CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	9431
COMPANY NAME	**:**	SENI JAYA CORPORATION BERHAD
FINANCIAL YEAR	**:**	June 30, 2025

OUTLINE:

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises that it is ultimately accountable to shareholders for the long-term success, sustainability and growth of the Group. In fulfilling this mandate, the Board provides entrepreneurial leadership within a framework of prudent and effective controls that enables risk to be assessed and managed. Each Director is expected to exercise independent judgement and act in good faith with integrity, fairness, and diligence in the best interest of the Group and its stakeholders. The Board's principal responsibilities include, but are not limited to, the following: • **Strategic Direction** – Reviewing, approving and monitoring the Group's strategic plan and annual business plans to ensure alignment with long-term value creation. • **Performance Oversight** – Overseeing the conduct of the Group's businesses and monitoring management performance against strategic objectives and key performance indicators. • **Risk and Internal Controls** – Identifying principal risks and ensuring the implementation of robust risk management and internal control systems. • **Succession Planning & Talent Development** – Overseeing the development of a strong pipeline of leadership talent, including succession planning for the Board and Senior Management. • **Financial Stewardship** – Safeguarding the financial position of the Group and ensuring that financial statements present a true and fair view in compliance with applicable accounting standards and regulatory requirements. • **Governance & Ethics** – Upholding high standards of corporate governance, ethical conduct and corporate responsibility in line with the Group's core values. • **Stakeholder Engagement** – Ensuring the Group maintains effective communication with shareholders and other stakeholders through transparent and timely disclosures. The Board has delegated specific functions to its Committees to enhance effectiveness in discharging its duties. The Audit Committee ("**AC**"), Nomination Committee ("**NC**") and Remuneration Committee ("**RC**") operate within clearly defined Terms of Reference ("**TOR**"), which are periodically reviewed and made available on the Company's website.

	Day-to-day operations are delegated to Senior Management, led by the Chief Executive Officer ("**CEO**") and Executive Director, who are responsible for implementing the strategies and business plans approved by the Board. This separation of roles ensures a balance between the Board's oversight responsibilities and Senior Management's operational execution. The Board remains guided by its Charter, which sets out the roles, responsibilities and governance processes of the Board. The Charter, together with the TOR of the Board Committees, are accessible on the Company's corporate website at https://www.senijayacorp.com/pages/pages_id/32158/. In steering the Group forward, the Board is committed to upholding the Company's vision of being a socially responsible, quality and innovation-driven enterprise that delivers sustainable value to shareholders and stakeholders alike.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 1.2
A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied	
Explanation on application of the practice	:	The Board is led by its Independent Non-Executive Chairman, Yang Amat Mulia Tengku Panglima Raja Lt. Kol. Tengku Amir Nasser Ibrahim Shah Ibni Al Sultan Abdullah Ri'ayatuddin Al-Mustafa Billah Shah ("**Tengku Amir Nasser Ibni Tengku Ibrahim**"), whose leadership role ensures that the Board functions effectively, independently and in line with sound corporate governance practices. The Chairman is responsible for leading the Board in the effective discharge of its roles and responsibilities. This includes setting the tone for Board deliberations, encouraging open and constructive discussion, ensuring that diverse views are considered, and facilitating informed decision-making without any individual dominating the process. He also promotes a culture of integrity and professionalism, while acting as a key conduit between the Board and stakeholders to ensure the Group remains responsive to their needs. The responsibilities of the Chairman are clearly set out in the Board Charter, which is reviewed periodically to remain aligned with leading governance practices and is available on the Company's corporate website. Through his role, the Chairman ensures that the Board remains effective, cohesive and committed to the highest standards of corporate governance.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied
Explanation on application of the practice	:	The roles of the Chairman and the CEO are held by separate individuals, namely Tengku Amir Nasser Ibni Tengku Ibrahim as Independent Non-Executive Chairman, and Mr. Jeff Cheah See Heong as CEO. This separation of roles provides a clear division of responsibilities between the leadership of the Board and the management of the Group, ensuring a balance of power and authority. It prevents any one individual from exercising unfettered decision-making powers and promotes accountability and effective oversight. The Chairman is responsible for leading the Board in governance and oversight matters, while the CEO focuses on implementing the strategies and policies approved by the Board, managing the Group's day-to-day operations and driving business performance. This distinction enables the Board to maintain its independence while holding Senior Management accountable for operational results. The distinct roles and responsibilities of the Chairman and the CEO are clearly defined in the Board Charter, which is periodically reviewed to remain aligned with good governance practices and is available on the Company's corporate website. Through this clear separation of roles, the Company upholds strong corporate governance practices by ensuring effective oversight, objective Board leadership and robust management accountability.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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'.			
Application	:	Applied	
Explanation on application of the practice	:	The Independent Non-Executive Chairman, Tengku Amir Nasser Ibni Tengku Ibrahim, does not serve as Chairman, member or permanent invitee of the AC, NC or RC. This separation of roles is consistent with good corporate governance practices and ensures that the Committees are able to exercise their responsibilities objectively and independently without undue influence from the Chairman.	
Explanation for departure	:		
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
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	:	The Board is supported by two (2) suitably qualified and competent Company Secretaries. Both Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and are qualified to act as Company Secretary under Section 235 of the Companies Act 2016 ("**the Act**"). In line with their professional responsibilities, the Company Secretaries provide advisory support to the Board on governance matters and ensure that Board procedures are in compliance with the Company's Constitution, the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), and all other relevant laws and regulations. They also play an active role in facilitating the Board's decision-making processes, ensuring that accurate and timely information is provided to the Directors, and that proper records of deliberations and resolutions are maintained. The Company Secretaries continuously keep themselves updated on the latest regulatory developments, corporate governance trends, and best practices through ongoing professional training and development. This enables them to effectively advise the Board and advocate the adoption of leading governance practices that strengthen the Group's governance framework.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board and its Committees conduct their meetings in accordance with the provisions set out in the Board Charter and the respective TOR. Notices of meetings together with comprehensive Board and Committee papers are circulated to all Directors at least seven (7) days prior to the meeting. The papers, which are distributed via email, include detailed management reports, financial and operational performance updates, to ensure Directors are well informed before deliberations. This practice provides Directors with sufficient time to review the information, seek clarification, and request additional data if required. Board and Committee meetings are conducted virtually through video/tele-conferencing facilities to ensure full participation. Adequate time is allocated during meetings to deliberate on matters tabled, enabling Directors to contribute constructively and exercise independent judgement. Following each meeting, the Company Secretaries prepare minutes that capture the key deliberations and are circulated to all Directors within one (1) week before the subsequent meeting for review and confirmation. Confirmed minutes are then maintained at the Company's Registered Office and uploaded onto the Board portal for reference. This practice ensures accuracy, accountability, and timely execution of Board decisions.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has adopted a Board Charter that serves as a primary governance document, setting out the objectives, roles, and responsibilities of the Board, its Committees, individual Directors, and Senior Management. The Charter also clearly delineates matters that are specifically reserved for the Board's decision, including strategic direction, significant investments, financial performance, risk oversight, succession planning, and overall governance of the Group. In addition to the Board Charter, each Board Committee operates under a formal TOR, which outlines its authority, duties, and responsibilities. These TORs are designed to complement the Board Charter, thereby ensuring clarity of roles, accountability, and effective delegation of responsibilities. The Board Charter is subject to periodic review to ensure that it remains relevant, reflects current best practices, and incorporates any changes in legal, regulatory, or corporate governance requirements. Updates to the Charter are approved by the Board and communicated to stakeholders through publication on the Company's website at https://www.senijayacorp.com/pages/pages_id/32158/.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has formalised a Code of Conduct ("**the Code**") to promote integrity, transparency, and accountability in all aspects of the Group's business operations. The Code applies to all Directors, officers, and employees of the Group and serves as a reference point for decision-making, ensuring that business is conducted in a responsible, lawful, and ethical manner. The Code sets out, among others, principles and expectations in the following key areas: • **Respect in the workplace** – promoting diversity, non-discrimination, and a safe working environment; • **Integrity in the marketplace** – prohibiting bribery, corruption, insider trading, and unethical market practices; • **Ethics in business relationships** – ensuring fair dealing with stakeholders and avoiding conflicts of interest; • **Responsible communication** – ensuring accuracy, confidentiality, and transparency in corporate disclosures. To support the implementation of the Code, training and awareness sessions are conducted periodically to embed the principles of the Code across all levels of the Group. The Code is periodically reviewed to ensure its relevance and alignment with evolving regulatory requirements and best practices. It is published on the Company's website at https://www.senijayacorp.com/pages/pages_id/32158/ for ease of reference by stakeholders.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has established a Whistleblowing Policy & Guidelines to promote the highest standards of integrity, transparency, and accountability across the Group. The Policy is designed to encourage Directors, employees, and external stakeholders (including business partners and associates) to report, in good faith, any suspected misconduct, fraud, corruption, abuse of power, or other improper activities without fear of reprisal. The Policy outlines a clear reporting framework, including dedicated reporting channels such as email and postal submission, which are accessible directly to the Chairman of the AC. This ensures independence, confidentiality, and proper escalation of reported concerns. Key features of the Policy include: • **Confidentiality and protection** – whistleblowers are assured of protection against retaliation, victimisation, or detrimental action for disclosures made in good faith; • **Structured process** – procedures for handling, investigating, and resolving reported cases are clearly defined; • **Oversight and accountability** – the AC is tasked with monitoring the implementation of the Policy and ensuring that all concerns are addressed objectively and promptly. The Whistleblowing Policy is subject to periodic review to ensure its continued effectiveness and alignment with evolving regulatory requirements and best practices. It is available on the Company's website at https://www.senijayacorp.com/pages/pages_id/32158/ for easy reference by all stakeholders.
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	:	The Board recognises that long-term business resilience and value creation are closely linked to the Group's ability to operate sustainably. In this regard, the Board, with the support of Senior Management, assumes responsibility for the governance of sustainability, including setting the Group's sustainability strategies, priorities, and measurable targets. Sustainability considerations are embedded into the Board's decision-making processes, particularly in relation to strategic planning, business plans, major projects, and risk management. The Board also ensures that sustainability matters, including environmental, social, and governance ("**ESG**") risks and opportunities, are considered in tandem with financial performance when assessing the Group's overall direction. To drive execution, the Board provides oversight while Senior Management takes charge of the strategic management of material sustainability matters, which include stakeholder engagement, regulatory compliance, climate-related impacts, supply chain management, and community development. Regular updates on sustainability initiatives and progress against targets are presented to the Board for review and guidance. Details of the Group's material sustainability matters, their economic, environmental, and social impacts, as well as key initiatives and performance metrics, are disclosed in the Sustainability Statement of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.2
The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	The Board is committed to ensuring transparency and accountability in communicating the Group's sustainability strategies, priorities, targets, and performance to both internal and external stakeholders. The Group's sustainability focus is anchored on three key pillars, i.e. economic, environmental, and social, which are embedded within the business divisions to support long-term value creation. The Group adopts a structured approach to stakeholder engagement, identifying and prioritising key stakeholder groups such as shareholders, employees, customers, regulators, suppliers, and local communities. Engagement is carried out through multiple channels including annual and quarterly reports, corporate website, townhalls, surveys, briefings, and regular dialogues. Feedback received is taken into account in refining sustainability strategies and action plans. Performance against identified sustainability priorities and targets is reported annually in the Sustainability Statement of the Annual Report 2025, with a dedicated section on "Stakeholder Engagement" outlining the methods of engagement, key concerns raised, and the Group's responses. This ensures that stakeholders are kept informed on the Group's progress and reinforces the Board's accountability for sustainability outcomes.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises that sustainability, particularly climate-related risks and opportunities, has a direct impact on the Group's long-term resilience and value creation. Accordingly, the Board takes proactive measures to stay informed and equipped to address these matters in its decision-making. The Board's knowledge of sustainability issues is enhanced through: • **Regular updates** from Senior Management on material sustainability matters, including climate-related risks, regulatory developments, stakeholder expectations, and industry trends; • **Continuous education** via participation in external conferences, training programmes, and briefings by subject matter experts to deepen their understanding of emerging ESG topics; • **Integration of sustainability updates** into Board and Committee meetings, ensuring that sustainability considerations are embedded in strategic planning, risk management, and operational oversight. The Board is also provided with reports on environmental performance, resource efficiency, and initiatives to mitigate the Group's environmental footprint, such as energy efficiency measures, waste reduction, and responsible sourcing practices. This allows the Board to monitor progress against targets and provide guidance on strengthening the Group's sustainability agenda. Through these efforts, the Board ensures it remains abreast of evolving sustainability issues and climate-related challenges, positioning the Group to proactively manage risks, seize opportunities, and contribute positively to the preservation of natural capital.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises that effective governance of sustainability requires accountability at the highest levels. Accordingly, the annual performance evaluation of the Board, its Committees, individual Directors, and Senior Management incorporates an assessment of their effectiveness in addressing the Company's material sustainability risks and opportunities. For the Board, the evaluation covers areas such as: • Oversight of sustainability strategies and integration of ESG considerations into decision-making; • Effectiveness in monitoring sustainability targets and key performance indicators ("KPIs"); • Engagement on climate-related risks, stakeholder concerns, and long-term value creation. For Senior Management, performance reviews include an assessment of their role in: • Implementing sustainability initiatives in line with the Group's strategies and targets; • Managing material ESG risks and ensuring regulatory compliance; • Delivering measurable progress against sustainability KPIs embedded within their scorecards. The results of the evaluations are reviewed by the NC, which identifies areas for improvement and recommends follow-up actions. This process ensures that the Board and Senior Management remain accountable for driving the Group's sustainability agenda and advancing its long-term resilience.
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 Board has designated the CEO, Mr. Jeff Cheah See Heong, as the Management lead responsible for sustainability. In this role, the CEO reports directly to the Board on the Group's sustainability performance and is accountable for ensuring that sustainability strategies are effectively integrated into the Group's operations and business decisions. To support the CEO, a Sustainability Coordinator ("**SC**") comprising members of Senior Management and functional heads has been established. The SC provides dedicated focus on: • Driving the implementation of sustainability policies, initiatives, and programmes across the Group; • Monitoring progress against established sustainability targets and KPIs; • Coordinating stakeholder engagement and reporting efforts; and • Identifying emerging ESG risks and opportunities for the Group. This governance structure ensures that sustainability is managed strategically at the Senior Management level, with clear accountability and a systematic approach to embedding sustainability considerations into the Group's daily operations and long-term business strategy.

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	:	Pursuant to Clause 117 of the Company's Constitution, all Directors shall retire from office at least once every three (3) years and are eligible for re-election, thereby embedding a mechanism for periodic refreshment of the Board's composition. The NC, with the assistance of the Company Secretaries, conducts an annual evaluation of the effectiveness of the Board, its Committees, and the individual Directors. The assessment covers the Directors' performance, contribution, and effectiveness, including their time commitment, skills, knowledge, and participation in Board deliberations. In reviewing Directors who are due for retirement and eligible for re-election, the NC considers, among others: • Performance and contribution based on self and peer assessments; • Quality of engagement in Board deliberations, including application of skills, experience, and independent judgment; • Alignment with the required mix of skills and experience for the Board's effective functioning; • Familiarity with the Company's business and operating environment; • Fitness and probity criteria as set out in the Directors' Fit and Proper Policy. The NC also reviews the overall adequacy and balance of the Board's composition to ensure it remains aligned with the Company's strategic needs and governance expectations. The Fit and Proper Policy, which is available on the Company's website at https://www.senijayacorp.com/pages/pages_id/32158/, serves as a guide for the NC in assessing both new candidates and existing Directors who are subject to re-election or re-appointment. For the financial year under review, the NC conducted fit and proper assessments on the Directors who are retiring by rotation at the forthcoming Thirty-Second (32nd) Annual General Meeting ("**AGM**"). Being satisfied with their performance, independence (where applicable), and contribution, the NC recommended their re-election to the Board for shareholders' approval.
Explanation for departure	:	

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

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

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

Application	:	Applied
Explanation on application of the practice	:	As at 30 June 2025, the Board comprised six (6) members: one (1) Independent Non-Executive Chairman, one (1) Executive Director, two (2) Non-Independent Non-Executive Directors, and two (2) Independent Non-Executive Directors, thereby meeting the requirement that at least half of the Board consist of Independent Directors. The Board is satisfied that the current composition strikes an appropriate balance of skills, knowledge, and industry experience to effectively lead and oversee the Group. The presence of Independent Non-Executive Directors provides the necessary checks and balances, as they bring objective perspectives, safeguard the interests of minority shareholders, constructively challenge management proposals, and monitor the Group's performance against agreed objectives. All Independent Directors have confirmed that they meet the independence criteria prescribed under the Bursa Malaysia Listing Requirements. Following the annual assessment conducted by the NC, the Board concluded that the Independent Non-Executive Directors demonstrated independence of mind and judgement in carrying out their roles. No individual with political affiliations has been appointed to the Board during the financial year under review.
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 5.3
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	:	In line with the Board Charter, the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board only as a Non-Independent Non-Executive Director. Should the Board wish to retain an Independent Director beyond the nine (9) year limit, such retention must be justified based on the recommendation of the NC and approved by shareholders through a two-tier voting process. As at the date of this Statement, none of the Company's Independent Non-Executive Directors have served beyond the cumulative nine (9) year term limit.	
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.

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	:	The Board, through the NC, periodically reviews the composition of the Board to ensure it reflects diversity in skills, experience, age, cultural background and gender. The Board believes that diversity enriches deliberations by bringing a variety of perspectives and helps avoid "blind spots" or "group think." The NC is responsible for identifying, assessing and recommending suitable candidates for appointment to the Board. In carrying out this role, the NC ensures that all nominees meet the prescribed criteria set out in its TOR, and that they are able to commit the necessary time to discharge their responsibilities effectively. In addition, the Company has formalised a Directors' Fit and Proper Policy, which provides a structured framework for evaluating potential candidates for appointment as Directors, as well as existing Directors seeking re-election. The Policy sets out the fit and proper criteria relating to character, integrity, experience, competence, and time commitment, and is available on the Company's website at https://www.senijayacorp.com/pages/pages_id/32158/. Appointments of Senior Management are likewise based on objective criteria and merit, with due consideration for diversity. Candidates are assessed by the CEO and Senior Management, with oversight from the Board to ensure alignment with the Group's strategic needs and governance standards.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 5.6
In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

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

Application	:	Applied	
Explanation on application of the practice	:	The Board, through the NC, is responsible for identifying and recommending candidates for appointment as Directors. In carrying out this role, the NC considers potential candidates from multiple channels, including professional bodies, industry associations, independent search firms, and networking platforms, in addition to recommendations received from Directors, Senior Management or major shareholders. This approach ensures that the Board has access to a broad pool of talent with diverse backgrounds, skills and experience, thereby enabling more objective and merit-based appointments. Where a candidate is recommended by existing Directors, Senior Management or major shareholders, the NC will deliberate on the suitability of the nomination and document the rationale for its recommendation to the Board.	
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 5.7
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	:	The Board, through the NC, ensures that shareholders are provided with sufficient information to make informed decisions on the appointment or reappointment of Directors. The profiles of Directors standing for election or re-election, which include details of their age, gender, qualifications, working experience, directorships in other companies, and any potential conflict of interest, are disclosed in the Annual Report. In addition, the Notice of AGM includes an explanatory note stating that the NC and the Board, having reviewed the NC's evaluation, are satisfied with the performance, independence (where applicable), contribution and time commitment of the Directors standing for re-election, and therefore recommend their reappointment. This disclosure enables shareholders to evaluate the suitability of the Directors and to exercise their voting rights on a fully informed basis.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
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 NC is chaired by Mr. Lee Chin Cheh, an Independent Non-Executive Director. His position as Chair ensures that the NC's deliberations and recommendations are made objectively, without undue influence from Senior Management or major shareholders. This arrangement is consistent with the MCCG's requirements and reinforces the independence, integrity, and transparency of the Board's nomination and succession planning processes.	
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 :	Applied	
Explanation on application of the practice :	The Board is supportive of gender diversity in the Boardroom as advocated in the MCCG. Diversity is recognised as a key driver of effective decision-making and balanced governance. As at the date of this Statement, the Board comprises two (2) female Directors, representing more than 30% of the Board's composition. This meets the MCCG recommendation, notwithstanding that the Company is not classified as a "Large Company." The Board will continue to uphold gender diversity as part of its broader commitment to diversity in skills, experience, age and cultural background.	
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 5.10
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 Company has not formalised a specific policy on gender diversity for the Board and Senior Management. Instead, the Company's approach is to prioritise the individual's capability, qualifications, experience, and suitability for the role. Selection and appointment are based on merit and the ability to contribute effectively to the Company's growth and objectives, regardless of gender, ethnicity, age, or background. Nevertheless, the Board and Senior Management remain committed to ensuring fair and transparent recruitment practices while striving for an inclusive environment that supports diversity.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.		
Application	:	Applied
Explanation on application of the practice	:	The performance and effectiveness of the Board as a whole, the Board Committees and each individual Director are evaluated on an annual basis. The evaluation is conducted through a structured self-assessment process, whereby Directors assess their own performance as well as that of their peers. The evaluation exercise is facilitated by the Company Secretaries, who administer the evaluation forms and consolidate the results for review. The outcome of the assessments is documented and presented to the NC for deliberation before being reported to the Board. Based on the most recent assessment, the NC concluded that: • The Board and its Committees continue to operate effectively with an appropriate balance of skills, knowledge, experience and competencies; • Each Director has demonstrated the ability to discharge his/her duties responsibly and effectively; and • The Independent Non-Executive Directors have remained objective and independent, in line with the prescribed independence criteria under the relevant regulations. The NC was therefore satisfied with the current Board composition and effectiveness, and no major changes were deemed necessary at this juncture.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

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

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

Practice 7.1
The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Company does not have a formalised written remuneration policy and procedures in place for Directors and Senior Management. Nevertheless, the Board applies guiding principles to ensure that remuneration is competitive, performance-driven, and commensurate with the responsibilities undertaken by each Director. • **Executive Director**: Remuneration is structured with a balance of fixed and variable components, designed to link rewards with both the Company's performance and the individual's contribution towards the achievement of strategic and operational objectives. This approach reinforces accountability and incentivises sustainable value creation for shareholders. • **Non-Executive Directors**: The remuneration framework reflects their level of expertise, experience, scope of responsibilities, and the time committed to fulfilling their roles. Non-Executive Directors are paid fixed fees. Performance-based remuneration is not applicable to Non-Executive Directors in order to preserve their objectivity and independence. In line with good governance practices, the remuneration of Non-Executive Directors is determined by the Board with the assistance of the RC, and the respective Directors abstain from deliberations and voting on matters pertaining to their own remuneration. The Directors' fees are reviewed by the Board and subsequently recommended to shareholders for approval at the AGM.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

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

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established a RC to assist in reviewing and recommending matters relating to the remuneration of the Board and Senior Management. The RC comprises a majority of Independent Non-Executive Directors, thereby ensuring objectivity and independence in its deliberations. The RC is guided by its TOR, which outlines its roles, responsibilities, and authority in relation to remuneration matters. These include recommending a framework of remuneration that is fair, performance-driven and aligned with the Company's strategic objectives, while also ensuring that remuneration practices support the retention and motivation of talent. The TOR of the RC is reviewed periodically to remain relevant with regulatory requirements and best practices, and is made available on the Company's website at https://www.senijayacorp.com/pages/pages_id/32158/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied
Explanation on application of the practice	:	The remuneration details on named basis of each individual directors are presented in the ensuing table of this Report, enabling shareholders to make a clear assessment of the fairness and appropriateness of the Directors' remuneration in relation to their roles, responsibilities, and contributions.

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	Yang Amat Mulia Tengku Panglima Raja Lt. Kol. Tengku Amir Nasser Ibrahim Shah Ibni Al Sultan Abdullah Ri'ayatuddin Al-Mustafa Billah Shah	Independent Non-Executive Chairman	312	-	-	-	-	-	312	312	-	-	-	-	-	312
2	Ong Kah Hoe	Executive Director	-	-	788	272	-	129	1,189	-	-	788	272	-	129	1,189
3	Dato' Sri Anne Teo	Non-Independent Non-Executive Director	40	-	-	-	-	84	124	40	-	-	-	-	84	124
4	Datin Lee Nai Yee	Non-Independent Non-Executive Director	40	-	-	-	-	-	40	40	-	-	-	-	-	40
5	Julian Koh Lu Ern	Independent Non-Executive Director	46	-	-	-	-	6	52	46	-	-	-	-	6	52
6	Lee Chin Cheh	Independent Non-Executive Director	46	-	-	-	-	-	46	46	-	-	-	-	-	46

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 view that disclosure of the detailed remuneration of the top five Senior Management personnel on a named basis is not in the best interest of the Group, as such disclosure may give rise to talent poaching risks and undermine the Group's competitiveness in talent retention within the industry. Confidentiality considerations also contribute to the Board's decision in this regard. Nevertheless, the Board is committed to ensuring that the remuneration framework for Senior Management is aligned with the Company's long-term objectives and shareholder value creation. The current remuneration packages are structured to attract, motivate, and retain experienced leaders who are instrumental in driving the Group's growth strategy.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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 AC is chaired by Mr. Julian Koh Lu Ern, an Independent Non-Executive Director of the Company, who is not the Chairman of the Board. The separation of these roles promotes objectivity by ensuring that the Board can review the AC's findings and recommendations independently. Mr. Julian Koh Lu Ern, being a member of the Malaysian Institute of Accountants, brings with him strong financial expertise and experience, enabling him to lead discussions effectively and provide the necessary oversight on matters under the purview of the AC.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Group has adopted a policy requiring a minimum cooling-off period of three (3) years for any former key audit partner of the Company's external auditors before being eligible for appointment as a member of the AC. This requirement is expressly incorporated into the AC's TOR. As at the date of this Statement, none of the AC members is a former key audit partner of the Company's external auditors.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.3
The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	The AC is entrusted with the responsibility of reviewing and assessing the suitability, objectivity, and independence of the external auditors, before making recommendations to the Board on their appointment, re-appointment, or termination. In carrying out this responsibility, the AC conducts an annual assessment of the external auditors, covering areas such as audit quality, adequacy of resources, industry knowledge, communication with the AC, and independence. To support the assessment on independence, the external auditors are required to provide a written confirmation of their independence on an annual basis, in accordance with their firm's policies and the relevant professional and regulatory requirements. For the financial year under review, the AC, having considered the above factors, was satisfied that the external auditors remained independent and objective throughout the audit engagement, and that the quality of audit services rendered was consistent with the expectations of the AC and the Company.
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	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.5
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 AC members are financially literate, professionally competent, and possess the requisite skills and experience to understand matters within the AC's purview, including financial reporting and related processes. In compliance with Paragraph 15.09(1)(c) of the Main Market Listing Requirements of Bursa Securities, the AC comprises at least one member who is a member of the Malaysian Institute of Accountants ("**MIA**"). Mr. Julian Koh Lu Ern, the Chairman of the AC, is a MIA member and provides the necessary expertise in accounting and finance to support robust discussions and review of financial statements. Details of the AC members' qualifications, professional backgrounds, and working experience are provided in the Company's Annual Report 2025. The continuous professional development undertaken by the AC members during the financial year, including trainings and seminars on accounting, auditing, governance, and regulatory developments, are also disclosed in the same report. As part of the annual Board evaluation process for the financial year ended 30 June 2025, the performance and effectiveness of the AC were assessed. The Board concluded that the AC had effectively discharged its duties in accordance with its TOR and that each member had contributed meaningfully to the Committee's overall effectiveness.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Practice 10.1
The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges its overall responsibility for maintaining a sound system of internal control and risk management. This framework is designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, as well as compliance with applicable laws, regulations, internal policies, and procedures. For the financial year ended 30 June 2025, the Company engaged Resolve IR Sdn Bhd ("**Resolve**") as the Group's internal auditors. Resolve reports directly to the AC and is tasked with reviewing the adequacy, efficiency, and effectiveness of the Group's risk management and internal control systems. The Board, through the AC, reviews and monitors key risks identified by the internal auditors across strategic, business, operational, reporting, and compliance areas. Internal audit findings, together with recommendations for improvements and risk mitigation measures, are presented to the AC for deliberation. Significant risks and emerging issues, along with the corresponding action plans, are then escalated to the Board by the AC Chairman. The Board is satisfied that the current risk management and internal control framework is effective in safeguarding shareholders' interests and the Group's assets. Further details of the Group's risk management and internal control system are set out in the Statement on Risk Management and Internal Control in the Annual Report 2025.
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 10.2
The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	The Board is responsible for overseeing the Group's risk management and internal control framework to ensure effective compliance with established policies, procedures, and operating standards. This responsibility includes ensuring that risks are identified, evaluated, and appropriately managed in line with the Group's strategic and operational objectives. The Group has adopted an enterprise risk management framework that provides a structured and consistent approach towards risk identification, assessment, monitoring, and mitigation. This framework enables the Group to manage risks proactively and effectively, while supporting informed decision-making and safeguarding stakeholders' interests. The Board, through the AC, continuously monitors the adequacy and effectiveness of the framework and is satisfied that the system of risk management and internal control is operating effectively to address key risks faced by the Group. Further details on the features, adequacy, and effectiveness of the Group's risk management and internal control framework are provided in the Statement on Risk Management and Internal Control in the Annual Report 2025.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Practice 10.3 - Step Up
The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

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

Application	:	Applied	
Explanation on application of the practice	:	The internal audit function of the Group is outsourced to Resolve IR Sdn Bhd, an independent internal audit firm. The internal audit function provides independent and objective assurance to the AC by carrying out systematic reviews of the Group's governance, risk management, and internal control systems in accordance with the approved internal audit plan. The scope of review includes compliance with internal policies, procedures, and standards, as well as relevant regulatory requirements. The Internal Auditors also provide recommendations and action plans to strengthen identified areas requiring improvement. To ensure independence and objectivity, the Internal Auditors report directly to the AC on their observations, findings, and recommendations. The AC in turn monitors the implementation of the agreed remedial measures by Senior Management. The AC is satisfied that the Internal Auditors have adequate resources, appropriate standing, and the necessary proficiency to perform their work with independence and due professional care. The AC also conducts an annual assessment of the internal audit function to review its scope, competency, resources, and effectiveness, thereby ensuring that it continues to discharge its responsibilities in accordance with relevant professional standards.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 11.2
The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	The internal audit function of the Group is outsourced to Resolve, which reports directly to the Audit Committee. This direct reporting line ensures independence and objectivity, provides the internal auditors with unrestricted access to all operations, records, property and personnel, and enables the AC to give due consideration to all audit recommendations and corrective actions. The engagement team from Resolve is currently led by Mr. Choo Seng Choon, Chief Executive Officer of Resolve. Mr. Choo is a Certified Internal Auditor, Chartered Member of the Institute of Internal Auditors, Fellow Member of the Association of Chartered Certified Accountants (UK), Chartered Accountant of the Malaysian Institute of Accountants, and Certified Public Accountant of the Malaysian Institute of Certified Public Accountants. He has over 25 years of professional experience in risk management, internal audit, corporate governance, business management, IPOs, taxation, corporate finance and due diligence. The internal audit team comprises a pool of experienced professionals from Resolve, deployed according to the audit scope and complexity. The team has affirmed to the AC that they are free from any relationships or conflicts of interest that could impair their independence and objectivity in the conduct of their work. The internal audit function has adopted the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors as the basis for performing its reviews, thereby ensuring that audit work is conducted in line with globally recognised standards of internal auditing.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board is committed to maintaining effective, transparent, and regular communication with shareholders and stakeholders to promote a mutual understanding of the Company's objectives, strategies, performance, and governance. The Company communicates with its stakeholders through multiple channels, including: • **Annual Report and Sustainability Statement**, which provide comprehensive insights into the Group's performance, governance practices, and sustainability initiatives; • **Quarterly financial reports and material announcements** released via Bursa Malaysia Securities Berhad to ensure timely and accurate disclosure; • **The Company's corporate website** https://www.senijayacorp.com/pages/pages_id/32372/ as a central point of access for corporate information, announcements, and investor-related updates; and • **Engagements with shareholders at the AGM**, which serve as the principal forum for direct dialogue. At the AGM, shareholders are encouraged to participate actively during the question-and-answer session, where the Board and Senior Management are present to provide clarity on the Group's operations, performance, and strategic direction. In line with best practices observed among larger PLCs, the Company has also leveraged technology and digital platforms to enhance accessibility and inclusivity for shareholders, including the use of electronic voting and the facilitation of virtual or hybrid meeting arrangements where necessary. In addition, shareholders and stakeholders may direct their queries to the Company through the designated corporate communication and investor relations channels, ensuring that feedback is received and addressed in a timely manner. The Board believes that this multi-channel approach fosters transparency, builds trust, and enables stakeholders to make informed decisions with respect to the Company.
Explanation for departure	:	

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

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

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

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

Application	:	Not applicable – Not a Large Company	
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	:	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 13.1
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	:	In 2024, the Notice of the Thirty-First (31st) AGM was issued to shareholders on 30 October 2024, at least 28 days before the AGM held on 10 December 2024. This practice is consistent with the requirements of the Main Market Listing Requirements of Bursa Securities, which stipulate that adequate notice must be provided to ensure shareholders have sufficient time to review and consider the resolutions to be tabled. The Notice of the 31st AGM was also published in a nationally circulated newspaper and announced to Bursa Securities, together with the detailed agenda and administrative guide relating to the conduct of the meeting. The explanatory notes accompanying the Notice provided shareholders with clear information on each resolution to facilitate informed decision-making. In addition, the Notice set out shareholders' entitlements to attend, participate, speak, and vote at the AGM, as well as their rights to appoint a proxy, attorney or corporate representative, whichever applicable. By providing comprehensive information well in advance, the Board demonstrates its commitment to good corporate governance and active shareholder engagement.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Application	:	Applied
Explanation on application of the practice	:	The Thirty-First (31st) AGM of the Company was conducted on 10 December 2024 via live streaming and online remote voting using the Remote Participation and Voting ("**RPV**") facilities, enabling shareholders to participate virtually in line with prevailing best practices. All Directors were in attendance at the AGM, together with members of Senior Management. The Chairmen of the respective Board Committees were present to provide meaningful and informed responses to queries directed at them. Shareholders were invited to submit questions both on the proposed resolutions prior to voting and on matters relating to the Company's operations in general. The Board and Senior Management duly addressed these questions, ensuring shareholders were provided with clear and adequate clarification. This practice reflects the Board's commitment to fostering open, transparent and constructive engagement with shareholders, and to ensuring accountability through the meaningful participation of all Directors at the Company's General Meetings.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 13.3
Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	The Company conducted its Thirty-First (31st) AGM on a fully virtual basis via RPV facilities through the online meeting platform at www.swsb.com.my, operated by ShareWorks Sdn Bhd ("**ShareWorks**"). ShareWorks was appointed as the Poll Administrator to conduct the electronic polling process, in accordance with Section 327 of the Companies Act 2016 and Clause 77 of the Company's Constitution, which permit General Meetings to be held at more than one venue or through electronic means. Through the RPV facilities, shareholders were able to participate remotely and exercise their right to vote electronically on all resolutions tabled at the AGM. In addition, the platform provided shareholders the opportunity to submit questions, suggestions, or comments via typed text before or during the AGM, which were duly responded to by the Board and Senior Management. For shareholders who were unable to attend the meeting virtually, the Company provided the option to appoint a proxy by depositing the duly completed proxy form either in hardcopy at the Company's registered office or via email to the designated address, within the stipulated timeframe. The Administrative Guide, which outlined the procedures for registration, participation, and electronic voting, was published on the Company's corporate website well in advance to assist shareholders in navigating the virtual meeting process. All resolutions at the 31st AGM were voted on by way of electronic poll, with the results validated by an independent scrutineer. The validated poll results were then announced and displayed live on-screen to shareholders and proxies in attendance. The Company recognises the importance of maintaining robust cyber hygiene practices. In this regard, ShareWorks, as the appointed service provider, has established data privacy and security measures to safeguard shareholders' information and ensure the integrity of the online voting process.
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 13.4
The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.		
Application	:	Applied
Explanation on application of the practice	:	The Company recognises the importance of fostering meaningful engagement with shareholders and regards general meetings as a key platform for two-way communication between the Board, Senior Management, and shareholders. These meetings provide opportunities for effective dialogue, constructive feedback, and transparent discussion on the Group's financial and non-financial performance as well as its long-term strategies. At the Thirty-First (31st) AGM, shareholders were accorded sufficient time and opportunity to submit questions on the resolutions tabled as well as on matters relating to the Group's financial performance, operations, and prospects, either in advance of the meeting or in real time during the AGM via typed text through the RPV facilities provided by ShareWorks. During the AGM, the Chairman, together with the CEO and relevant members of the Board, addressed the questions received. A total of three (3) questions were submitted by shareholders, all of which were responded to with meaningful and comprehensive answers. This ensured that shareholders' concerns and feedback were duly considered and addressed in an open and transparent manner. The Board remains committed to further enhancing shareholder engagement at future general meetings, ensuring that such meetings continue to serve as an interactive forum for shareholders to actively participate in discussions on the Company's performance and strategies.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

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

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.		
Application	:	Applied
Explanation on application of the practice	:	The Thirty-First (31st) AGM of the Company was conducted on a fully virtual basis via RPV through an online meeting platform provided by ShareWorks. ShareWorks was engaged as the Poll Administrator to conduct the electronic polling process and as the Audio-Visual Service Provider to broadcast the AGM proceedings virtually via live streaming on its website at www.swsb.com.my. As Poll Administrator, ShareWorks verified the eligibility of shareholders, corporate representatives and proxies to attend the AGM based on the General Meeting Record of Depositors as at 3 December 2024 and the cut-off date and time for proxy form submission. The meeting platform was secured exclusively for members with approved registration and supported access via multiple devices such as smartphones, tablets and computers, enabling shareholders to join the meeting remotely and view the live webcast of the proceedings. Despite the meeting being held virtually, shareholders were provided with the opportunity to submit questions via the online platform. All questions received were made visible to participants during the AGM and were addressed by the Directors, ensuring transparency and meaningful engagement with shareholders.
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.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.			
Application	:	Applied	
Explanation on application of the practice	:	The minutes of the 31st AGM was published on the Company's website within 30 business days from the date of the AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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