

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0346  
**COMPANY NAME** : Saliran Group 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("<b>Board</b>") of Saliran Group Berhad ("<b>Saliran</b>" or "<b>the Company</b>") and its subsidiaries (collectively "<b>the Group</b>") is responsible for providing leadership and stewardship of the direction and business operations of the Group which will ultimately enhance long-term shareholders' value.</p> <p>In fulfilling its role, the Board is guided by its Board Charter and respective Terms of Reference ("<b>TOR</b>") for its committees, which clearly set out the roles and responsibilities of the Board including matters reserved for the Board's approval. The Board delegates specific responsibilities to three (3) Committees, namely Nominating Committee ("<b>NC</b>"), Remuneration Committee ("<b>RC</b>"), and Audit and Risk Management Committee ("<b>ARMC</b>").</p> <p>The Board, via the ARMC, looks to effectively monitor its risk exposure and audit matters to ensure it is in line with recognised audit and accounting practices and accounting standards such as the Malaysian Financial Reporting Standards ("<b>MFRS</b>") and the International Financial Reporting Standards ("<b>IFRS</b>").</p> <p>Through the NC, Saliran's Board will evaluate the skillsets of Board members, including their ability to understand financial statements and form an opinion, recommends new individuals for directorship, as well as continue assessments of the performance of the Directors.</p> <p>The RC will determine the remuneration plans for the Executive Director ("<b>ED</b>"), Independent Non-Executive Directors ("<b>INED</b>") and Key Senior Management ("<b>KSM</b>") which will appropriately reflect the individual roles, responsibilities which are comparable to industry benchmarks.</p> <p>While the Board plays an active role in determining the Group's broad-based business and sustainability strategies, it has delegated to its ED</p>

	<p>and KSM the responsibility for developing the appropriate tactical plans and initiatives to achieve Saliran's goals and targets.</p> <p>The MD, ED together with KSM strategies and drive the day-to-day management of the Group. They are responsible for converting the strategic objectives, policies and goals into tangible business targets or Key Performance Indicators ("KPIs").</p> <p>The Board has implemented the following policies as guidance in the execution of its duties:</p> <ul style="list-style-type: none"> <li>• Board Charter;</li> <li>• Directors' Fit and Proper Policy;</li> <li>• Code of Conduct and Ethics;</li> <li>• Whistleblower Policy;</li> <li>• Anti-Bribery and Corruption Policy;</li> <li>• Company Wide Delegation of Authority Limit;</li> <li>• Enterprise Risk Management Policy;</li> <li>• Credit Control Policy;</li> <li>• Safety and Health Policy;</li> <li>• Related Party Transactions; and</li> <li>• Personal Data and Protection Policy.</li> </ul>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Dato' Low Suet Moi is the Chairperson of the Board and also an INED.  The Chairperson's defined roles are distinct from the MD's duties, and be responsible for providing leadership to the Board, facilitating the orderly and constructive resolution of matters reserved for the board, promoting corporate governance and ensuring board effectiveness.  Specific responsibilities of the Board Chairman are clearly set out in the Company's Board Charter.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Saliran has different individuals holding the positions of Chairperson and MD.</p> <p>The position of Chairperson is held by Dato' Low Suet Moi while the position of MD is held by Mr. Liaw Choon Wei.</p> <p>The role of the Chairperson has been outlined in Practice 1.2 of this Corporate Governance ("CG") Report 2024 with further details provided in the Board Charter.</p> <p>The role of the MD, in essence, is to effectively lead the Group day-to-day to execute its business and sustainability strategies so that these targets and objectives are realised. The MD may set operational targets and KPIs, chart the direction of the business, and essentially look into the operational aspects of Saliran.</p> <p>The MD is supported by the ED and KSM. From time to time, he may recommend changes to the business and operational strategy in response to the external business environment and the needs of the Group.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Dato' Low Suet Moi is the Independent Non-Executive Chairperson. She is not a member of the ARMC, NC or RC.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company had on 31 October 2023, engaged the services of two (2) Company Secretaries – Ms. Yeow Sze Min and Mr Lim Lih Chau, and subsequently on 19 July 2024 appointed Ms. Chua Siew Chuan as joint Company Secretaries.</p> <p>The appointed Company Secretaries are qualified and have comprehensive experience in corporate secretarial matters.</p> <p>The Company Secretaries are tasked with advising the Board on matters pertaining to the Company's Constitution as well as ensuring Board policies and procedures are in line with the relevant rules and regulations. Their functions include (but are not limited to):</p> <ul style="list-style-type: none"><li>• Advise the Board of its fiduciary duties and responsibilities;</li><li>• Advise the Board on corporate disclosures and compliance with the Companies Act 2016 and Ace Market Listing Requirement ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities");</li><li>• Attending and recording minutes and maintaining of the Board and Board Committees meetings;</li><li>• Managing the processes of conducting the annual general meetings and general meetings;</li><li>• Advise the Directors of their obligations to disclose their interests in securities, any conflicts of interest and related party transactions; and</li><li>• Advise the Directors of prohibition on dealing in securities during the closed period and any restrictions on disclosure of price-sensitive information.</li></ul>
<b>Explanation for departure</b>	:	

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

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



### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The annual meeting calendar is circulated before the financial year end ("FYE") to enable Directors to plan their time to accommodate all Board or Board Committee meetings as well as the Company's Annual General Meeting ("AGM") for the coming year.</p> <p>Notices of Board meetings and meeting agendas are prepared in writing by the Company Secretaries in consultation with the Board Chairman/Chairperson and distributed to the Directors at least five (5) business days in advance, or over a shorter period if the need arises.</p> <p>Notification is sent by the Company Secretaries to the Management which includes the deadline for submission of meeting materials.</p> <p>Board and Board Committee papers prepared by the Management and Company Secretaries are presented in a concise and comprehensive manner and are uploaded to a secured online platform which is accessible by the Directors and Board Committee members, at least five (5) business days in advance to allow the Directors sufficient time to review the documents.</p> <p>The minutes of meetings are tabled for confirmation as a correct record of the proceedings at the subsequent meetings and signed by the Chairman.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 2.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Saliran has a Board Charter which details the fiduciary duties of Directors, as well as outlines the roles of the various Board Committees, policies, governance and leadership matters including matters reserved for the Board.</p> <p>The roles and responsibilities of the Board, Chairperson, MD, ED, INEDs and the Company Secretary are clearly outlined in the Board Charter.</p> <p>It shall be reviewed and updated from time to time to reflect changes to the amendments of relevant rules and regulations. The Management is accountable for the execution of the corporate objectives and policies set by the Board.</p> <p>The Board Charter is available on the Company's website at <a href="https://www.saliran.com.my/">https://www.saliran.com.my/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 3.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has formalised a Director's Code of Conduct, setting out the standards of conduct expected from Directors to inculcate good ethical conduct, expected practices or forms of behaviour with regard to transparency, accountability and disclosure of information, bribery, conflicts of interest, breach of privacy/confidentiality, insider trading, fair dealing and anti-competition, as well as compliance with laws, rules and regulations.</p> <p>The Group has also established a Code of Conduct for employees. All new employees are briefed on the Code of Conduct and Ethics during their induction into the Group. All employees are required to declare that they have received, read and understood the provisions of the Code of Conduct and Ethics as well as have agreed to comply with its terms throughout their employment.</p> <p>In addition to the Code of Conduct and Ethics, Saliran has also established the Anti-Bribery and Corruption ("ABAC") Policy which sets out the Group's position on bribery and corruption in all its forms and provides principles, guidelines, and requirements on relevant matters.</p> <p>The ABAC Policy applies to the Board, employees of the Group as well as Business Associates, including external parties who perform work or services for or on behalf of the Group. The ARMC oversees the implementation and monitoring of the compliance controls related to the ABAC Policy. The ABAC Policy was also updated in FY2024 as part of the annual review.</p> <p>The Code of Conduct and Ethics and ABAC Policy are available on the Company's website at <a href="https://www.saliran.com.my/">https://www.saliran.com.my/</a>.</p>
<b>Explanation for departure</b>	:	

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

### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company has developed a Whistleblowing Policy to enable a whistle-blower to report any improper conduct and to provide protection to the whistle-blower against any reprisal as consequence of making such disclosure. Saliran's Whistleblower Policy provides for a robust and confidential mechanism for staff, vendors or any other stakeholders to reveal any forms of malpractice or misconduct, or any form of behaviour that is deemed to contravene Saliran's Code of Conduct and Ethics and/or ABAC Policy.</p> <p>The ARMC is responsible for oversight of the Whistleblower Policy while administration of the policy is performed by the Group's legal counsel. The ARMC Chairman is one of the avenues for employees or relevant parties to raise concerns about wrongdoings and non-compliance with the Code of Conduct and Ethics and/or ABAC Policy.</p> <p>Mr Kok Tai Meng, the ARMC Chairman can be contacted at <a href="mailto:dan2kok@yahoo.com">dan2kok@yahoo.com</a>.</p> <p>The Whistleblower Policy is available on the Company's website at <a href="https://www.saliran.com.my/">https://www.saliran.com.my/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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 recognises the importance of business sustainability and its role in creating long-term value for stakeholders includes strategies on economic, environmental and social considerations underpinning sustainability.</p> <p>The Board ensure that sustainability considerations are integrated into various aspects of decision-making and governance processes. The Board and Management are ultimately responsible for the governance of sustainability in the Group, including the formulation of strategies, priorities and targets as well as for maintaining regular oversight of sustainability progress and achievements.</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 4.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group's objectives to remain sustainable and generating long-term shareholder value are mainly influenced by several internal and external factors. Each material factor presents unique risks and opportunities to the organisation and is a key consideration in the Group's approach to strategies formulation and execution as it substantially influences the assessments and decisions of Group's internal and external stakeholders. These factors are regularly reviewed to assess their impact on the business model over the near, medium and long term.</p> <p>The Board acknowledges the importance of having continuous and meaningful communication with the Group's stakeholders on its sustainability strategies, priorities and targets. The Group has engaged with both its external and internal stakeholders through surveys during its materiality assessment process to identify the material sustainability matters. In addition, awareness training on the Group's material sustainability matters as well as updates on the Group's sustainability efforts are also provided to all employees.</p> <p>The Sustainability Statement in Saliran's Annual Report 2024 provides comprehensive information on the Group's sustainability strategies, priorities and targets as well as the progress made.</p> <p>Please refer to the Sustainability Statement within Saliran's Annual Report 2024 for further information.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises the importance of sustainability creation and has identified its stakeholder engagement groups as well as relevant areas of sustainable management in the Company’s Sustainability Statement as set out in the Company’s Annual Report 2024. The Board are committed to keep abreast with the sustainability issues relevant to the Company and its business, and will attend the necessary training courses as and when deemed appropriate to equip themselves and enhancing their Environmental, Social and Governance. Competency in order to provide guidance on sustainability related matters. In order for the Board to stay abreast of sustainability development.</p> <p>Please refer to the CG Overview Statement within Saliran’s Annual Report 2024 for further details of the training sessions attended by Board members.</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 4.4

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Company was newly listed on 13 March 2025. The NC has agreed to defer the evaluation of the effectiveness of the Board, Board Committees, individual Directors, and senior management to the following year to facilitate a more meaningful assessment. Any issues relating to the Company's material sustainability risks and opportunities will be addressed as and when they arise.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

**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.*

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

### Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board and NC are always mindful in ensuring that the Board comprised the right composition of individuals with an appropriate mix of skills, knowledge, experience and independency in order to achieve the Company’s Strategic goals. The NC tasked to review and assess the tenure, performance and contribution of retiring Directors including the fit and proper criteria as set out in the Directors’ Fit and Proper Policy. Every appointed Director shall be subjected to re-election at the Company’s next AGM subsequent to their appointment. All Directors shall submit themselves for re-election once at least every three (3) years to ensure the Board is refreshed periodically and re-election is granted upon satisfactory evaluation of the Director’s performance and contribution to the Board. Results of such assessment conducted are to be documented and reported to the Board as part of the Company’s ongoing corporate governance practices.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At present and over the course of 2024, four (4) of the six (6) Directors (representing 66.67% of the Board) are independent.</p> <p>1) Dato' Low Suet Moi (Independent Non-Executive Chairperson); 2) Mr. Liaw Choon Wei (MD); 3) Mr. Chan Koon Wai (ED); 4) Datuk Khoo Teck Kee (INED); 5) Mr. Kok Tai Meng (INED); and 6) Ms Ooi Gin Hui (INED).</p> <p>The board composition complied with the recommendation of the Malaysian Code on Corporate Governance ("MCCG") of which at least 50% of the Board is independent director. The INEDs presence provides checks and balances on the Board as they are able to provide unbiased and independent views in Board's deliberations and decision making, taking into account the interests of the Group, minority shareholders and stakeholders.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.3

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	No Independent Directors serving on the Company’s Board beyond nine (9) years. The Board Charter has clearly stated that the tenure of an Independent Director should 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 subject to his/her redesignation as a Non-Independent Director. Otherwise, the Board must justify and seek shareholders’ approval at the AGM in the event the Board wishes to retain such Director as an Independent Director through two-tier voting.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.4 - Step Up**

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

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

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

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board and the NC takes into account the current diversity in the skills, experience, age, race/ethnicity (cultural background) and nationality of the existing Board in seeking potential candidate(s) as it is important to facilitate optimal decision-making by harnessing different insights and perspectives. The NC is responsible to ensure that the Board comprises suitably qualified members that able to demonstrate appropriate qualities and experience that can contribute to the effective oversight and stewardship of the Board. The Board through the NC is responsible for ensuring that the best possible talent is brought into the Board and that the KSM team is based on Saliran's unique business requirements and the competitive industry landscape in which it operates.</p> <p>The Board has also established a Directors' Fit and Proper Policy in line with the requirements of Rule 15.01A of the ACE LR of Bursa Securities. The Directors' Fit and Proper Policy serves as a guide to the NC and the Board in their assessment of how fit and proper the Directors are in terms of their character, integrity, experience, competence as well as time and commitment. The said Policy is available on the Company's website at <a href="https://www.saliran.com.my/">https://www.saliran.com.my/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.6

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC undertakes a comprehensive search in the sourcing of new Directors so as to ensure the dynamic injection of fresh ideas and perspectives into the Board discussions, and same time helps to maintain a healthy balance between the experience of existing Directors and the fresh ideas brought in by new members.</p> <p>Appointments of new Directors are undertaken by the Board as a whole after considering the recommendations of the NC, and may be proposed by any current Board member, shareholder or senior management personnel or by utilising independent sources such as recruitment firms or through industry associations. In considering potential candidates for appointment, the NC undertakes a thorough review of the candidate's criteria, amongst others, qualifications, skills, knowledge, expertise, experience, personal attributes and the capability to devote the necessary time and commitment to the role.</p> <p>The NC is open to various sources in identifying potential candidates for appointment as new Directors. This includes recommendations from present or former Directors, major shareholders and/or independent external sources.</p> <p>Please refer to the CG Overview Statement within Saliran's Annual Report 2024 for details of the sourcing of candidates to be appointed as Directors.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	



<b>Timeframe</b>	:		
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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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Board will ensure shareholders are kept informed on any changes in the composition of the Board and Board Committees via announcements on Bursa Link within the prescribed timeline under the ACE LR of Bursa Securities. Any information on the re-election of the Retiring Directors as well as the Board's statement on the re-election of the Directors and their profile will be set out in the Explanatory Notes to the Notice of the AGM for shareholders to make an informed decision.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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 Datuk Khoo Teck Kee, an INED.	
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	:	<p>The Board composition comprised of two (2) women out of the six (6) Board members which is equivalent to 33.34% of the Board composition.</p> <p>The above is in line with Saliran’s Board and KSM Diversity Policy of having at least 30% women representation on the Board as recommended by Practice 5.9 of the MCCG which requires the Board to have at least 30% women Directors. This also complies with Rule 15.02(1)(b) of the ACE LR of Bursa Securities, whereby listed issuers are required to have at least one (1) woman Director on the Board.</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

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

### Practice 5.10

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has adopted a gender diversity policy in order to maintain a diverse workplace as the Company recognise the benefits of diversity. Diversity includes, but not limited to age, gender, experience, education, background, expertise, origin, disability, race, nationality, and culture. Inclusion is a sense of belonging and behaviours to respond to the people in order to ensure that individual feel included, engaged and connected in the workplace. The Board and KSM adheres to the Group's commitment and approach towards diversity.</p> <p><u>Board</u> Gender diversity will be accorded particular attention when considering Board appointments with a view to having at least 30% women representation on the Board. The Board is also supportive of ensuring that there is a healthy representation of women in KSM positions and strives to achieve at least 20% participation by women in these positions. Both targets have been achieved.</p> <p>For women representation on the Board, please refer to the explanation in Practice 5.9 of this CG Report 2024.</p> <p><u>KSM</u> The Board is also supportive of ensuring that there is a healthy representation of women among the KSM or in their respective head of department positions. At present, the KSM team comprises the following, of which two (2) out of the five (5) positions, or 40% are held by women:</p> <ul style="list-style-type: none"><li>• Mr. Lim Bak Teik (Chief Operations Officer);</li><li>• Mr. Yong Wai Kin (Chief Financial Officer);</li><li>• Ms. Chun Siok Kiau (Senior Accounts &amp; HR Manager);</li><li>• Ms. Leong Seer Ying (Procurement Manager); and</li><li>• Mr. Lee Kong Gwee (Operations Manager))</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

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

## Intended Outcome

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

## Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>		
<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Company was newly listed on 13 March 2025, and hence no assessment was carried out on the Board members for the financial year ended 31 December 2024 ("FYE 2024"). The Board will begin the assessment of the effectiveness of its members and committees via the Board Evaluation Exercise ("BEE") for the financial year ending 31 December 2025. The BEE will involve the completion of questionnaires and evaluation forms by the Directors without the engagement of an independent expert.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	Choose an item.

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Company was newly listed on 13 March 2025, and hence no assessment was carried out on the Board members and KSM for the FYE 2024. The remunerations of Directors and KSM will be reviewed periodically whilst factors like due recognition, performance, industry benchmarks and competitive pressure will be considered by the Group in order to attract and retain executives of the necessary quality.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	Choose an item.



### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The RC was established to assist the Board in developing remuneration policies and procedures that enable the Group to attract, motivate and retain qualified Directors and KSM personnel. The RC is responsible for establishing the framework and determining the guided by the RC's TOR which provide guidelines on the remuneration of Independent and Non-Independent Directors, ED as well as the KSM.</p> <p>The resolutions on the approval of fees for each NED are tabled separately at the Company's AGM for shareholders' approval.</p> <p>The TOR of the RC are available on the Company's website at <a href="https://www.saliran.com.my/">https://www.saliran.com.my/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Directors' remuneration for the FYE 2024 is set out in the table on the following page.

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	Dato' Low Suet Moi	Independent Director	35	-	-	-	-	-	35	35	-	-	-	-	-	35
2	Mr. Liaw Choon Wei	Executive Director	-	-	-	-	-	-	-	169	25	380	43	-	52	669
3	Mr. Chan Koon Wai	Executive Director	-	-	-	-	-	-	-	148	25	345	39	-	48	605
4	Datuk Khoo Teck Kee	Independent Director	28	-	-	-	-	-	28	28	-	-	-	-	-	28
5	Mr. Kok Tai Meng	Independent Director	35	-	-	-	-	-	35	35	-	-	-	-	-	35
6	Ms. Ooi Gin Hui	Independent Director	28	-	-	-	-	-	28	28	-	-	-	-	-	28
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### Intended Outcome

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

### Practice 8.2

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

<b>Application</b>	:	Departure										
<b>Explanation on application of the practice</b>	:											
<b>Explanation for departure</b>	:	<div><p>The Board recognises the importance of upholding transparency. Nevertheless, due to the highly competitive nature of the professional talent market and concerns regarding data privacy and personal security, the Board believes that disclosing the individual remuneration details of the Group’s top senior management on a named basis is not in the Group’s best interests. As such, Saliran will continue its current alternative practice of disclosing the remuneration of its senior management in bands of RM50,000. The Group has two (2) senior management and their remuneration in bands of RM50,000 are as follows:</p><table><tr><th>Remuneration per annum (in bands of RM50,000)</th><th>Number of Senior Management</th></tr><tr><td>RM350,001 to RM400,000</td><td>1</td></tr><tr><td>RM400,001 to RM450,000</td><td>-</td></tr><tr><td>RM450,001 to RM500,000</td><td>-</td></tr><tr><td>RM500,001 to RM550,000</td><td>1</td></tr></table><p>The Board believes that the interests of shareholders will not be prejudiced as a result of the non-disclosure of the remuneration for the senior management. The profiles of the senior management are set out in Profile of Key Management Personnel section of Saliran’s Annual Report 2024.</p><p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p></div>	Remuneration per annum (in bands of RM50,000)	Number of Senior Management	RM350,001 to RM400,000	1	RM400,001 to RM450,000	-	RM450,001 to RM500,000	-	RM500,001 to RM550,000	1
Remuneration per annum (in bands of RM50,000)	Number of Senior Management											
RM350,001 to RM400,000	1											
RM400,001 to RM450,000	-											
RM450,001 to RM500,000	-											
RM500,001 to RM550,000	1											
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.												
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.										

<b>Timeframe</b>	:	Choose an item.	
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No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

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



**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the ARMC is not the Chairman of the Board.</p> <p>The Chairperson of the Board is Dato' Low Suet Moi, an Independent Non-Executive Chairperson; whereas the ARMC Chairman is Mr. Kok Tai Meng, an INED.</p> <p>The TOR of the ARMC are available on the Company's website at <a href="https://www.saliran.com.my/">https://www.saliran.com.my/</a>.</p>	
<b>Explanation for departure</b>	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has never appointed any former partner of its external audit firm to its ARMC.</p> <p>The ARMC’s TOR states that a former partner of the external audit firm and/or affiliated firm is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC.</p> <p>The TOR of the ARMC are available on the Company’s website at <a href="https://www.saliran.com.my/">https://www.saliran.com.my/</a>.</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 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board, through its ARMC maintains a formal and transparent relationship with its External Auditors. The Board had delegated the responsibility to the ARMC for making recommendations on the appointment, re-appointment or removal of the External Auditors as well as on their remunerations. The Board upon recommendation of the ARMC, was satisfied with the sustainability and independence of the External Auditors and has recommended to the shareholders for approval at the forthcoming AGM.</p> <p>The ARMC also reviews the appropriateness of the proposed audit fees as well as the nature of non-audit services and their fees before making a recommendation for the Board’s approval. For details of the audit and non-audit fees paid to the External Auditors, please refer to the CG Overview Statement within Saliran’s Annual Report 2024.</p> <p>Having assessed the external audit function, the Board via the ARMC is satisfied with their overall performance.</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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The ARMC comprises solely of Independent Directors.

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The company complied with Rule 15.09(1)(c) of the ACE LR of Bursa Securities, where the Chairman of the ARMC, Mr. Kok Tai Meng is a fellow member of Association of Chartered Certified Accountants ("ACCA") and a member of the Malaysian Institute of Accountants ("MIA"). The qualification and experience of the respective ARMC members are disclosed in the Board Profile in the Company's Annual Report 2024. All members of the ARMC are financially literate and are able to analyse and interpret financial statements in order to effectively discharge their duties and responsibilities. All members of ARMC undertake and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules as and when required to enable them to effectively discharge their duties.</p> <p>In FYE 2024, all ARMC members continued to undergo the relevant periodic training to enhance their skills and better fulfil their duties.</p> <p>The Board is satisfied with the performance and competence level of the ARMC towards fulfilling its duties. The ARMC will continue to undergo periodic training as and when needed in tandem with developments in accounting and auditing standards, practices and rules.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

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

## Intended Outcome

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

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

## Practice 10.1

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board has established an effective risk management and internal control framework within the Group.</p> <p>The framework encompasses a comprehensive process of identifying, evaluating and managing the material risks. This includes all strategic risks such as business, sustainability, operational, corruption, financial and regulatory risks.</p> <p>The Management Risk Committee meets on a quarterly basis to evaluate and deliberate on risk management activities and recommends appropriate measures to mitigate risk exposure.</p> <p>The ARMC meets quarterly to evaluate the adequacy and effectiveness of the Group's risk management and internal control systems. This involves reviewing the internal audit findings and recommendations to improve any weakness or non-compliance, as well as reviewing the respective responses from the Management thereto, to ensure that all key risks and control weaknesses are being properly addressed.</p> <p>Details of the risk management and internal control framework are set out in the Company's Statement on Risk Management and Internal Control ("<b>SORMIC</b>") as provided in its Annual Report 2024.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

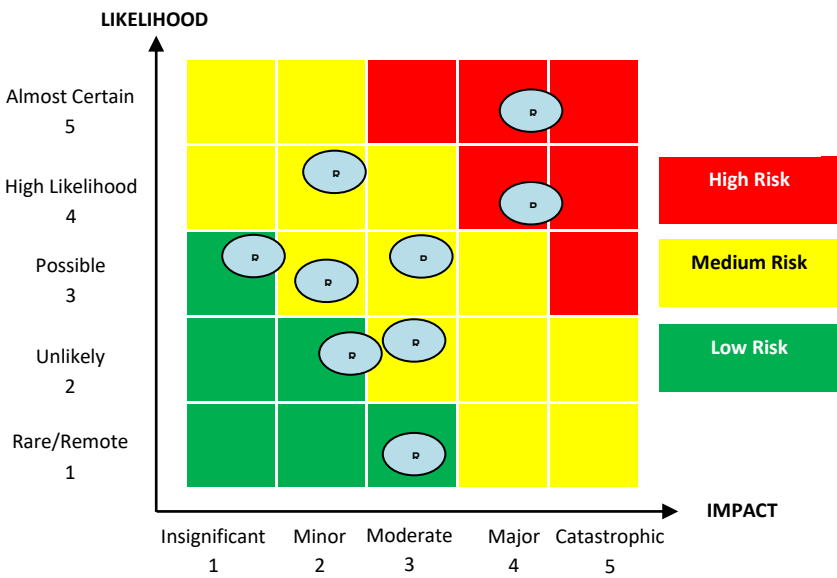
## Intended Outcome

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

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

## Practice 10.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In its overall approach to manage and mitigate risk to the best extent possible, the Group has developed a comprehensive Enterprise Risk Management framework and internal control system, which allows risks to be addressed at the operational, management and Board levels.</p> <p>The Group's risk profile is expressed through the use of a risk impact and likelihood matrix as follows:</p>  <p>The risk management activities undertaken for each division included risk assessment at the operational levels, evaluation of the effectiveness of the controls in place, and the requirements for further controls when mitigated residual risks are unacceptable.</p> <p>For further information, please refer to the ARMC Report and SORMIC within Saliran's Annual Report 2024.</p>
<b>Explanation for departure</b>	:	



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

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

**Intended Outcome**

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

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

**Practice 10.3 - Step Up**

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

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

### Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Saliran's Internal Audit Function ("IAF") is outsourced to Wensen Consulting Asia (M) Sdn Bhd. ("Wensen"), an independent external professional firm. The rationale for using an external party is to ensure impartiality and independence of the IAF towards effective checks and balances on the overall audit process and strategy. The IAF reports directly to the ARMC and its role is set based on the approved risk-based audit plan.</p> <p>The outsourced Internal Auditors perform its functions with impartiality, proficiency and due professional care. It undertakes regular monitoring of the Group's key controls and procedures, which is an integral part of the Group's system of internal control. The ARMC will be briefed on the progress made in respect of each recommendation, and of each corrective measure taken as recommended by the audit findings.</p> <p>Further details of the activities of the IAF are provided in the ARMC Report and SORMIC within Saliran's Annual Report 2024.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

## Practice 11.2

The board should disclose—

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The IAF is outsourced to Wensen. The outsourced Internal Auditors is headed by its MD, Mr. Edward Yap, who is a Chartered Member of Institute of Internal Auditor Malaysia. He is also a member of MIA, fellow member of the ACCA, and member of Institute of Singapore Chartered Accountants.</p> <p>The outsourced Internal Auditors performed its work in accordance with a recognised framework such as the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors. The IAF has been mandated to continually assess and monitor the Group's system of internal control. The IAF adopts a risk-based approach and prepares its audit strategy and plans based on the risk profiles of individual business unit of the Group.</p> <p>None of the persons involved have any family relationship with the Directors or Company which could be of conflict of interest and/or impairment of the objectivity and independence during the internal audit review.</p> <p>Further details of the IAF are provided in the ARMC Report within Saliran's Annual Report 2024.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

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

### Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board recognises the importance of effective, factual and timely communications with its stakeholders. We are committed to uphold high standards of transparency to promote investors’ confidence through the dissemination of factual and accurate information in timely manner. The Group maintains a corporate website at <a href="https://www.saliran.com.my/">https://www.saliran.com.my/</a> for the easy accessibility of shareholders and the public on the latest information of the company, and also includes the Group’s background, business, financial performance and updates on its corporate news. The shareholders can seek clarification or raise queries through email. Save for above mentioned, the Group’s financial performance, major corporate development, and any material information are promptly disseminated to the shareholders and investors via announcement of its quarterly result and corporate announcement to Bursa Securities.	
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.

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

**Intended Outcome**

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

**Practice 13.1**

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

Application	:	Applied	
Explanation on application of the practice	:	The Company was newly listed on 13 March 2025. The Board would ensure that Notice of the forthcoming First AGM of the Company will be issued to the shareholders and published on a nationality circulated newspaper at least 28 days prior to the First AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		



**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company was newly listed on 13 March 2025.</p> <p>The Board acknowledges that general meetings are an important platform for Directors and KSM to engage with shareholders, to help the shareholders gain greater understanding of the Company's business, governance and performance, and to make informed voting decisions at general meetings where the shareholders' queries and concerns may be conveyed to the Board for clarification. The Board will ensure that this practice be carried out effectively at the forthcoming First AGM.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board regards general meetings as a key platform for shareholders to exercise their rights and have their 'voices' heard through the votes cast by them. In accordance with Rule 8.31A of the ACE LR of Bursa Securities, all resolutions put to vote will be carried out by poll voting. The Board will consider the practical locations of its general meetings so that the shareholders can attend, and for those shareholders whom are not able to attend and vote at the AGM of the Company, they are encouraged to submit the proxy form of the Company to the Share Registrar.</p> <p>The Board may also consider conducting virtual live streaming from the broadcast venue to facilitate remote shareholders' participation and online electronic poll voting, which is in line with Practice 13.3 of the MCCG where companies are encouraged to leverage technology to enable remote shareholders' participation and online voting.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.4

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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Company was newly listed on 13 March 2025.</p> <p>The Board acknowledges that general meetings are an important platform for Directors and KSM to engage with shareholders, to help the shareholders gain greater understanding of the Company's business, governance and performance, and to make informed voting decisions at general meetings where the shareholders' queries and concerns may be conveyed to the Board for clarification.</p> <p>The Board will ensure that this practice be carried out effectively at the forthcoming First AGM.</p> <p>The Directors (including the respective Chairman/Chairperson/Chairman/Chairperson of the AC, NC and RC), CFO and Company Secretary must also be present at the broadcast venue, while the External Auditors and advisors may participate remotely to facilitate a vigorous discussion with shareholders.</p> <p>Shareholders can also email any enquiries or share their feedback and questions outside of the general meeting via Saliran's investor relations email at <a href="mailto:info@saliran.com.my">info@saliran.com.my</a>.</p>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:

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

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

## Practice 13.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company was newly listed on 13 March 2025.</p> <p>The Board acknowledges that general meetings are an important platform for Directors and KSM to engage with shareholders, to help the shareholders gain greater understanding of the Company's business, governance and performance, and to make informed voting decisions at general meetings where the shareholders' queries and concerns may be conveyed to the Board for clarification.</p> <p>The Board will ensure that this practice be carried out effectively at the forthcoming First AGM.</p> <p>Shareholders can also email any enquiries or share their feedback and questions outside of the general meeting via Saliran's investor relations email at <a href="mailto:info@saliran.com.my">info@saliran.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Company was newly listed on 13 March 2025.  The Board will ensure that this practice be carried out effectively at the forthcoming First AGM, therefore the minutes of the general meetings shall be circulated to the shareholders no later than 30 days after the conclusion of the general meeting.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

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

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

Not Applicable
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