

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0321  
**COMPANY NAME** : SOLAR DISTRICT COOLING 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 ("the Board") of Solar District Cooling Group Berhad ("SDCG" or "the Company") play a vital role in implementing and the strategies &amp; policies as well as monitoring the company's operation to ensure that it is conducted prudently within the framework of laws and policies. The Board main roles and responsibilities are clearly defined in its Board Charter which is available on the Company's website at <a href="https://sdc.my">https://sdc.my</a>.</p> <p>The Board has established and delegate certain responsibilities to three (3) Committees, namely Nomination Committee ("NC"), Remuneration Committee ("RC") and Audit and Risk Management Committee ("ARMC"). The Board Committees are guided by their respective Terms of references ("TOR"), which are made available on the Company's website at <a href="https://sdc.my">https://sdc.my</a>. The Board Committees report to the Board on matters deliberated and their recommendations thereon.</p> <p>Board meetings are held on a quarterly basis to ensure the strategic direction of the Company and the Group continues to support long term value creation.</p> <p>During the financial year, the Board has established and approved the following policies: -</p> <ul style="list-style-type: none"><li>a) Board Charter</li><li>b) Code of Conduct &amp; Ethics Policy;</li><li>c) Anti Bribery and Corruption Policy;</li><li>d) Gender Diversity Policy;</li><li>e) Board Diversity Policy;</li><li>f) Anti-Money Laundering Policy;</li><li>g) Conflict of Interest Policy;</li><li>h) Fit and Proper Policy; and</li><li>i) Whistleblowing Policy</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

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is led by an Independent Non-Executive Chairman, Ir. Dr. Khairul Azmy Bin Kamaluddin, who was appointed to the Board on 14 August 2023. Dr. Khairul's profile is set out in the Directors' profile of the 2024 Annual Report.</p> <p>The Chairman is primarily 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.</p> <p>The Chairman will act independently in the best interest of the Group and lead the Board and represents the Board to the shareholders and other stakeholders.</p> <p>The details roles and responsibilities of the Chairman are clearly set out in the Board Charter which is made available on the Company's website at <a href="https://sdc.my">https://sdc.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**

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

**Practice 1.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has ensured that the position of Board Chairman and Managing Director are held by two (2) different individuals. A clear division of roles and responsibilities between Board Chairman and Managing Director has been established and provided in Board Charter. This is to ensure there is a balance of power and authority, and no one individual has unfettered decision-making powers.</p> <p>The Chairman of the Company is Ir. Dr. Khairul Azmy Bin Kamaluddin whose primary responsibility is to provide leadership to the Board, lead discussion on strategies and policies recommended by the Management, facilitate the orderly resolution of matters reserved for the Board, and ensuring Board effectiveness and its collective oversight over the Group.</p> <p>The Managing Director of the Company is Mr. Kong Kam Onn whose primary responsibilities are to oversee the day-to-day running of business and operations of the Group and to implement the strategies and policies of the Board.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: Since its listing, the Company has appointed separate individuals to serve as Chairman of the Board and as Chairman of its Board Committees.  The Chairman of the Company, Ir. Dr. Khairul Azmy Bin Kamaluddin is not a member of the Audit and Risk Management Committee ("ARMC") or the Nomination Committee ("NC") and the Remuneration Committee ("RC").  The Company has set out in its Board Charter that the Chairman should not be involved in the Board Committees of the Company to ensure there is check and balance as well as objectives review by the Board.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by two (2) external qualified and competent Company Secretaries. Both the Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and are qualified under Section 235(2) of the Companies Act 2016 ("CA 2016").</p> <p>The Company Secretaries work closely with the Board and Board Committees and play an important role in implementation of corporate governance by advising the Board and its Committees in compliance with the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the CA 2016 and other relevant laws and regulations.</p> <p>The Company Secretaries advise the Board on its roles and responsibilities and keep our Board updated on matters relating to new statutory and regulatory requirements and corporate governance and promptly disseminate communications received from the relevant regulatory / governmental authorities.</p> <p>The Company Secretaries attended all Board and Board Committees' meetings and ensure that deliberations at Board and Board Committees' meetings are well documented and subsequently communicated to Management for appropriate actions.</p> <p>The roles and responsibilities of the Company Secretaries are set out in the Board Charter, which is accessible on the Company's website at <a href="https://sdc.my">https://sdc.my</a>.</p> <p>The Company Secretaries keep themselves abreast of relevant corporate governance and regulatory requirements by undertaking continuous professional development.</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 1.6

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 Board members have full and unrestricted access to all information within the Group. The notice of meetings is served at least seven (7) days prior to the meetings. Relevant board papers were circulated to all Directors within a reasonable period prior to the meeting to ensure that the Directors have sufficient time to evaluate and review the proposals for a better discussion at the meetings.</p> <p>The dates of meetings for the financial year are set a year in advance so that the Directors can plan their schedules and maximise their attendance.</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. Any outstanding matters arising were also tracked and reviewed by the Board at the next meeting.</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 Charter, which is available on the Company's website at <a href="https://sdc.my">https://sdc.my</a> serves as a primary reference point on governance matter as well as a guideline for the roles and responsibilities of the Directors and the Board Committees.</p> <p>The Board Charter is developed with a view to promote high standards of corporate governance, ensure all Board members acting on behalf of the Company are aware of their duties and responsibilities and the various legislations and regulations affecting their conduct.</p> <p>Core areas that the Board Charter addresses include the following:</p> <ul style="list-style-type: none"><li>• Authority and Matters Reserved for the Board's Decision</li><li>• Board Composition and Board Balance</li><li>• Directors' Nomination, Tenure of Directors and External Board Appointments</li><li>• Roles and Responsibilities of the Board, Chairman of the Board, CEO/MD, Independent Non-Executive Directors, Senior Independent Non-Executive Directors, Non-Independent Non-Executive Directors and Company Secretaries</li><li>• Board Committees</li><li>• The Board Meeting</li><li>• Continuing Education Programmes</li><li>• Directors' Remuneration</li><li>• Board Evaluation and Performance</li><li>• Investor Relations and Shareholder Communication</li><li>• Relationship with Other Stakeholders</li><li>• Conflict of Interest</li></ul>

	The Board Charter will be periodically reviewed by the Board and updated in accordance with the needs of the Group and any new regulations that may have an impact on the discharge of the Board's responsibilities.	
<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 Company's Code of Conduct &amp; Ethics Policy set out the core values of the Group has been established and acts as guidance for the Board to assist in promoting ethical business conduct and behaviour, and to oblige employees to maintain high standards of ethics and integrity in day-to-day business and operations. The Code of Conduct &amp; Ethics Policy is available on the Company's website via <a href="https://sdc.my">https://sdc.my</a>.</p> <p>The Board and Management strive to demonstrate their commitments through their conduct and behaviour in order to uphold integrity and ethical values propagated in the Company's code of ethics.</p> <p>The Board values integrity in its dealings and observes zero tolerance towards corrupt or illegal practices undertaken by staff in the course of their work. To this end, the Company has adopted an Anti-Corruption Policy and framework in the inculcation of high standards of integrity and ethics across the Group as well as in promoting good corporate governance practices and accountability in its businesses and operations.</p> <p>The Company also have a Whistleblowing Policy to allow employees and external stakeholders to report any concern or complaint regarding any questionable or suspicious matter, including conflict of interest, insider trading, collusion with competitors, serious regulatory and legal breaches, fraud, corruption, misconduct, etc. This will assist in establishing good governance and keep stakeholders in check. The Whistleblowing Policy is available on the Company's website via <a href="https://sdc.my">https://sdc.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 for the Group so as 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.</p> <p>The Whistleblowing Policy is applicable to all stakeholders, (including employees, customers, suppliers, government bodies and financial institutions) and third parties who may be aware of or genuinely knows or reasonably belief that an employee of the Company has engaged, is engaging, or is preparing to engage in any improper conduct.</p> <p>The whistleblowing report can be made through the following persons:</p> <p>Name &amp; Designation:</p> <p>Ms. Wong Poh May, Chairperson of ARMC Mr. Kong Kam Onn, Managing Director Dr. So Hsien Ying, Internal Auditor</p> <p>Email Address: <a href="mailto:whistleblower@sdcm.my">whistleblower@sdcm.my</a></p> <p>There were no reported incidents pertaining to whistleblowing during the financial year.</p> <p>Detailed procedures on the reporting of improper conduct have been set out in the Whistleblowing Policy that has been published on the Company's website at <a href="https://sdcm.my">https://sdcm.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

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledge the importance of incorporating sustainability considerations into the Company’s business and corporate activities.</p> <p>The Board and the Management holds the responsibility for overseeing sustainability within the Company including setting the Company’s sustainability strategies, priorities, and targets.</p> <p>The Board ensure that sustainability considerations are integrated into various aspects of decision-making and governance processes.</p> <p>Sustainability related activities undertaken and targets set out by the Company has been disclosed in the Sustainability Statement of the Company’s 2024 Annual Report.</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 4.2**

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 Board undertake review and approval of sustainable development strategies and policies in respect of areas relating to environmental, social and governance material matters.</p> <p>The Board, via its disclosure in its Sustainability Statement in Annual Report 2024, stive to keep internal and external stakeholders informed on the Group’s sustainability strategies, targets, priorities as well as performance against these targets.</p> <p>The Sustainability Statements in Annual Report 2024 of the Company is available at the Company’s website: <a href="https://sdc.my">https://sdc.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 4.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board understands 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 2024 Annual Report.</p> <p>The Board are committed to abreast with and understand 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 other to provide guidance on the sustainability related matters.</p> <p>Training programmes attended by each Director in the Financial Year Ended 31 December 2024 ("FYE 2024") are set out in the Corporate Governance Overview Statement of 2024 Annual Report.</p> <p>The Company Secretaries will also update the Board on the changes of the Listing Requirements upon receiving the circulars from Bursa Securities, which are relevant to the Company and provide advice on corporate disclosures and compliances which includes understanding of sustainability issues.</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 4.4**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors and Board Committees’ assessment and evaluation have been performed on yearly basis to assess the following areas: -</p> <ul style="list-style-type: none"> <li>• Board and Board Committee Evaluation;</li> <li>• Board Skills Matrix;</li> <li>• Directors’ Evaluation; and</li> <li>• Independent Directors’ Self-Assessment Checklist</li> </ul> <p>Based on the assessment, the NC concluded that the current structure, size and composition of the Board, which comprises Directors who possess a wide range of expertise, experience and skill in various fields enable them to discharge their duties and responsibilities effectively. The Chairman of the Board had performed excellently and contributed to the Board.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.5- Step Up**

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

*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>	:	Not applicable

### Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC is responsible to perform an annual assessment on the Board's composition as well as the effectiveness and performance of the Board, Board Committees and individual Directors. In line with this assessment, the tenure of each director is also reviewed so as to ensure the Board composition is in line with the best interests of the Company and good corporate governance practices.</p> <p>Evaluation of each Board Committee shall focus on the assessment of the structure, roles and responsibilities and performance of the respective Chairman, as well as its members against the relevant terms of reference. Results of such assessment conducted are to be documented and reported to the Board as part of the Company's ongoing corporate governance practices.</p> <p>The NC will recommend to the Board the candidates for re-election as directors at the general meeting under the annual re-election provisions with due consideration on the extent to of the directors' contribution, expertise, skills, knowledge and experience as well as their roles on the various committees.</p> <p>The NC is guided by its TOR which, inter alia, sets out the purpose, composition, roles and responsibilities, authority as well as the internal procedural matters for the NC, including to assess that the composition of the Board is refreshed periodically. A copy of the TOR is available on the Company's website: <a href="https://sdc.my">https://sdc.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

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>	:	The current Board composition is as follows:	
		<b>Designation</b>	<b>Number of Director</b>
		Independent Non-Executive Director	4
		Executive Director	2
		<b>Total</b>	<b>6</b>
		<b>Percentage (%)</b>	<b>100.00</b>
		<p>The Board has ensured that its current composition comprising at least two (2) members or one-third (1/3) of the Board, whichever is higher, are independent. Independent Non-Executive Directors (“INEDs”) provide independent judgement, experience and objectivity without being subordinated to operational considerations to mitigate any possible conflict of interest between the policy-making process and the day-to-day management of the Group.</p> <p>The Board believes that the current size and composition reflects an appropriate balance of Independent, Executive and Non-Executive Directors which is adequate for the scope and nature of the Group’s business and operations.</p> <p>With the assistance of the NC, the Board is to assess the independence of the INEDs on an annual basis prior to re-appointment or when any new interest or relationship develops.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.3**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As stated in the Board Charter, the tenure of an independent director shall not exceed a cumulative term of nine (9) years. However, there is no independent director serving beyond the nine (9) years period.</p> <p>Upon completion of nine (9) years, an independent director may continue to serve on the Board subject to the director's re-designated as a non-independent director. Otherwise, the Board must justify and seek shareholders' approval through a two-tier voting process at the Company's Annual General Meeting in the event it would like to retain the director as an independent director.</p> <p>At present, none of the independent directors in the Company has served the Board exceeding a cumulative period of nine (9) years.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

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

**Practice 5.4 - Step Up**

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

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

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

### 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 current Board consists of Directors from diverse background and specialisation, collectively bring with them a wide range of experience and expertise in areas such as financial and accounting, legal practice, corporate advisory which could provide the Company with considerable experience in a wide range of activities.</p> <p>The NC plays an important role in monitoring board effectiveness. The responsibilities of NC are as follows:</p> <ul style="list-style-type: none"><li>• to review the criteria to be used in the recruitment of Director and Key Senior Management (“KSM”);</li><li>• to review the re-appointment and re-election process of Directors having due regard to their performance and ability to continue to contribute to our Board in the light of knowledge, skills and experience required;</li><li>• to formulate a Fit and Proper Policy and to ensure that all Directors fulfil the fit and proper criteria and for conducting assessments of the fitness and properness of candidates to be appointed onto our Board and Directors who are seeking for re-election; and</li><li>• to assess and make recommendations to our Board with regard to any appointment of Directors.</li></ul> <p>In the case of candidates for the position of INEDs, the NC should also evaluate the candidates’ ability to discharge such responsibilities / functions as expected from INEDs. In considering independence, it is necessary to focus not only a director’s background and current activities qualify him or her as independent but also whether the Director can act independently of management.</p>

	<p>According to the Company's Board Charter, any Board member, whilst holding in office, is at liberty to accept other board appointments so long as the appointment is not in conflict with the business of the Company and does not detrimentally affect the Director's performance as a Board member. All such appointments must first be notified to the Board Chairman before being accepted.</p> <p>The Board devotes sufficient time to serve the Board effectively and the current composition of the Board does not consist of any active politician i.e. a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

### Intended Outcome

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 was established on 14 August 2023 and all the Directors were appointed before the listing of the Group on the ACE Market of Bursa Securities on 19 September 2024. As such, the NC had not gone through the procedures on identifying and the selection of candidates for appointment of Directors since its establishment.</p> <p>The appointment of INEDs on 14 August 2023 and 6 December 2023 were through the independent sources. The Principal Adviser/Sponsor, Due Diligence Solicitors and Internal Control Consultant in relation to the Company's Initial Public Offering exercise had conducted an in-depth assessment on the suitability of such Directors prior to the appointment as INEDs of the Company. The due diligence process were undertaken by the Principal Adviser and Due Diligence Solicitors amongst others include interview session and relevant searches.</p> <p>During the FYE 2024, there was no addition of new Directors.</p> <p>The Board is mindful of this practice and would consider referrals from external sources to identify suitably qualified candidates when the need arises in the future and will not solely rely on recommendations from existing Board members, KSM and/or major shareholders.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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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>	:	<p>The details of the Directors seeking re-election at the Annual General Meeting (“AGM”) including their qualification, working experience, directorship in other public listed company, relationship with any director or major shareholder and conflict of interests with the Company are set out in the Profile of Directors section as disclosed in the Annual Report.</p> <p>The details of the interest of the Directors in the securities of the Company and attendance at Board of Directors’ Meetings held during the FYE 2024 are also disclosed in the Annual Report.</p> <p>Based on the assessment of the NC, Ir. Dr. Khairul Azmy Bin Kamaluddin and Mr. Kong Kam Onn are eligible for re-election, the Board had approved and resolved the re-election of the mentioned Directors at forthcoming AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	As at the date of this Report, the NC comprises exclusively of Independent Non-Executive Directors and is chaired by Independent Non-Executive Director.	
		Name of Directors	Designation
		YM Raja Nor Azlina Binti Raja Azhar (Independent Non-Executive Director)	Chairperson
		Wong Poh May (Independent Non-Executive Director)	Member
		Wong Keng Fai (Independent Non-Executive Director)	Member
		The profile of the Nomination Committee members is available on the Company's 2024 Annual Report.	
<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 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	As the date of this Annual Report, the Board comprised of six (6) Directors, of whom three (3) are female, providing a representation rate of 50.00% which complies with the new requirement of AMLR of Bursa Securities to have at least one (1) woman Director on the Board and has fulfilled the 30%-woman representation at the Board level as required.	
<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 5.10**

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 is committed to ensuring that the appointments made to the Board are based on objective criteria, merit, and with due regard for diversity in skills, experience, age, cultural background, and gender.</p> <p>In order to further reinforce the Company's commitment towards gender diversity, the Board has put in place the Board Gender Diversity Policy, which is available on the Company's website at <a href="https://sdc.my">https://sdc.my</a>.</p> <p>The appointment of KSM is carefully evaluated, with decisions based on internally-established criteria that encompass skill sets, integrity, and leadership qualities, aligned with their job descriptions. Additionally, diversity in experience, age and gender will also be considered.</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 form an opinion on the overall effectiveness of the board and individual directors.

### Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: There was no nomination committee meeting held during the FYE 2024 as the Company was only listed on the ACE Market of Bursa Securities on 19 September 2024. However, the NC had on 25 February 2025 conducted the annual assessment on the effectiveness of the Board, the Board Committees and all individual Directors, based on their performance for the FYE 2024.  The Company conducted evaluation on each of the individual Directors, Board and Board Committees to ensure the effectiveness of the overall Board in discharging its duties and responsibilities.  All Directors and Board Committees have provided feedbacks on their peer's performance and individual performance contributed to the Board.  The feedbacks/comments were summarised and discussed at the NC meeting, then reported by the NC Chairman to the Board for notation.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

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

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The RC was established to assist the Board in developing remuneration policies and procedures of the Directors and KSM.</p> <p>The Board Remuneration Policy was established with the objective of guiding the Group in attracting, retaining and motivating highly qualified individuals to serve on the Board and KSM.</p> <p>A fair, reasonable and competitive remuneration package was provided to the EDs and KSM to ensure that the Company attracts and retains high caliber EDs and KSM who have the skills, experience and knowledge to increase entity value to the benefit of all shareholders.</p> <p>In making its recommendation, the RC considered the principles set out in the Board's RC TOR. Board remuneration was structured to align rewards to corporate and individual performances besides adequately compensate the Directors for risks and complexities of the duties and responsibilities they assumed.</p> <p>The Board's RC TOR is available on the Company's website and is reviewed periodically.</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

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.</p> <ul style="list-style-type: none"><li>• Adopt a formal procedure for determining and setting the remuneration package of each director and KSM personnel, including the criteria and consideration on the merits and contributions made;</li><li>• Align the EDs remuneration, benefits and rewards to corporate and individual performances;</li><li>• Ensure that the remuneration packages of directors and KSM are sufficient to attract and retain talent needed to manage the Company and the Group successfully; and</li><li>• Review the remuneration packages from time to time to gauge its competitiveness and attractiveness, and to make recommendations if and when necessary.</li></ul> <p>The RC was governed by its TOR, which is available on the Company's website via <a href="https://sdc.my">https://sdc.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>	:	Remuneration of Directors for FYE 2024 are disclosed on a named basis together with the remuneration breakdown is disclosed in the Corporate Governance Overview Statement in the Annual Report 2024.



No	Name	Directorate	Company							Group						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Kong Kam Onn	Executive Director	20,000.00	0.00	0.00	0.00	0.00	0.00	20,000.00	20,000.00	0.00	252,000.00	21,000.00	0.00	54,808.60	347,808.60
2	Liuk Ing Hong	Executive Director	20,000.00	0.00	0.00	0.00	0.00	0.00	20,000.00	20,000.00	0.00	240,000.00	20,000.00	0.00	50,558.60	330,558.60
3	Ir. Dr. Khairul Azmy Bin Kamaluddin	Independent Director	20,000.00	1,000.00	0.00	0.00	0.00	0.00	21,000.00	20,000.00	1,000.00	0.00	0.00	0.00	0.00	21,000.00
4	YM Raja Nor Azlina Binti Raja Azhar	Independent Director	20,000.00	750.00	0.00	0.00	0.00	0.00	20,750.00	20,000.00	750.00	0.00	0.00	0.00	0.00	20,750.00
5	Wong Poh May	Independent Director	20,000.00	1,000.00	0.00	0.00	0.00	0.00	21,000.00	20,000.00	1,000.00	0.00	0.00	0.00	0.00	21,000.00
6	Wong Keng Fai	Independent Director	20,000.00	1,250.00	0.00	0.00	0.00	0.00	21,250.00	20,000.00	1,250.00	0.00	0.00	0.00	0.00	21,250.00

### 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>	:	In view of the sensitivity for talent search in the competitive market and to the best interest of the Group, the Board opt not to disclose on named basis, the remuneration of the top four (4) KSM.	
		As an alternative, the Board decided to disclose the KSM's remuneration on an unnamed basis in bands in the Corporate Governance Overview Statement in the Annual Report 2024.	
		The Group has benchmarked the remuneration of KSM's to the industry in which it operates in and ensures that their remuneration commensurate with the scope of work, responsibilities as well as their performance.	
<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>	:		

No	Name	Position	Company					
			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

**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>	:	Not applicable

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>(a) The Chairman of the Board is Ir. Dr. Khairul Azmy Bin Kamaluddin, an Independent Non-Executive Director; and</p> <p>(b) The ARMC Chairperson is Ms. Wong Poh May, an Independent Non-Executive Director.</p> <p>The Chairperson of the ARMC is distinct from the Chairman of the Board to ensure overall effectiveness and independence of the ARMC.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Presently, none of the ARMC members was a former key audit partner of the Company's auditors.</p> <p>In line with the Malaysian Code on Corporate Governance 2021 ("MCCG 2021"), the Board has adopted the TOR outlined that a former key audit partner 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 ARMC is available on the Company's website <a href="https://sdc.my">https://sdc.my</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.3**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>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.</p> <p>The ARMC has received an assurance from External Auditors confirming that they are and have been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>The Board upon the recommendation of the ARMC, was satisfied with the independence of the External Auditors, Crowe Malaysia PLT and had recommended to the shareholders for approval at the forthcoming Annual General Meeting.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted																
<b>Explanation on adoption of the practice</b>	:	<p>The TOR of the ARMC states that the ARMC shall comprise not less than three (3) members consisting wholly of non-executive Directors, a majority of whom are independent. The Chairman of the Committee shall be an INED.</p> <p>The composition of the ARMC is as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Name</th><th>Designation</th><th>Directorship</th></tr></thead><tbody><tr><td>1.</td><td>Wong Poh May</td><td>Chairperson</td><td>Independent Non-Executive Director</td></tr><tr><td>2.</td><td>YM Raja Nor Azlina Binti Raja Azhar</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>3.</td><td>Wong Keng Fai</td><td>Member</td><td>Independent Non-Executive Director</td></tr></tbody></table>	No.	Name	Designation	Directorship	1.	Wong Poh May	Chairperson	Independent Non-Executive Director	2.	YM Raja Nor Azlina Binti Raja Azhar	Member	Independent Non-Executive Director	3.	Wong Keng Fai	Member	Independent Non-Executive Director
No.	Name	Designation	Directorship															
1.	Wong Poh May	Chairperson	Independent Non-Executive Director															
2.	YM Raja Nor Azlina Binti Raja Azhar	Member	Independent Non-Executive Director															
3.	Wong Keng Fai	Member	Independent Non-Executive Director															

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company complies with Rule 15.09(1)(c) of the AMLR of Bursa Securities, where at least one of the 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. The Chairperson of the ARMC qualified as a Fellow member of the Association of Chartered Certified Accountants (ACCA). She is also a member of the Malaysian Institute of Accountants (MIA). The qualification and experience of the respective ARMC members are disclosed in the Board of Directors' Profile of the Company's 2024 Annual Report.</p> <p>The ARMC assists the Board in reviewing the Group's financial reporting process and accuracy of its financial results and scrutinising information for disclosure to ensure reliability and compliance with the applicable financial reporting standards.</p> <p>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>The professional trainings courses attended by the ARMC members are disclosed in the Corporate Governance Overview Statement of the 2024 Annual Report.</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 10.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board has established an effective risk management and internal control framework on 25 April 2025. The overview of the risk management and internal control framework are set out in the Company’s Statement on Risk Management and Internal Control as provided in the Company’s 2024 Annual Report.	
<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>	:	The Board has disclosed features of the risk management and internal control framework, which covers their adequacy and effectiveness are disclosed under the Statement on Risk Management and Internal Control in the Company’s 2024 Annual Report.	
<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 10.3 - 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>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Board did not establish a separate Risk Management Committee. Instead, it was combined with the AC and named as ARMC.</p> <p>The ARMC, which comprises solely the INEDs oversees the effectiveness and adequacy of the Group's risk management framework and policies.</p>

### Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the financial year under review, in preparation for the listing of the Company on the ACE Market of Bursa Securities, the Company's listing in September 2024, the Board has engaged Sterling Business Alignment Consulting Sdn Bhd as the Internal Control Review Consultant.</p> <p>The Group continued to outsource its internal audit functions to Sterling to act as the Internal Auditors which provides the Board, through ARMC, with assurance on the adequacy and effectiveness of the Group's system of risk management and internal control. Sterling reports directly to the ARMC on the adequacy and effectiveness of the risk management and internal control system of the Group.</p> <p>The outsourced internal audit function is independent and is to report directly to the ARMC.</p> <p>Details of the internal audit function are set out in the Company's ARMC Report as provided in the Company's 2024 Annual Report.</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 Group's internal audit function is carried out by an outsourced internal audit firm, Sterling Business Alignment Consulting Sdn Bhd, to assist the ARMC in undertaking systematic and independent assessment on the adequacy, efficiency and effectiveness of the Group's system of risk management and internal control.</p> <p>The outsourced internal audit function is guided by the International Professional Practice Framework on Internal Auditing issued by the Institute of Internal Auditors. The scope of internal audit plan for years 2025 and 2026 has been identified on a risk-based approach and detailed areas of internal audit have been set out in the internal audit plan that has been reviewed and approved by the ARMC and further recommended to the Board for approval.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is mindful on the importance of maintaining proper corporate disclosure procedures with the aim to provide shareholders and investors with comprehensive, accurate and quality information on a timely basis.</p> <p>SDCG had released their Prospectus on 28 August 2024, which provided information to facilitate shareholders' understanding of the Company and the Group's objectives and expectations.</p> <p>The Group maintains a corporate website: <a href="https://sdc.my">https://sdc.my</a>, with the intention of building communication channel between the Company with the stakeholders.</p> <p>The Company has in place the following initiatives to facilitate effective communication with its shareholders:</p> <ul style="list-style-type: none"><li>(a) The Company's corporate website, <a href="https://sdc.my">https://sdc.my</a> is accessible to the public and serves as another platform to communicate with the shareholders, investors and the general public;</li><li>(b) The Annual Report, which contains information such as Management Discussion and Analysis, financial statements, and information on the ARMC, Corporate Governance, Sustainability Statement, and Risk Management and Internal Control;</li><li>(c) Announcements made to Bursa Securities, which include timely release of financial results on a quarterly basis. Concurrent with these releases, the Company posts all announcements on its website;</li><li>(d) The Annual General Meeting ("AGM") which serves as the principal forum for dialogue and interaction between the Board and shareholders; and</li><li>(e) Attending to shareholders' and investors' emails and phone enquiries.</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**

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>	:	Not applicable as the Company is not under the category of a large company as defined under the MCCG.	
<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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Given the significance of the AGM, the notice of the Second Annual General Meeting (“2nd AGM”) will be issued to the shareholders on 30 April 2025, which is more than 28 days prior to the 2nd AGM, to accord them with sufficient time to consider the resolutions that will be discussed and decided at the 2nd AGM.</p> <p>The notice provides further explanation beyond the minimum content stipulated in the AMLR of Bursa Securities for the resolutions proposed to enable the shareholders to make an informed decision in exercising their voting rights.</p> <p>Furthermore, each item of special business included in the notice of meeting will be accompanied by a detailed explanation on the details and effects of the resolutions proposed along with any background information and reports or recommendations that are relevant.</p> <p>The extended notice period with detailed information in the notice and accompanying material will also encourage greater shareholder participation at the 2nd 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 13.2**

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 Board acknowledges its role and responsibilities as steward of the Company to continuously engage and provide constructive feedbacks to all shareholders' queries.</p> <p>The Company was listed on 19 September 2024 on the ACE Market of Bursa Securities. The First Annual General Meeting ("1st AGM") was held on No. 25, Jalan Kajang Perdana 3/2, Taman Kajang Perdana, 43000 Kajang Selangor Darul Ehsan and attended by all Directors.</p> <p>All Directors will present at the 2nd AGM of the Company, which will enable the Board to communicate with shareholders in a more holistic manner.</p> <p>The Chairman of the ARMC, RC, NC and KSM will present at the 2nd AGM to provide meaningful explanation or responses if there are any questions addressed to them.</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>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Company was listed on 19 September 2024 on the ACE Market of Bursa Securities. The 1st AGM was held physically on No. 25, Jalan Kajang Perdana 3/2, Taman Kajang Perdana, 43000 Kajang, Selangor Darul Ehsan.</p> <p>The 2nd AGM of the Company will be held physically at MONKEYS CANOPY of Lot 683, Jalan Persiaran Bukit Enggang Sg Long Hill, Sungai Long, 43200 Cheras, Selangor Darul Ehsan.</p> <p>Shareholders who are unable to attend the 2nd AGM may appoint any persons as their proxies to attend, speak and vote on their behalf at the forthcoming AGM in accordance with the Company's Constitution.</p> <p>The Board has opted for a physical platform to facilitate better engagement with shareholders as it allows better flow of two-way communication at general meeting. The Company will consider leveraging technology to facilitate voting including voting in absentia and enabling remote shareholders' participation at general meetings in the future.</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>	:	
<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>	: The Chairman of the Board will ensure that the upcoming 2nd AGM supports meaningful engagement between the Board, KSM and the shareholders.  The Chairman shall ensure that shareholders are given the opportunity to pose questions regarding the resolutions being proposed before voting as well as matters relating to the Group's operations.  The Chairman will further ensure that sufficient time is allocated for discussion and to address questions raised.
<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 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	:
<b>Explanation for departure</b>	: The 2nd AGM of the Company will be held physically at MONKEYS CANOPY of Lot 683, Jalan Persiaran Bukit Enggang Sg Long Hill, Sungai Long, 43200 Cheras, Selangor Darul Ehsan.
<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>	: As the Company was only listed on 19 September 2024, the upcoming 2nd AGM will be the Company's first AGM as a public listed company.  The Company will ensure that the minutes of the AGM to be uploaded on the Company's website at <a href="https://sdc.my">https://sdc.my</a> within thirty (30) business days from the date of the AGM.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

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

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

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