management; • Made recommendations to the Board on re-election and re-appointment of Directors for shareholders' approval at the Annual General Meeting; • Review the required mix of skills, experience and other qualities of the Board, as well as boardroom diversity; • Review annually the term of office and performance of the Audit and Risk Management Committee and each of its members, as well as other Board Committees established by the Board; • Establish quantitative and qualitative performance criteria to evaluate the performance of each member of the Board, and review such performance; • Assess the independence of Independent Directors annually; <p>and</p> <ul style="list-style-type: none"> • Review the Directors' continuing education programmes.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board comprises a majority of Independent Directors, representing 60% of the Board. In addition, the Company also complies with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for Independent Non-Executive Directors to make up at least one-third (1/3) of the Board membership. This fairly reflects the investment by minority shareholders through Independent Directors. The Board comprises members from various professions with individual qualities, expertise, skills and relevant market and industry knowledge and ensures at all times that necessary financial and human resources are in place for the Company to meet its strategic objectives. With Directors aged between 52 and 56, the Board believes that this fosters an environment where each generation contributes diverse skills, experience and talents to the Board. The Board will continue to monitor and review the Board size and composition as required.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	As at the date of the Corporate Governance Overview Statement, none of the Independent Directors has reached nine (9) years of service since their appointment. The Board has implemented a nine-year policy for Independent Non-Executive Directors. Upon completion of nine (9) years, an Independent Director may continue to serve on the Board subject to re-designation as a Non-Independent Director. In the event such a Director is retained as an Independent Director, the Board must provide justification in the notice convening the Annual General Meeting ("AGM") and seek shareholders' approval on the retention of such Independent Director through a two-tier voting process at every AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Appointment of Board and Senior Management is based on objective criteria, merit and besides gender diversity, due regard is placed for diversity in skills, experience, age and cultural background.</p> <p>Prior to the acceptance of new board appointment(s) in other public listed companies ("PLC"), the Directors are to notify the Chairman and/or the Company Secretaries in writing which includes an indication of time that will be spent on the new appointment.</p> <p>To ensure the Directors have sufficient time to focus and fulfill their roles and responsibilities effectively, the criterion as agreed by the Board is that they must not hold directorships at more than five (5) PLCs, as prescribed in Paragraph 15.06 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. As at the date of the Corporate Governance Overview Statement, none of the Directors has exceeded the limit.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The screening and evaluation process for potential candidates to be nominated as Directors is delegated to the Nominating Committee ("NC").</p> <p>The process involves the NC's consideration and submission of its recommendations to the Board on suitable candidates from either the Management, the existing Board member(s) or major shareholder(s) for the proposed appointment as Directors of the Company. The NC may also obtain and rely on independent sources such as a directors' registry, open advertisements or independent search firms in furtherance of its duties at the Company's expense, subject to approval by the Chairman or the Board, depending on the quantum of the fees involved. If the selection of candidates is solely based on the recommendations from the Management, the existing Board member(s) or major shareholder(s), the NC will explain why other sources were not used.</p> <p>The criteria used in the appointment process to the Board focus on ensuring a good mix of skills, experience and qualities relevant for the Board to discharge its responsibilities in an effective and competent manner.</p> <p>The other factors considered by the NC in its review include the candidate's ability to devote sufficient time and commitment to the Company's affairs, the ability to satisfy the test of independence taking into account the candidate's character, integrity and professionalism, as well as having a balanced mix of age and diversity of Directors on the Board. The Board diversity factors as reviewed by the NC include experience, skills, competence, race, gender, culture and nationality, to facilitate optimal decision-making by harnessing different insights and perspectives.</p> <p>The shortlisted candidates who are not known to the existing Board members will be interviewed by the NC and will thereafter meet with the Board of Directors for approval of the candidate's appointment.</p>

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

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	Information such as name, working experience and any conflict of interest as well as directorship in other companies of Directors who are subject to re-election were included in the Board of Directors' Profiles of the Annual Report on pages 10 to 14. Prior to recommending a Director for re-election, the Board, facilitated by the Nominating Committee carries out an evaluation of the Director's contribution and performance and an independent assessment of the Directors. Only upon a satisfactory outcome, the Board would make the recommendations for the shareholders' approval at the Annual General Meeting.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nominating Committee is chaired by Ms Chong Lee Ling, who is the Independent Non-Executive Director of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board currently has 40% female representation, i.e. two (2) female directors and in line with Paragraph 15.02(1)(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Practice 5.9 of the Malaysian Code on Corporate Governance. The Board, through the Nominating Committee will continuously review the proportion of the female and male Board members during the annual assessment of the Directors' performance taking into consideration the appropriate skills, experience and characteristics required by the members of the Board, in the context of the needs of the Company.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.10

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supportive of the gender boardroom diversity recommended by the Malaysian Code on Corporate Governance ("Code"). The Board currently has 40% female representation, i.e. two (2) female directors and in line with Paragraph 15.02(1)(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Practice 5.9 of the Code. The Board, through the Nominating Committee will continuously review the proportion of the female and male Board members during the annual assessment of the Directors' performance taking into consideration the appropriate skills, experience and characteristics required by the members of the Board, in the context of the needs of the Company.</p> <p>The Board shall be responsible for recommending its members for election by the Shareholders.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	<p>The Board's effectiveness will be assessed in the following key areas: composition, administration and process, accountability and responsibility, Board conduct, communication and relationship with Management, performance of the Chairman and Managing Director, time commitment in discharging their roles and responsibilities through attendance at meetings as well as the application of good governance principles to create sustainable shareholder value.</p> <p>The Board will undertake an annual assessment of Independent Directors to determine whether they continue to bring independent and objective judgement to board deliberations. Peer and self-assessment will be carried out by the Directors annually. The results, particularly the key strengths and weaknesses identified, will be shared with the Board to enable improvements.</p> <p>The Company Secretaries will facilitate the Nominating Committee ("NC") in conducting the annual assessment exercise. The evaluation will be primarily conducted using the Audit and Risk Management Committee evaluation questionnaire, the Independent Directors' evaluation form, the Board and Board Committees evaluation form, the Board members' self and peer evaluation form, and the Directors' evaluation form.</p> <p>Based on the annual assessment, the NC is satisfied that the existing Board composition and each Director possess the requisite competence and capability to serve on the Board. NC members who are also Directors have abstained from assessing their own performance. All other NC members view that the Directors have good personal attributes and possess sufficient experience and knowledge in various fields relevant to the Company's industry.</p>

	Regarding the Board evaluation, the NC concluded that all Directors have effectively discharged their stewardship duties and responsibilities to the Company.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The objective of the Group's remuneration policy is to attract and retain the Directors and Senior Management to lead and manage the Group effectively. For Executive Directors and Senior Management, components of the remuneration package are linked to corporate and individual performance. For Non-Executive Directors, the level of remuneration reflects their experience and scope of responsibilities. The remuneration policy is set out in the Board Charter and is available on the corporate website: www.wegmans.com.my.</p> <p>Remuneration payable to Non-Executive Directors relates to Directors' fees for Independent Non-Executive Directors only and also includes fees for the Chairman/Chairperson and members of the Board Committees who are Independent Directors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Remuneration Committee ("RC") was established on 29 May 2017 with clearly defined Term of Reference ("ToR") and comprises three (3) Non-Executive Directors, all of whom are Independent Directors. It is chaired by an Independent Non-Executive Director. The ToR of the RC is set out in the Board Charter and is available on the corporate website: www.wegmans.com.my.</p> <p>The RC is responsible for establishing and reviewing policies and procedures relating to the remuneration of the Board and Senior Management.</p> <p>The RC evaluates the remuneration packages of Senior Management and recommends to the Board, for approval, the framework for the Executive Director's remuneration package. To uphold the corporate governance and maintain public confidence in the Company, Executive Directors are not involved in determining their own remuneration. In addition, Directors who are shareholders should abstain from voting at general meetings to approve their fees.</p> <p>Non-Executive Directors' fees are determined by the Board as a whole, with the Director concerned abstaining from deliberations and voting on decisions in respect of his/her fee.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The detail disclosure on a named basis for the remuneration of individual directors is disclosed in the Company's Corporate Governance Overview Statement of the Annual Report.

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	Keh Wee Kiet	Executive Director	43.56	2.80	0	0	0	0	46.36	43.56	2.80	638.88	150.00	28.00	102.06	965.30
2	Law Kok Lim	Executive Director	43.56	2.80	0	0	0	0	46.36	43.56	2.80	638.88	150.00	28.00	102.06	965.30
3	Maziah Binti Md Yamin	Independent Director	46.15	2.80	0	0	0	0	48.95	46.15	2.80	0	0	0	0	48.95
4	Faam Chang Pooh	Independent Director	43.56	2.10	0	0	0	0	45.66	43.56	2.10	0	0	0	0	45.66
5	Chong Lee Ling (Appointed on 30 May 2025)	Independent Director	21.00	1.40	0	0	0	0	22.40	21.00	1.40	0	0	0	0	22.40
6	Chan Wan Seong (Retired on 30 May 2025)	Independent Director	24.20	1.40	0	0	0	0	25.60	24.20	1.40	0	0	0	0	25.60
7	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
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Group is aware of the importance of transparency in disclosing the remuneration of its Senior Management. However, in view of the confidentiality and sensitivity of such remuneration packages, and concerns over poaching by competitors and headhunters, the Board has opted not to disclose the remuneration of Senior Management in the best interest of the Group.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The positions of Chairperson of the Audit and Risk Management Committee (“ARMC”) and Chairman of the Board are held by two (2) different individuals. Accordingly, the objectivity of the Board’s review of the ARMC’s findings and recommendations is preserved. The Board is of the view that the Chairperson of the ARMC has performed the duties as defined and his judgment was not impaired as he is sufficiently independent from Management in leading the discussion on the matters being deliberated and findings as well as recommendations made by the ARMC objectively in the Board meetings.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Audit and Risk Management Committee (“ARMC”) has adopted a three-year cooling-off period policy for any candidate who is a former audit partner prior to being appointed as a member of the ARMC.</p> <p>However, this policy is currently does not apply to the ARMC given that none of the ARMC or Board members is a former audit partner as at the date of the Corporate Governance Overview Statement.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit and Risk Management Committee ("ARMC") maintains a transparent and professional relationship with the external auditors of the Company. The external auditors play an essential role in enhancing the reliability of the Company's annual audited financial statements and in providing assurance to stakeholders on their reliability. The external auditors are obliged to bring any significant deficiencies in the Company's internal control system and compliance to the attention of the Management and, where necessary, to the ARMC and the Board.</p> <p>The ARMC is empowered by the Board to review any matters concerning the appointment, re-appointment, resignation or dismissals of the external auditors, and review and evaluate factors relating to their independence.</p> <p>The ARMC undertakes an annual assessment of the suitability and independence of the external auditors in accordance with the independence criteria set out by the International Federation of Accountants and the Malaysian Institute of Accountants ("MIA"). Only non-audit services that provide clear efficiencies and value-added benefits to the Group, and do not impair the external auditors' independence or audit works, will be approved by the ARMC.</p> <p>In addition, the ARMC obtains written assurance from the external auditors confirming that they are, and have been, independent throughout the audit engagement with the Company, in accordance with the independence criteria set out by the MIA. The ARMC reviews the terms of engagement for services provided by the external auditors prior to recommending them to the Board for consideration. Based on the ARMC's recommendation on the re-appointment of the external auditors, the Board will then seek shareholders' approval at the Annual General Meeting.</p> <p>Further details on the activities undertaken by the ARMC are set out in the ARMC Report of this Annual Report on pages 68 to 69.</p>
Explanation for departure	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Audit and Risk Management Committee ("ARMC") comprises three (3) Non-Executive Directors, all of whom are Independent Directors. Details of its composition are set out in the Corporate Information of this Annual Report on page 2.</p> <p>The Board is of the view that the ARMC is able to assist the Board in reviewing and scrutinising information to ensure its accuracy, adequacy and completeness for disclosure, thereby ensuring reliability and compliance with applicable financial reporting standards.</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 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit and Risk Management Committee ("ARMC") Chairperson, Faam Chang Pooh together with all ARMC members, reviewed the Company's financial statements and annual audited financial statements in the presence of external auditors prior to recommending them to the Board for approval and issuance to stakeholders.</p> <p>To assist the Board in reviewing and scrutinising information for accuracy, adequacy and completeness of disclosure, and to ensure reliability and compliance with applicable financial reporting standards, ARMC member(s) undertake continuous professional development to keep abreast of relevant developments in accounting and auditing standards, practices and regulations.</p> <p>The Board, through the recommendation of the Nominating Committee and with the exception of Directors who are also ARMC members is satisfied that all ARMC members are financially literate, competent and possess sufficient understanding of the Company's business.</p> <p>Further details on the external programmes attended by the ARMC are set out in the Corporate Governance Overview Statement of Annual Report on pages 51 to 52.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is updated on the Group’s internal control system which encompasses risk management practices as well as financial, operational and compliance controls on a quarterly basis. Ongoing reviews are conducted throughout the year on a quarterly basis to identify, evaluate, monitor and manage significant risks affecting the business and ensure that adequate and effective controls are in place. These continuous review processes are carried out by the Company’s Management Team as well as the Group’s independent and adequately resourced internal audit function. The findings of the internal audit function are regularly reported to the Audit and Risk Management Committee (“ARMC”).</p> <p>Details of the main features of the Company’s risk management and internal control framework are further elaborated in the ARMC Report and the Statement on Risk Management and Internal Control of the Annual Report on pages 67 to 70 and pages 71 to 74 respectively.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The responsibility of identifying and managing risks is delegated to the Heads of Department ("HoD"). The Audit and Risk Management Committee ("ARMC") is responsible for reviewing the effectiveness of these processes. Any material risks identified are discussed and appropriate actions or controls will be implemented to ensure such risks are properly monitored and managed to an acceptable level. The ARMC assists the Board in implementing and overseeing the Group's risk management framework as well as reviewing the risk management policies formulated by Management and making relevant recommendations to the Board for approval.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Audit and Risk Management Committee (“ARMC”) comprises three (3) Non-Executive Directors, all of whom are Independent Directors.</p> <p>The responsibility of identifying and managing risks is delegated to the Heads of Department (“HoD”). The ARMC is responsible for reviewing the effectiveness of these processes. Any material risks identified are discussed and appropriate actions or controls will be implemented to ensure such risks are properly monitored and managed to an acceptable level.</p> <p>The ARMC assists the Board in implementing and overseeing the Group’s risk management framework as well as reviewing the risk management policies formulated by Management and making relevant recommendations to the Board for approval.</p>

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board of Directors places significant emphasis on sound internal controls which are necessary to safeguard the Group’s assets and shareholders’ investments. In this regard, the Board affirms its overall responsibility for the Group’s internal control system which encompasses risk management practices as well as financial, operational and compliance controls, and delegates oversight to the Audit and Risk Management Committee (“ARMC”). However, it should be noted that such system, by its nature, manages but does not eliminate risks and therefore can provide only reasonable and not absolute assurance against material misstatement, loss or fraud.</p> <p>Ongoing reviews are conducted by the ARMC throughout the year to identify, evaluate, monitor and manage significant risks affecting the business and to ensure that adequate and effective controls are in place. The Company also outsources the internal audit function to an independent assurance provider (“Internal Auditors”) to provide an independent appraisal over the Group’s internal control system to the ARMC.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has outsourced the internal audit function to Atrium Advisory PLT. The Engagement Director is Mr Soon Zee Yi, who holds a Bachelor’s degree in Accounting and is a professional member with the Malaysia Institute of Accountants and associate member of the Institute of Internal Auditors of Malaysia.</p> <p>The internal auditors, Atrium Advisory PLT carry out the internal audit reviews independently in accordance with a recognised framework. Prior to the commencement of internal audit assignments, the internal auditors also seeks written assurance from those involved, confirming that they do not have any relationships or conflict of interest with the Company, which could impair their independence and objectivity throughout the conduct of the audit engagement. The internal auditors provide such declaration in their annual audit plan presented to the Audit and Risk Management Committee (“ARMC”) prior to the commencement of internal audit assignment for the ensuing year. Premised on such declaration, feedback from the Management Team as well as performance assessment conducted by the ARMC, the ARMC will consider whether to continuously outsource the internal audit function to internal auditors in providing an independent appraisal on the adequacy, efficiency and effectiveness of the Group’s internal control system.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of maintaining effective communication channels between the Board, shareholders and the general public, while ensuring full compliance with the disclosure requirements set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The annual reports, press releases, quarterly results, and any announcements on material corporate exercises are the primary means of disseminating information on the Group's business activities and financial performance.</p> <p>The Executive Director is the designated spokesperson for all matters relating to the Group and dedicated personnel are tasked with preparing and verifying material information for timely disclosure upon approval by the Board. The Group maintains a corporate website: www.wegmans.com.my, where shareholders and the public may access information on, amongst others, the Group's background and products, financial performance, frequently-asked questions and updates on its various sponsorships and promotions. Stakeholders may at any time seek clarification or raise queries via the corporate website, by email or telephone. The primary contact details are available on the Group's corporate website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The notice of Annual General Meeting (“AGM”) is dispatched to shareholders at least twenty-eight (28) days prior to the AGM. This allows shareholders sufficient time to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>All Directors endeavored to be present in person at the Annual General Meeting (“AGM”) to engage directly with, and be accountable to the shareholders for their stewardship of the Company.</p> <p>During the Eighth AGM, the Directors and Management joined the shareholders together with a dedicated team of employees to assist the shareholders on the queries raised. The proceedings of the Eighth AGM included the Chairman’s briefing on the Company’s overall performance for the financial year ended 2024, the presentation of the external auditors’ unqualified report to shareholders, and a Question & Answer (“Q&A”) session during which the Chairman invited shareholders to raise questions pertaining to the Company’s financial statements and other items for adoption at the meeting before putting the resolutions to a vote.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Departure	
Explanation on application of the practice	:	Please provide an explanation on how the practice is being applied.	
Explanation for departure	:	The Company ensures that its general meeting is held at an accessible location and not in remote areas in order to encourage shareholders attendance and participation. Having considered that the Company’s shareholder base is not that large, the Board is of the view that there is no immediate need to leverage technology to facilitate electronic poll voting and remote shareholder participation at this juncture.	
		The Board will, from time to time, consider leveraging technology to facilitate voting in absentia, in order to more accurately reflect shareholders’ views and to ensure an efficient and reliable voting process.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	The Annual General Meeting ("AGM") represents the principal forum for dialogue and interaction with shareholders. At each AGM, the Board presents the progress and performance of the Group since the last meeting. Shareholders are encouraged to participate in the subsequent Question & Answer session, wherein the Directors, Company Secretaries, Heads of Department as well as the Group's external auditors are available to respond to the queries raised. In the event that a question cannot be addressed during the meeting, the Chairman will undertake to provide a written reply to the shareholder. Each item of special business included in the notice of meeting is accompanied by an explanation of the effects of the proposed resolution.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.5

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

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

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: Minutes of the Annual General Meeting (“AGM”) are made available on the corporate website: www.wegmans.com.my within thirty (30) business days after the AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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