

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0123
COMPANY NAME : Privasia Technology Berhad
FINANCIAL YEAR : December 31, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied																
Explanation on application of the practice	:	<p>The Group is governed by the Board who is accountable to stakeholders for the strategic direction and pursuit of value creation for shareholders.</p> <p>The Board is primarily responsible for ensuring that the principles of good corporate governance are practiced, and appropriate corporate governance structure is in place. An effective Board leads and controls the Company.</p> <p>The composition of the Board during FYE 2024 is as follows:</p> <table><tr><th>Name of Directors</th><th>Directorate</th></tr><tr><td>Dato’ Azman Bin Mahmud</td><td>Chairman / Independent Non-Executive Director</td></tr><tr><td>Datuk Puvanesan A/L Subenthiran</td><td>Group Chief Executive Officer / Managing Director</td></tr><tr><td>Datuk Andre Anthony A/L Hubert Rene</td><td>Deputy Chief Executive Officer / Executive Director</td></tr><tr><td>Haida Shenny Binti Hazri</td><td>Independent Non-Executive Director</td></tr><tr><td>Leong Kah Chern</td><td>Independent Non-Executive Director</td></tr><tr><td>Yip Kit Weng</td><td>Independent Non-Executive Director</td></tr><tr><td>Aminuddin Bin Mohd Arif</td><td>Independent Non-Executive Director (Appointed on 1 July 2024)</td></tr></table> <p>The primary responsibilities of the Board are outlined in the Board Charter, which documents the governance and structure of the Board and its committees, including the authority, matters reserved for the Board, guidance on the Board’s conduct and terms of reference (“TOR”) of the Board committees.</p>	Name of Directors	Directorate	Dato’ Azman Bin Mahmud	Chairman / Independent Non-Executive Director	Datuk Puvanesan A/L Subenthiran	Group Chief Executive Officer / Managing Director	Datuk Andre Anthony A/L Hubert Rene	Deputy Chief Executive Officer / Executive Director	Haida Shenny Binti Hazri	Independent Non-Executive Director	Leong Kah Chern	Independent Non-Executive Director	Yip Kit Weng	Independent Non-Executive Director	Aminuddin Bin Mohd Arif	Independent Non-Executive Director (Appointed on 1 July 2024)
Name of Directors	Directorate																	
Dato’ Azman Bin Mahmud	Chairman / Independent Non-Executive Director																	
Datuk Puvanesan A/L Subenthiran	Group Chief Executive Officer / Managing Director																	
Datuk Andre Anthony A/L Hubert Rene	Deputy Chief Executive Officer / Executive Director																	
Haida Shenny Binti Hazri	Independent Non-Executive Director																	
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Yip Kit Weng	Independent Non-Executive Director																	
Aminuddin Bin Mohd Arif	Independent Non-Executive Director (Appointed on 1 July 2024)																	

	<p>In the FYE 2024, the Board has discharged its key fiduciary duties, leadership functions and responsibilities as follows:-</p> <ol style="list-style-type: none"> I. Reviewed and approved the Group’s strategies and business plans including updating regularly and monitoring management’s performance in its implementations; II. Reviewed and approved Anti-Bribery and Corruption, Whistleblowing, and Fit and Proper Policies in order to ensure the policies are updated with the current changes; III. Reviewed and approved any related party transaction or conflict of interest situations that may arise within the Group; IV. Oversaw the conduct of the Group’s business and evaluated whether the business was being properly managed and sustained; V. Ensured a sound risk management framework; VI. Oversaw and evaluated the conduct and the performance of the Group including the acquisition exercises; VII. Ensured the competency and succession planning of the Board and Key Senior Management; VIII. Reviewed the performance of the Group’s Executive Directors; IX. Ensured the Company is sustainable, successful and thriving organisation in the long run and striking a balance between the Environmental, Social and Governance (“ESG”) factors; X. Ensured the adequacy and integrity of the Company’s internal control system; XI. Ensured the integrity of the Company’s financial and non-financial reporting; XII. Reviewed and with the recommendation from the Investment Committee, approved the potential investment for the growth of the Group; XIII. Ensured compliance and proper disclosure adherence at all times; and XIV. Reviewed and approved the composition of the Board and Board Committee with the recommendation from the Board Committees. <p>The Board reserves certain power for itself and delegates other matters to the Group CEO and senior management. The following are matters which are specifically reserved for the Board:</p> <ol style="list-style-type: none"> i. Approval of corporate plans and programmes; ii. Approval of annual budgets, including major capital commitments; iii. Approval of new ventures; iv. Approval of material acquisition and disposals of undertakings and properties; v. Change to the management and control structure within the Group, including key policies, delegated authority limits; and vi. Review and update the Whistleblowing Policy. <p>The Board has established various board committees to assist the Board in overseeing the affairs of the Company. These committees have been</p>
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entrusted with specific responsibilities and authorities, which are properly set out in their TOR. The current Board Committees are the Audit and Risk Management Committee, and the Nomination and Remuneration Committee.

During the financial year under review, the Board revisited the significance of reestablishing the Investment Committee (“IC”). In line with the Group’s long-term growth strategy and in consideration of potential investment opportunities, the Board had on 25 October 2024 resolved to reestablish the IC.

The IC is tasked with reviewing and assessing proposed investments and/or divestments proposed by the Management, prior to recommendations to the Board for approval. Any director with an interest in the matter was excused from deliberation.

The current Board Committees comprise the Audit and Risk Management Committee, the Nomination and Remuneration Committee and Investment Committee.

The Chairman of the respective Board Committees will report and table to the Board their respective recommendations for consideration and adoption.

The composition of each Board Committee during the FYE 2024 is as follows:

AUDIT AND RISK MANAGEMENT COMMITTEE [“ARMC”]

Name of Directors	Designation	Directorate
Leong Kah Chern	Chairman	Independent Non-Executive Director (Redesignated as Chairman on 25 October 2024)
Yip Kit Weng	Member	Independent Non-Executive Director
Aminuddin Bin Mohd Arif	Member	Independent Non-Executive Director (Appointed as a Member on 25 October 2024)
Haida Shenny Binti Hazri	Chairperson	Independent Non-Executive Director (Relinquished membership on 25 October 2024)

NOMINATION AND REMUNERATION COMMITTEE [“NRC”]

Name of Directors	Designation	Directorate
Aminuddin Bin Mohd Arif	Chairman	Independent Non-Executive Director (Appointed as Chairman on 25 October 2024)
Haida Shenny Binti Hazri	Member	Independent Non-Executive Director

	Leong Kah Chern	Member	Independent Non-Executive Director <i>(Relinquished membership on 25 October 2024)</i>
	INVESTMENT COMMITTEE ["IC"] <i>(Re-established on 25 October 2024)</i>		
	Name of Directors	Designation	Directorate
	Haida Shenny Binti Hazri	Chairman	Independent Non-Executive Director
	Leong Kah Chern	Member	Independent Non-Executive Director
	Datuk Andre Anthony A/L Hubert Rene <i>(or his Alternate Datuk Puvanesan A/L Subenthiran)</i>	Member	Group Deputy Chief Executive Officer/ Executive Director
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board is responsible for instilling good corporate governance practice, leadership and ensuring the effectiveness of all aspects of the Board's role and responsibilities. The Chairman of the Group does not hold any memberships in any of the board committees.</p> <p>By having non-involvement of Chairman in any Board Committee would provide checks and balances as well as objective review by the board on deliberation made by the board committees.</p> <p>The responsibilities of the Chairman amongst others include:</p> <ol style="list-style-type: none">I. To provide leadership to the Board and oversee the Board in the effective discharge of its fiduciary duties;II. Leading the Board in the adoption and implementation of good corporate governance practices in the Company;III. To set the Board agenda and to ensure the Board members receive complete and accurate information in a timely manner;IV. To lead in discussion in Meetings and ensure efficient and effective conduct of the Board's Meetings;V. To encourage active participation and to allow dissenting views to be freely expressed;VI. To promote constructive and respectful relations between Board Members and manage the interface between the Board and Management;VII. To facilitate effective communication between the Board and the stakeholders; andVIII. To commit time necessary to discharge effectively his role as Chairman. <p>The Chairman ensures orderly conduct and proceedings of the Board and general meeting and is responsible for managing the business of the Board to:</p> <ol style="list-style-type: none">i. All directors are properly briefed on issues arising at board meetings;ii. Sufficient time is allowed for the discussion of complex or contentious issues and, where appropriate, arranging for informal meetings beforehand to enable through preparation for the board discussion; and

	<p>iii. The issues discussed are forward looking and concentrate on strategy.</p> <p>During FYE 2024, the Board had met with the Executive Directors and management to discuss and receive update on the operational issues of the Group and the Board actively provides timely recommendations to improve and set strategies that will further enhance the business objectives of the Company.</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 the Chairman and CEO are held by two separate distinct individuals. The role of Chairman is held by Dato' Azman Bin Mahmud while the role of Group CEO who also acts as the Managing Director is held by Datuk Puvanesan A/L Subenthiran.</p> <p>The separation of the Chairman and the Group CEO with a clear and distinct division of responsibilities ensures a proper balance of power and authority, as well as enhances governance and transparency. The Chairman leads the Board in setting values and standards of the Group and is responsible for the effective conduct of the Board, whilst the Group CEO has overall responsibility on the business and day-to-day management of the Group.</p> <p>The Group CEO's roles amongst others includes the following:</p> <ul style="list-style-type: none">I. Strategy development, monitoring and tracking;II. Business development;III. Regulation;IV. Performance management;V. Human resources management;VI. Risk management; andVII. Stakeholder management.
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	:	Applied
Explanation on application of the practice	:	The Chairman of the Group does not hold any membership in any of the Board Committees. By having non-involvement of Chairman in any Board Committee would provide check and balance as well as objective review by the board on deliberation made by the Board Committees.
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 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by two (2) suitably qualified, experienced, competent and knowledgeable Company Secretaries. The role of the Company Secretaries are currently held by Ms. Wong Chow Lan and Ms. Foo Li Ling, who are both registered with the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA).</p> <p>The Directors have ready and unrestricted access to the advice and services of the Company Secretaries to enable them to discharge their duties effectively. The Board is regularly updated and apprised by the Company Secretaries.</p> <p>The Company Secretaries give clear and sound advice on the measures to be taken and requirements to be observed by the Company and the Directors arising from new statutes and guidelines issued by the regulatory authorities. The Company Secretaries brief the Board on proposed contents and timing of material announcements to be made to Bursa Securities.</p> <p>The Company Secretaries also serve notice to the Directors and Principal Officers to notify them of closed periods in accordance with the black-out periods for dealing in the Company's securities pursuant to Chapter 14 of the Bursa Securities ACE Market Listing Requirements.</p> <p>The Company Secretaries attend and ensure that all Board meetings are properly convened, and those accurate and proper records of the proceeding and resolutions passed are taken and maintained in the statutory register at the registered office of the Company.</p> <p>The Company Secretaries also facilitate timely communication of decisions made and policies set by the Board at Board meetings, to the Senior Management for action.</p> <p>The Company Secretaries work closely with management to ensure that there are timely and appropriate information flows within and to the Board and Board Committee, and between the Non-Executive Directors and management.</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 Board recognises that the decision-making process is highly dependent on the quality of information furnished. As such, in discharging their duties, the Directors need to have full and timely access to all information concerning the Company and the Group.</p> <p>All Board meetings held were preceded by a notice issued by the Company Secretaries. Prior to each Board meeting, the agenda would be circulated to all Directors at least seven (7) days prior to the meeting. A set of board papers containing relevant reports is furnished to all Directors at least five (5) days prior to the meeting, to enable effective discussions and decision-making during Board meetings. In addition, the Board is also notified of any corporate announcements released to Bursa Securities.</p> <p>All minutes of meetings are confirmed by the Board and respective committee members to ensure the deliberations and decisions of the Board are accurately reflected, including whether any director abstained from voting or deliberating on a particular matter. The Chairman of the Board and the Chairman of the respective committees sign off the confirmed minutes for record keeping and safeguarding purposes.</p> <p>The Directors have full access to the advice and services of the Company Secretaries, the senior management staff, the external auditors and other independent professionals at all times in discharging their duties and responsibilities.</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 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 has formalised a Board Charter to ensure that the Board are aware of their roles, duties and responsibilities and the application of principles and practices of good corporate governance in their business conduct and dealings in respect of, and on behalf of the Company and the various laws and legislations governing them and the Company.</p> <p>The Board last reviewed its Board Charter on 22 February 2024 to keep abreast with changes in regulations and best practices and ensure its effectiveness and relevance to the Board's strategic intent as well as standards of corporate governance.</p> <p>The Board Charter serves not only as a reminder of the Board's roles and responsibilities but also acts as a general statement of intent and expectation as to how the Board discharges its duties and responsibilities. The updated Board Charter is available in the Company's website at WWW.PRIVASIA.COM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>(A) CODE OF CONDUCT AND ETHICS</p> <p>The Board recognises its role in establishing ethical values that support a culture of integrity, fairness, forthrightness, trust and pursuit of excellence.</p> <p>This is formalised via a Code of Ethics and Conduct that is periodically reviewed and adhered to by all Directors of the Group. On 22 February 2024, the Board reviewed and updated the Code of Ethics and Conduct to be in line with the current changes made to the Bursa Listing Requirements.</p> <p>The core areas of conducts under the Code of Ethics and Conduct include the followings: -</p> <ul style="list-style-type: none">I. Conflict of interest;II. Confidential information;III. Inside information and securities trading;IV. Business records and control;V. Compliance to the law;VI. Personal gifting and contribution;VII. Health and safety;VIII. Sexual harassment;IX. Anti-corruption and whistle-blowing;X. Anti-money laundering;XI. Fair and courteous behaviour; andXII. Misconducts <p>The updated Code of Ethics and Conduct can be accessed through the Company's website at WWW.PRIVASIA.COM</p> <p>(B) ANTI-BRIBERY AND CORRUPTION POLICY</p> <p>The Board has in place the Group's Anti-Bribery and Corruption Policy ("the ABC Policy") which outlines the Group's commitment to conduct business ethically as well as complying with all applicable laws including</p>

	<p>Malaysian Anti- Corruption Commission Act 2009 (Amendment 2018) (“MACC Act”) and any of its amendments made by the relevant authority from time to time.</p> <p>The ABC Policy provides policy guidance to Directors, employees and business associates the way to recognise and deal with any act of corruption and bribery that may arise in the course of daily business and operation activities within the Group. The ABC Policy of the Group was is available at the Company’s website at WWW.PRIVASIA.COM.</p> <p>(C) FIT AND PROPER POLICY</p> <p>The Board is guided by the Fit and Proper Policy, which sets the criteria in relation to a fit and proper requirement for Directors within the Group by exemplifying integrity and good character to promote and support an ethical culture.</p> <p>The Fit and Proper Policy of the Group is available at the Company’s website at WWW.PRIVASIA.COM</p> <p>(D) DIRECTORS’ AND KEY MANAGEMENT’S CONFLICT OF INTEREST POLICY</p> <p>The Board is committed to promote the transparency of conflict of interest and strengthening accountability of the key persons of the Group. On 22 February 2024, the Board established and adopted the Directors’ and Key Senior Management’s Conflict of Interest Policy, which outlines the procedures governing any conflict of interest, potential conflict of interest and interest in competing business involving the Directors and Key Senior Management of the Company and the Group.</p> <p>The Policy is available at the Company’s website at WWW.PRIVASIA.COM.</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

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>To encourage the reporting of genuine concerns about malpractice, illegal acts or failures to comply with recognised standards of work without fear of reprisal or victimisation, the Board has in place a Whistleblowing Policy which sets out avenues where legitimate concerns can be objectively addressed. The Audit and Risk Management Committee oversees the administration of the Whistleblowing Policy in an impartial manner, under the purview of the Board.</p> <p>During the FYE 2024, there was no whistleblowing concern reported to the Company.</p> <p>A copy of the Whistleblowing Policy is available at the Company’s website at WWW.PRIVASIA.COM.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is responsible for formulating ongoing programmes to promote sustainability, where attention is given to environment, social and governance aspects of business which underpin sustainability. With the formation of the Sustainability Working Group, the Group's CEO is in charge of sustainability management. Regular meetings are convened together with Senior Management on a weekly and monthly basis to ensure that the execution of strategies and plans are on track. All progress and key developments are updated to the Board during the meetings.</p> <p>The Board reviews the progress, key developments and closely monitors the implementation of sustainability related policies and actions in order for the Company to achieve its sustainability related goals.</p> <p>The Company is well guided by the Board, where sustainability-related matters are presented for deliberation and strategic direction for the Company is set. Matters discussed during this session range from amongst others, potential investments to new business pillars, succession planning and leveraging on new technologies.</p> <p>Further details are disclosed in the detailed Sustainability Statement of the Annual Report for reference to all stakeholders.</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

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>Apart from the Sustainability Statement which is in the Annual Report, the Company has published a detailed Sustainability Report. The report covers it's sustainability effort which is built on the areas of:</p> <ul style="list-style-type: none">I. Sustainability GovernanceII. PeopleIII. EnvironmentIV. InnovationV. Community <p>The Board endeavours in the coming years to undertake steps to further develop the Company's sustainability reporting, enhance its reporting credibility and will plan towards engaging external assurance.</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 is confident that the Group CEO has a strong understanding on the area of sustainability and is able to engage and lead senior management in addressing sustainability related matters and risk. It is crucial the Group CEO is able to address sustainability risks and provide guidance on sustainability- related matters.</p> <p>The senior management is kept abreast with sustainability developments in this constantly evolving environment by attending trainings including webinars and presentation, which includes but is not to be limited to, internal and external training and development programmes.</p> <p>As for climate-related risks and opportunities, although in actual fact it is not directly connected to the Company's business nature, the Group CEO nevertheless makes an effort to keep himself up-to date with new developments.</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>As part of the Company’s Performance Evaluation exercise for the FYE 2024, the NRC evaluates all Directors on a yearly basis. Meanwhile, for senior management, appraisal sessions were conducted by the Group CEO in which the respective Heads of Department were formally assessed on their performance with regard to material sustainability risks, business development and opportunities.</p> <p>Within the scope of remuneration, the management encourages a culture of organisational, team and individual performance consistent with its strategic goals.</p> <p>The sustainability-linked Key Performance Indicators contain a balance of short-term and long-term goals.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Group CEO has been given the responsibility to lead and drive the sustainability agenda across the Group of companies.

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 procedure on the re-election of directors by rotation is set out in the Company's Constitution. All directors are required to undertake an annual assessment where not only the recommendation of director due for re-election is contingent upon satisfactory evaluation, but it is also utilised in determining the effectiveness of the Board and Board committees.</p> <p>All Directors are required to submit themselves for re-election by rotation at least once in every three (3) years at each Annual General Meeting ("AGM"). Newly appointed Directors shall hold office until the AGM following their appointment and shall then be eligible for re-election by shareholders.</p> <p>The Company's Constitution also requires that at least one-third (1/3) of the Directors including Executive Directors, to retire from office by rotation and be eligible for re-election at every AGM. All Directors shall submit themselves for re-election at least once every three (3) years from their date of appointment in compliance with the Listing Requirements of the Bursa Securities.</p> <p>The Board is encouraged to provide new ideas for the better future of the business of the Group. The composition of the Board committees are periodically reviewed and refreshed as and when necessary, in order to bring in new ideas and perspective to the boardroom to ensure that the board is "future-ready".</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>To ensure that Board decisions are made objectively with the necessary checks and balances in the best interest of the Company, the Board for FYE2024 is comprised of seven (7) members, two (2) Executive Directors and five (5) Independent Non-Executive Directors (“INED”).</p> <p>The size, composition and effective mix of Executive Directors and INEDs in the Board supports adequate objective and independent deliberation, review and decision making.</p> <p>In addition, the Board composition of which the majority are INEDs, allows for more effective oversight of management and ensures that no individual or group of individuals dominates the Board’s decision-making process. The INEDs participate actively and objectively in Board deliberations and exercise unbiased and independent judgement in Board decisions.</p> <p>During the financial year under review, the Board, with the recommendation of the NRC, undertook a restructuring of the composition of the Board Committees. This initiative reflects the Board’s commitment to fostering active participation while enhancing the overall effectiveness of the decision-making process. The inclusion of a new member is expected to bring fresh perspectives and valuable insights to the committees.</p> <p>Further the number of Independent Directors is in compliance with the Ace Market Listing Requirements of Bursa Securities which requires the Board to have at least two (2) Independent Directors or 1/3 of the Board of Directors, whichever is higher.</p> <p>The profile of each Board member is presented under the Directors’ Profile of the Annual Report.</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 5.3

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	:	Based on the Board Charter of the Company, the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine years, the Independent Director may continue to serve the Board subject to the Director’s re-designation as a Non- Independent Director.	
		During the FYE 2024, the Board through the NRC assessed the tenure and the independence of the independent directors based on the criteria set out in the Listing Requirement on an annual basis. The Board is satisfied with the level of independence demonstrated by the five INEDs and their ability to act in the best interest of the Company.	
		As at 31 December 2024, the tenure of service of the INEDs are as follows:-	
			INEDS
		Less than 3 years	4
4 years to 6 years	1		
7 years to 9 years	-		
TOTAL	5		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

<i>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.</i>	
Application	: Adopted
Explanation on adoption of the practice	: As mentioned in the application of Practice 5.3, the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine years, the Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director.

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>In maintaining a competitive advantage, the Board recognises the importance of having a range of different skills, background and experience among its Directors and Senior Management.</p> <p>The Directors are from diverse professional and business backgrounds with a wide range of academic and professional qualifications, business and financial experience relevant to lead the Group's business activities and as such, are able to effectively discharge their duties and responsibilities on the matters or issues of strategic planning, performance evaluation, resource allocation, setting of standards of conduct, identifying principal risks, reviewing internal control systems etc.</p> <p>The Board approves the appointment of new Board members, the resignation of existing members, and the re-election of Directors based on the NRC's recommendation, and the NRC is guided by the Fit and Proper policy.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board uses a variety of approaches and sources to ensure that it is able to identify the most suitable candidates. In identifying suitable candidates, the NRC may use open advertising or the services of external advisers to facilitate the search.</p> <p>The NRC would take into consideration the following criteria before the recommendation to the board is made:-</p> <ul style="list-style-type: none">I. Required skills, knowledge, expertise and experience;II. Time commitment, character, professionalism and integrity;III. Ability to work cohesively with other members of the Board;IV. Specialist knowledge or technical skills in line with the Group's strategy;V. Diversity in age, gender and experience/ background;VI. The number of directorships in companies outside the Group; andVII. Disclosure on the nature and extend of any conflict of interest (actual/potential) including in any competing business, that he/she has with the Company or the Group. <p>On 1 July 2024, the Board, with the recommendation from the NRC, approved the appointment of En. Aminuddin bin Mohd Arif. The appointment and the selection of the candidates was guided by the Directors' Fit and Proper Policy.</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

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	:	As mentioned in the application of Practice 5.6, the Board uses variety of approaches and sources to ensure that it is able to identify the most suitable candidates. In identifying suitable candidates, the NRC may use open advertising or the services of external advisers to facilitate the search.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NRC is responsible for, among others, succession planning, the determination of directors’ remuneration packages, and the annual assessment of the board and board committees. During FYE 2024, the NRC reviewed the composition of its Board Committees, of which the composition has been refreshed. Subsequent to the restructuring, NRC comprised three members, all of them being Independent Non-Executive Directors, including the Chairman, En. Aminuddin Bin Mohd Arif, who was appointed to the committee on 25 October 2024.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure																																									
Explanation on application of the practice	:																																										
Explanation for departure	:	<p>The Group is an equal opportunity employer and provides equal opportunities for all employees with no discrimination of age, race, religion, disabilities or gender.</p> <p>The Board acknowledges that gender diversity will encourage more constructive debates, leading to better decisions made. Several key positions in the Group are held by women and the Board comprises of two (1) female director.</p> <p>Diversity composition of the Board Members during FYE 2024 are as follows:</p> <table><tr><td></td><td>Diversity</td><td>Number</td><td>%</td></tr><tr><td rowspan="2">Directorship</td><td>Independent Non-Executive</td><td>5</td><td>71</td></tr><tr><td>Executive</td><td>2</td><td>29</td></tr><tr><td rowspan="2">Gender</td><td>Male</td><td>6</td><td>86</td></tr><tr><td>Female</td><td>1</td><td>14</td></tr><tr><td rowspan="3">Age Group</td><td>40-49 years</td><td>3</td><td>43</td></tr><tr><td>50-59 years</td><td>3</td><td>43</td></tr><tr><td>Above 60 years</td><td>1</td><td>14</td></tr><tr><td rowspan="3">Ethnicity</td><td>Bumiputra</td><td>3</td><td>42</td></tr><tr><td>Chinese</td><td>2</td><td>29</td></tr><tr><td>Indian</td><td>2</td><td>29</td></tr></table>					Diversity	Number	%	Directorship	Independent Non-Executive	5	71	Executive	2	29	Gender	Male	6	86	Female	1	14	Age Group	40-49 years	3	43	50-59 years	3	43	Above 60 years	1	14	Ethnicity	Bumiputra	3	42	Chinese	2	29	Indian	2	29
	Diversity	Number	%																																								
Directorship	Independent Non-Executive	5	71																																								
	Executive	2	29																																								
Gender	Male	6	86																																								
	Female	1	14																																								
Age Group	40-49 years	3	43																																								
	50-59 years	3	43																																								
	Above 60 years	1	14																																								
Ethnicity	Bumiputra	3	42																																								
	Chinese	2	29																																								
	Indian	2	29																																								
		<p>The board is mindful with the recommendation by the Code to have at least 30% women directors on the Board.</p> <p>Although the company has not reach 30% women representation target at the Board level as recommended, the Board is comfortable with the current composition and it is in compliance with Rule 15.02 of the ACE Market Listing Requirements of Bursa Securities Malaysia Berhad. Nonetheless, the Board is supportive of gender diversity in the boardroom composition as recommended by the Code and the Board will endeavor to consider suitable and qualified female candidates for appointment to the Board in the future.</p>																																									

	The Board will continue the effort in identify the suitable female director to meet 30% women representative.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board notwithstanding the view that diversity should be in tandem with expertise, experience and skills and not gender alone acknowledges the importance of the establishment of a gender diversity policy.	
		The Board is collective opinion that there was no necessity to adopt formal gender diversity policy as the group is committed to provide fair and equal opportunities and nurturing diversity within the Group.	
<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

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, through the NRC, has established a formal assessment mechanism to carry out an annual evaluation on the effectiveness of the Board, Board Committees, and the contribution of each individual Director, including the independence of INEDs.</p> <p>In FYE2024, the assessment on the effectiveness of Board, Board Committees was conducted in-house and facilitated by the Company Secretaries. The assessment was conducted by way of self-assessment, while the performance evaluation on individual Directors has been conducted by peer assessment.</p> <p>In addition, the NRC has also evaluated the performance of the Executive Directors. The Chairman of the NRC shared the outcome with the Chairman of the Board for consultation, and the result of the consultation was delivered to the Executive Directors.</p> <p>The NRC upon conducting its annual assessment on the Board, Board Committees and individual Director for the FYE2024, was satisfied that:</p> <ol style="list-style-type: none">I. The size and composition of the Board and Board Committees are optimum with the appropriate mix of knowledge, skills, attributes and core competencies;II. The Board and Board Committees has been able to discharge its duties professionally and effectively in consideration of the scale and breadth of the operations;III. All the Directors continue to uphold the highest governance standards in their conduct and that of the Board;IV. All the Members of the Board are well qualified to hold their positions as Directors of the Company in view of their respective academic and professional qualifications, and depth of knowledge, skills and experience and their personal qualities;

	<p>V. The Independent Directors comply with the definition of Independent Directors as stated in the ACE Market Listing Requirements of Bursa Securities, where none of the tenure of an Independent Director exceeds a cumulative of nine years, and therefore would be able to function as a check and balance and bring an element of objective to the Board; and</p> <p>VI. The Directors comply with the requirement prescribed under Rule 15.06 of ACE Market Listing Requirement as they hold either one or only a few directorships in public listed companies as described below:</p> <p>a. Holding only one directorship: 2 Directors</p> <p>b. Holding two directorships: 3 Director</p> <p>c. Holding three directorships: 1 Director</p> <p>d. Holding five directorships: 1 Director</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

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 Group aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Group successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.</p> <p>The NRC is responsible for reviewing and recommending a formal and transparent remuneration framework or policy and procedure for Executive Directors and Senior Management. The Group Human Resource Director is invited to assist the NRC by providing the relevant information before any recommendation is made to the Board. The individual director does not participate in the discussion and decision making of his own remuneration to avoid conflict of interest.</p> <p>In doing so, the NRC perform the following:-</p> <ol style="list-style-type: none">I. Ensure that remuneration policies and packages of Executive Directors and Senior Management are reflective of the Group's demands, complexities and performance as a whole as well as skills and experience required, and in line with the strategic objectives of the Company which rewards contribution to the long term success of the Company; andII. Ensure alignment of the compensation scale to corporate performance and that compensation offered is in line with current market practices by comparable companies, time commitment, responsibilities and employment conditions elsewhere within the Group and the market. <p>The remuneration policies are disclosed in the Board Charter which is available in the Company's website at WWW.PRIVASIA.COM.</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 summary of activities undertaken by the NRC during FYE 2024 includes the following:-</p> <ol style="list-style-type: none">I. Reviewed the size and composition of the Board and made recommendations to the Board as regards any changes that may, in their view, be beneficial to the Company and Group;II. Reviewed and assessed the independence of INEDs;III. Reviewed and assessed the effectiveness of the Board as a whole, committees of the Board and the contribution of individual directors, and reported to the Board on its finding. The annual assessment was conducted in-house and facilitated by the Company Secretaries;IV. Reviewed and recommended to the Board of directors who are retiring by rotation to be put forward for re-election;V. Reviewed and report to the Chairman of the Board on the performance evaluation of Executive Directors;VI. Reviewed and recommend the payment of Directors' fees and other benefits payable to Directors;VII. Ensuring the organisational chart and succession to be put in place;VIII. Reviewed and report to the Board on the implementation of succession planning;IX. Reviewed on the Term of Reference to in line with current changes;X. Reviewed, assessed and recommended the remuneration of Executive Directors;XI. Ensured the Board was updated and equipped with the latest changes through the attendance to the relevant training;XII. Ensured the Board attended and completed the mandatory training; and

	<p>XIII. Reviewed on the proposal of the establishment of the Employee Share Option Scheme for the recommendation to the Board.</p> <p>The TOR of the NRC is available in the Company’s website at WWW.PRIVASIA.COM.</p>	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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 aggregate remuneration of Directors' of the Group and the Company for the FYE 2024 are as per the schedule below. Further details on the Directors' remuneration are disclosed in page 59 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	Datuk Puvanesan A/L Subenthiran	Executive Director	60	11.5	0	0	0	0	71.5	0	30	600	0	0	79.2	709.2
2	Datuk Andre Anthony A/L Hubert Rene	Executive Director	60	11.5	0	0	0	0	71.5	0	30	570	0	0	75.3	675.3
3	Dato' Azman Bin Mahmud	Non-Executive Non-Independent Director	72	6.5	0	0	0	0	78.5	0	0	0	0	0	0	0
4	Haida Shenny Binti Hazri	Non-Executive Non-Independent Director	66	9.5	0	0	0	0	75.5	0	0	0	0	0	0	0
5	Leong Kah Chern	Non-Executive Non-Independent Director	66	10	0	0	0	0	76	0	0	0	0	0	0	0
6	Yip Kit Weng	Non-Executive Non-Independent Director	60	10	0	0	0	0	70	0	0	0	0	0	0	0
7	Aminuddin Bin Mohd Arif	Non-Executive Non-Independent Director	31	3.5	0	0	0	0	34.5	0	0	0	0	0	0	0
8	Rachel Lau Jean Mei (Resigned on 01/04/2024)	Non-Executive Non-Independent Director	15	15	0	0	0	0	16.5	0	0	0	0	0	0	0
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

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board is of the opinion that disclosure on a named basis is not required due to security and privacy reasons and the disclosures presented above is sufficient to allow shareholders to make an informed decision.	
		The range of remuneration of the top eleven (11) senior management's remuneration which includes salary and other emoluments are disclosed in the Annual Report.	
<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 Chairman of ARMC is chaired by an Independent Director who is not the Chairman of the Board. On 25 October 2024, the composition of the ARMC was restructured, resulting in the redesignation of Mr Leong Kah Chern as the Chairman of the ARMC succeeding Ms. Haida Shenny Binti Hazri.	
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>Currently there are no members of the ARMC who are former key audit partners of the Company.</p> <p>At this juncture, the Board has the view that the appointment of former key audit partner may exert significant influence over the audit. Should a former key audit partner be considered as a candidate for the ARMC, a cooling off period will be required before 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

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>Through the ARMC, the Company has always maintained a close and transparent relationship with its external auditors in seeking professional advice and ensuring compliance with the Malaysian Financial Reporting Standards and Companies Act, 2016 in Malaysia.</p> <p>The interactions between the parties include the discussion of an audit plan, audit findings and corrective actions, where appropriate and the conclusion of the financial statements. The ARMC meet at least once with the external auditors without the presence of the Executive Directors and management.</p> <p>The ARMC has assessed and is satisfied with the competency and independence of the external auditors. This assessment amongst others include:</p> <ul style="list-style-type: none">I. Ensuring auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners;II. The resource capacity and competency of audit members assigned by the External Auditors;III. The level of fees including non-audit services fees paid by the Company to the External Auditors;IV. The timeliness and completion of the audit;V. andVI. Obtaining written assurance from the External Auditors confirming independence throughout the conduct of the audit in accordance with the terms of all relevant professional and regulatory requirements. <p>The Audit and Risk Management Committee had recommended the re-appointment of the external auditors to the Board and thereafter to be tabled for the shareholders' approval at the forthcoming AGM.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted		
Explanation on adoption of the practice	:	The ARMC comprised solely of Independent Non-Executive Directors. The composition of the ARMC are:-		
		Name	Designation	Directorate
		Leong Kah Chern	Chairman	Independent Non-Executive Director (Redesignated as Chairman on 25 October 2024)
		Yip Kit Weng	Member	Independent Non-Executive Director
		Aminuddin Bin Mohd Arif	Member	Independent Non-Executive Director (Appointed as a Member on 25 October 2024)
		Haida Shenny Binti Hazri	Chairperson	Independent Non-Executive Director (Relinquished membership on 25 October 2024)

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	The ARMC currently comprises of members with professional experience in financial, taxation and legal of which one of the member is a member of the Malaysian Institute of Accounts. Having an ARMC that is financially literate and independent enable a continuous application of a critical and probing view on the Company’s financial reporting process, transactions and other financial information, and effectively challenge management’s assertions on the Company’s financials. The summary of the activities of the ARMC during FYE 2024 are set out under the Audit and Risk Management Committee Report in the Annual Report.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board affirms its responsibility in identifying principal risks and ensuring implementation of a proper risk management system to manage such risks. The Board and the ARMC has put in place an Enterprise Risk Management ("ERM") Framework and internal control systems to effectively discharge its responsibility in managing risks and counter threats arising from these risks.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ERM Manual is implemented with an aim to provide practical guidance for developing, implementing and enhancing the ERM framework. The ERM Manual is structured into sections to:</p> <ul style="list-style-type: none">i. Provide a reference for the Board and Management on the concept, definition and processes of risk management of the Group;ii. Provide a guide for developing and implementing the ERM Framework to support the implementation of risk management requirements and enhance the practice of ERM throughout the Group; andiii. Provide details (including examples) of risk management processes, tools, templates and procedures that are customised for the development and implementation of the ERM Framework. <p>For the FYE 2024, internal audits were carried out in accordance with the approved Internal Audit Plan which had taken into consideration the Company's Enterprise Wide Risk Profile.</p> <p>The results of these internal audits were tabled and reported to the ARMC including the gaps, recommendations and advice by the internal auditors. Management's response and targeted implementation timeline with respect to the areas for improvement were also taken into consideration for further improvements.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.3 - 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>As mentioned in the application Practice 9.4 Step-up, the ARMC is comprised solely of Independent Non-Executive Directors.</p> <p>The summary of the activities of the ARMC during the FYE 2024 are set out under the Audit and Risk Management Committee Report in the Annual Report.</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 mission of the Internal Audit Function is to provide independent and objective assurance and consulting function that adds value and improves the operations of the Group. It will assist the Group to achieve its objectives through systematically evaluating and improving the risk management, internal controls and corporate governance within the Group.</p> <p>In discharging the ARMC's responsibilities of ensuring that the Internal Audit Function is effective and function independently, the Group's Internal Audit Function is outsourced to Crowe Governance Sdn. Bhd. (the "Internal Auditors"), a professional consulting firm.</p> <p>An Internal Audit Charter that has been reviewed and approved by the ARMC is in place to define the purpose of the Internal Audit function, as well as the scope, authority and responsibilities. In the performance of responsibilities, the Internal Auditors adheres to the International Professional Practices Framework ("IPPF") issued by the Institute of Internal Auditors which includes the International Standards for the Professional Practice of Internal Auditing and the Code of Ethics.</p> <p>To uphold independence, the Internal Auditors independently reports directly to the Audit and Risk Management Committee and are not authorised to:</p> <ul style="list-style-type: none">i. Perform any operational duties for the Group;ii. Initiate or approve accounting transactions; andiii. Direct the activities of the Group's employees, except to the extent that the employee has been appropriately assigned to assist the Internal Auditors. <p>Further details on the Internal Audit Function are reported in the Statement on Risk Management and Internal Control on pages 72 to 74.</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's Internal Audit Function is outsourced to Crowe Governance Sdn. Bhd. (the "Internal Auditors"), a professional consulting firm.</p> <p>An Internal Audit Charter that has been reviewed and approved by the ARMC is in place to define the purpose of the Internal Audit function, as well as the scope, authority and responsibilities. In the performance of responsibilities, the Internal Auditors adheres to the International Professional Practices Framework ("IPPF") issued by the Institute of Internal Auditors which includes the International Standards for the Professional Practice of Internal Auditing and the Code of Ethics.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company strictly adheres to the disclosure requirements of Bursa Securities and recognises the importance of timely and equal dissemination of information to shareholders and stakeholders to fulfil transparency and accountability objectives.</p> <p>A Corporate Disclosure Policy was established to ensure that communications to the public regarding the Group are timely, factual, accurate and complete. Another key channel of communication with the shareholders, investors and the investment community at large is the Group’s investor relations function.</p> <p>The institutional shareholders, fund managers, research analysts and substantial shareholders have a direct channel and are able to enter into a dialogue with the Company’s representatives.</p> <p>The Company also maintains a website (www.PRIVASIA.com) through which shareholders and members of the public in general can gain access to information about the Group.</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	:	<p>The AGM remains the principal forum for communication and dialogue with the shareholders of the Company. Shareholders are notified of the AGM and provided with a copy of the Company's Annual Report at least twenty- eight (28) days before the date of the AGM.</p> <p>The Company ensures that sufficient notice period is given to the shareholders in order for them to schedule their time to attend the Company's AGM. The Notice of 16th AGM, the relevant explanatory notes providing background information reports or recommendations related to the proposed resolutions and the form of Proxy has been sent out to shareholders at least 28 days prior to the date of the 16th AGM, so as to afford shareholders sufficient time to consider the proposed resolutions at the 16th AGM as well as to allow for arrangement of proxies to attend the 16th AGM on their behalf, if required.</p> <p>In line with the Company's ESG initiative, the shareholders are given a QR Code to download the notice of AGM, Proxy Forms, Administrative Guide and annual report or it also can be downloaded from the Company's website at WWW.PRIVASIA.COM.</p> <p>To foster better transparency, the polling is performed independently, with an Independent Scrutineer appointed to verify the polling procedures and observe that polling process is properly carried out.</p> <p>The Independent Scrutineer, will confirm the results of the polls before submission to the Chairman for announcement of the results.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The entire Board is committed to attend the AGM. During the AGM, the Board members are prepared to respond to all queries and had undertaken to provide sufficient clarification on issues and concerns raised by the shareholders.</p> <p>The external auditors are also present to provide their professional and independent clarification on queries raised by shareholders. Status of all resolutions proposed at the AGM is announced to Bursa Malaysia at the end of the meeting day.</p> <p>All Directors of the Company, Chairmen of ARMC and NRC as well as the Chief Financial Director have attended and participated in the 16th AGM.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company does not have a large number of shareholders nor utilised the leverage of technology to encourage remote shareholders to participate in the Annual General Meeting.	
		The Board noted the advantages of electronic voting as promoted by the MCCG. However, the Board is of the opinion that the implementation of the remote shareholders meeting will only be conducted based on various consideration taking into account the number of shareholders and their location and costs involved.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>As mentioned in the application of Practice 13.3, The Company values its shareholders and ensured that the meeting provide sufficient information on the development of the Company.</p> <p>The Group CEO presented the financial performance highlights of the Group for the FYE 2023. The presentation by the Group CEO, provided the shareholders with an update on the company's development, future plan and strategies moving forward. In addition, written queries from the Minority Shareholders Watch Group and corresponding responses from the Company was also presented.</p> <p>After the AGM, the Board allocated a special session for questions and answer with the shareholders. There was active participation by the shareholders and all directors present to engage with shareholders. The minutes containing the discussion during the AGM was published to the Company's website which is assessable to all its 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

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.

provide any reasons online entered by the meeting platform.			
Application	:	Not applicable – only physical general meetings were conducted in the financial year	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes containing the discussion during the AGM is also published to the Company's website which is assessable to all its shareholders. The Minutes of the 16 th AGM of the Company was uploaded to the Company's website within 30 days from the date of the AGM was held.
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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