

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0315  
**COMPANY NAME** : KUCINGKO 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 Kucingko Berhad (“Kucingko” or “the Company”) plays a pivotal role in setting the strategic direction and overseeing the implementation of strategies and policies, while ensuring that the Group's operations are conducted prudently within the framework of applicable laws and regulations.</p> <p>The Board's key roles and responsibilities are clearly outlined in the Board Charter, which is available on the Company's website at <a href="http://www.kucingko.com">www.kucingko.com</a>. The Board is also responsible for upholding the Company's core values and standards and ensuring that the interests of shareholders and other stakeholders are safeguarded.</p> <p>To enhance its effectiveness, the Board has established four (4) Board Committees, namely the Nomination Committee (“NC”), Remuneration Committee (“RC”), Audit and Risk Management Committee (“ARMC”), and the Long-Term Incentive Plan Committee. These Committees operate under their respective Terms of Reference (“TOR”), which are published on the Company's website. Each Committee reports to the Board on matters deliberated and provides recommendations for the Board's consideration and decision.</p> <p>The Board meets quarterly to review and monitor the Group's strategic direction, financial and operational performance, and ensure that long-term value creation for stakeholders is consistently pursued.</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 1.2

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, Mr. Lim Chor Ghee, who was appointed to the Board on 15 September 2023. His profile is disclosed in the Directors' Profile section of the Annual Report 2024.</p> <p>As Chairman, Mr. Lim plays a key leadership role in ensuring the effective functioning of the Board. He is responsible for providing leadership to the Board, fostering a culture of openness and constructive debate, and ensuring that Board meetings are conducted in an orderly and effective manner. He also facilitates the deliberation of key matters reserved for the Board and ensures that the Board operates with high standards of corporate governance.</p> <p>The Chairman acts independently in the best interests of the Group and serves as the main conduit between the Board and shareholders, as well as other stakeholders.</p> <p>The detailed roles and responsibilities of the Chairman are outlined in the Board Charter, which is available on the Company's website at <a href="http://www.kucingko.com">www.kucingko.com</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 roles of the Chairman and Executive Directors (“EDs”) are held by different individuals to promote a clear division of responsibilities and to uphold the principles of good corporate governance. This separation ensures a balance of power and authority, where no individual has unfettered decision-making powers.</p> <p>The Chairman of the Company, Mr. Lim Chor Ghee, is an Independent Non-Executive Director. He is primarily responsible for providing leadership to the Board, facilitating deliberations on strategic matters and policies proposed by Management, overseeing the conduct of Board meetings, and ensuring the Board’s overall effectiveness and collective oversight over the Group.</p> <p>The Executive Directors of the Company, Mr. See Chin Joo and Mr. Ooi Kok Hong, are responsible for the day-to-day management and operations of the Group. They are tasked with executing the strategies and policies approved by the Board, and ensuring operational efficiency and performance across the Group’s businesses.</p> <p>The distinct roles and responsibilities of the Chairman and the Executive Directors are clearly defined in the Board Charter, which is available on the Company’s website at <a href="http://www.kucingko.com">www.kucingko.com</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

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>	: The Chairman of the Company, Mr. Lim Chor Ghee, is not a member of the Audit and Risk Management Committee ("ARMC"), Nomination Committee ("NC"), or Remuneration Committee ("RC").  Furthermore, Mr. Lim did not participate in any of the meetings of these Board Committees during the financial year under review. This is in line with the best practice to preserve the independence and objectivity of these Committees and to avoid any potential conflict of interest, thereby promoting robust and effective oversight functions.
<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) suitably qualified external Company Secretaries, both of whom are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and are qualified to act as company secretaries under Section 235(2) of the Companies Act 2016 ("CA 2016").</p> <p>The Company Secretaries assist the Board and its Committees by providing guidance on governance-related matters and supporting compliance with the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Companies Act 2016 ("CA 2016"), and other relevant regulations. They also provide support on corporate governance practices in line with applicable guidelines.</p> <p>They are responsible for ensuring that deliberations at Board and Board Committee meetings are accurately recorded and that decisions are communicated to Management for appropriate follow-up actions.</p> <p>The roles and responsibilities of the Company Secretaries are clearly outlined in the Board Charter, which is accessible on the Company's website at <a href="http://www.kucingko.com">www.kucingko.com</a>.</p> <p>To ensure they remain effective in their roles, the Company Secretaries continuously update their knowledge and skills by attending relevant training and professional development programmes.</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

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 has access to all relevant information within the Group to facilitate informed decision-making. Meeting notices are generally circulated in advance of the meetings, and board papers are provided within a reasonable timeframe to allow Directors sufficient time to review the materials and prepare for meaningful discussion.</p> <p>Minutes of meetings are tabled for confirmation at the subsequent meeting and signed by the Chairman as a correct record of the proceedings. Matters arising from previous meetings are also tracked and followed up accordingly by 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**

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 has adopted a Board Charter that outlines the roles and responsibilities of the Board, individual Directors, Board Committees, and Management. It also sets out matters reserved for the Board’s decision. The Board Charter serves as a reference point on governance matters and is designed to promote high standards of corporate governance.</p> <p>Key areas addressed in the Board Charter include:</p> <ul style="list-style-type: none"> <li>• Authority and matters reserved for the Board</li> <li>• Board composition and balance</li> <li>• Nomination and tenure of Directors</li> <li>• Roles and responsibilities of the Board, Chairman, Executive and Non-Executive Directors, and Company Secretaries</li> <li>• Board Committees</li> <li>• Board meetings</li> <li>• Continuing education</li> <li>• Directors’ remuneration</li> <li>• Board evaluation</li> <li>• Investor relations and shareholder communication</li> <li>• Stakeholder engagement</li> <li>• Conflict of interest</li> <li>• Review process of the Charter</li> </ul> <p>The Board Charter is reviewed periodically and updated as necessary to reflect evolving regulatory requirements and the needs of the Group. It is published on the Company’s website at <a href="http://www.kucingko.com">www.kucingko.com</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 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 Group is dedicated to upholding high ethical standards across all areas of its operations. The Board recognizes its responsibility to lead by example and foster a corporate culture that encourages ethical behaviour throughout the organization. To reinforce this commitment, the Board has adopted and implemented a Code of Conduct for all employees, including Directors, Management, and staff. This Code serves as guidance to ensure that all business interactions are conducted with integrity, fairness, and in full compliance with applicable laws and regulations.</p> <p>In line with the Code, the Board and Management strive to demonstrate their commitment to these principles through their actions and behaviour, ensuring the highest levels of integrity and ethics in all corporate dealings. The Board holds integrity as a core value in its operations and maintains a strict zero-tolerance policy towards corruption, illegal practices, and any form of misconduct in the workplace.</p> <p>To further strengthen this ethical foundation, the Group has adopted an Anti-Bribery and Corruption Policy in compliance with Section 17A of the Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018). This policy enforces the Group's zero-tolerance approach to bribery and corruption and provides clear guidelines and procedures for addressing any such issues that may arise. The policy ensures that all business relationships are conducted in a professional, fair, and ethical manner.</p> <p>The Group has also established a Whistleblowing Policy to support its commitment to legal and ethical business practices. This policy provides a secure and confidential channel for employees and external stakeholders to report concerns or</p>

	<p>complaints about any suspicious or questionable activities, including conflicts of interest, insider trading, fraud, regulatory violations, corruption, or misconduct. Reports can be made directly to the Chairman of the Audit and Risk Management Committee via email, ensuring that whistleblowers are protected from retaliation, discrimination, or harassment.</p> <p>The Company's commitment to business ethics and integrity is encapsulated in its policies, which are made publicly available on the Company's website at <a href="http://www.kucingko.com">www.kucingko.com</a>, including the Code of Conduct, Anti-Bribery and Corruption Policy, and Whistleblowing Policy.</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 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 established a Whistleblowing Policy to provide an avenue for all stakeholders to report any improper conduct in a responsible and secure manner. The policy aims to promote high standards of integrity and accountability within the Group, and it also ensures that whistle-blowers are protected from any form of retaliation or reprisal for making such disclosures in good faith.</p> <p>The Whistleblowing Policy is applicable to all stakeholders, including employees, customers, suppliers, government bodies, financial institutions, and other third parties who have knowledge of or reasonable belief that any employee of the Company is or may be involved in improper conduct.</p> <p>Reports on whistleblowing matters may be directed to the Chairman of the Audit and Risk Management Committee via the dedicated whistleblowing channel provided in the Company's Whistleblowing Policy.</p> <p>During the financial year under review, there were no reported whistleblowing incidents.</p> <p>The detailed procedures for reporting improper conduct are outlined in the Whistleblowing Policy, which is accessible on the Company's website at <a href="http://www.kucingko.com">www.kucingko.com</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

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 acknowledges the importance of embedding sustainability considerations into the Company’s business operations and corporate activities. Together with Management, the Board is responsible for the oversight and governance of sustainability matters, which includes setting the Company’s sustainability strategies, priorities, and measurable targets.</p> <p>Sustainability considerations are integrated into the Company’s overall decision-making and governance processes, including the formulation of business strategies, risk management, and major action plans.</p> <p>The strategic management of material sustainability matters is driven by senior management, in line with the Board’s direction.</p> <p>Details of the Company’s sustainability initiatives, including key activities and targets, are disclosed in the Sustainability Statement of the Company’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**

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 Company has included the Sustainability Statement in the Annual Report which discloses the Company’s sustainability strategies, priorities and targets as well as performance and it serves as the main communication tool of the Group’s Sustainability to both internal and external stakeholders.</p> <p>The Annual Report of the Company is available in the Company’s website at <a href="http://www.kucingko.com.my">www.kucingko.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 4.3

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 acknowledges the importance of sustainability in supporting long-term value creation and is committed to staying updated on sustainability issues that affect the Company's operations, including climate-related risks and opportunities. The Board has identified key stakeholder groups and material sustainability topics, which are outlined in the Company's Sustainability Statement in the Annual Report 2024.</p> <p>To enhance their Environmental, Social, and Governance ("ESG") knowledge, the Directors regularly seek opportunities to improve their understanding of sustainability-related developments. This includes participating in relevant training and briefings when necessary, to ensure they can provide informed guidance on sustainability matters.</p> <p>Details of the training programmes attended by each Director during the financial year ended 31 December 2024 are disclosed in the Corporate Governance Overview Statement of the 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**

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 effectiveness evaluation questionnaires for the year 2024 had been updated to include questions on ESG and sustainability related performance measures and the questionnaires were distributed to the directors upon approved by the Nominating Committee and Board of Directors.</p> <p>As sustainability and ESG compliance becomes more mainstream, the Board concurred that ESG practices will remain one of the areas requiring ongoing focus and dedicated attention for continuous improvement.</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>	:	

**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 for conducting an annual assessment of the Board's composition, as well as the effectiveness and performance of the Board, its Committees, and individual Directors. As part of this process, the tenure of each Director is reviewed to ensure that the Board composition aligns with the Company's best interests and adheres to sound corporate governance practices.</p> <p>The evaluation of each Board Committee focuses on assessing the structure, roles, responsibilities, and performance of the Chairman and members, in line with the relevant terms of reference. The results of these assessments are documented and reported to the Board as part of the Company's ongoing corporate governance practices.</p> <p>The NC will recommend Directors for re-election at the general meeting, taking into account their contribution, expertise, skills, knowledge, experience, and roles on the various Committees.</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 5.2

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 composition of the Board is as follows:																	
		<table border="1"><thead><tr><th>Designation</th><th>Number of Director</th><th>Percentage (%)</th></tr></thead><tbody><tr><td>Independent Non-Executive Director</td><td>4</td><td>57.14</td></tr><tr><td>Executive Director</td><td>2</td><td>28.57</td></tr><tr><td>Non-Independent Non-Executive Director</td><td>1</td><td>14.29</td></tr><tr><td><b>Total</b></td><td><b>7</b></td><td><b>100.00</b></td></tr></tbody></table>	Designation	Number of Director	Percentage (%)	Independent Non-Executive Director	4	57.14	Executive Director	2	28.57	Non-Independent Non-Executive Director	1	14.29	<b>Total</b>	<b>7</b>	<b>100.00</b>		
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	Executive Director	2	28.57																
	Non-Independent Non-Executive Director	1	14.29																
<b>Total</b>	<b>7</b>	<b>100.00</b>																	
		The Board composition aligns with the recommendations of the Malaysian Code on Corporate Governance ("MCCG"), which stipulates that at least 50% of the Board must consist of Independent Directors.																	
		The Board believes that its current composition provides an appropriate balance of Independent, Executive, and Non-Independent Non-Executive Directors, which is well-suited to the scope and nature of the Group's business and operations.																	
<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>	:	As stipulated in the Board Charter, the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon reaching this limit, the Director may continue to serve on the Board if re-designated as a Non-Independent Director. Should the Board wish to retain an Independent Director beyond the nine-year term, it must provide appropriate justification and seek shareholders' approval through a two-tier voting process at the Company's Annual General Meeting.  Currently, none of the Company's Independent Directors has served a tenure exceeding nine (9) years.
<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 current Board comprises Directors from diverse backgrounds and specialisations, collectively bringing a broad range of experience and expertise in areas such as finance and accounting, legal practice, and business administration. This diversity enables the Board to provide valuable insights and sound judgement across a wide spectrum of the Company's operations.</p> <p>The Nomination Committee ("NC") plays a key role in overseeing the effectiveness of the Board. Its responsibilities include:</p> <ul style="list-style-type: none"><li>• Reviewing the criteria for the recruitment of Directors and senior management;</li><li>• Reviewing the re-appointment and re-election of Directors, with due consideration to their performance and continued ability to contribute effectively to the Board based on the required knowledge, skills, and experience;</li><li>• Formulating and overseeing the Fit and Proper Policy to ensure that all Directors meet the required standards of integrity, competency, and suitability, and conducting assessments on candidates for appointment or re-election; and</li><li>• Assessing and making recommendations to the Board regarding any proposed appointment of Directors.</li></ul> <p>In accordance with the Company's Board Charter, any Board member may accept other board appointments while holding office, provided that such appointments are not in conflict with the business of the Group and do not detrimentally affect the Director's performance as a Board member.</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 was established on 25 September 2023, and all existing Directors were appointed prior to the Group's listing on the ACE Market of Bursa Securities on 26 July 2024. As such, the NC has not yet undertaken any formal procedures for identifying or selecting candidates for appointment to the Board since its formation.</p> <p>The appointment of Independent Non-Executive Directors on 15 September 2023 was made through independent sources. In this regard, the solicitors involved in the Company's Initial Public Offering exercise conducted a comprehensive assessment and due diligence process, which included interview sessions, solvency checks, and company searches prior to recommending their appointments.</p> <p>The Board is cognisant of the expectations under this practice and remains committed to utilising external referrals and independent sources in identifying suitably qualified candidates when future appointments arise. The Board does not intend to rely solely on recommendations from existing Board members, Key Senior Management, 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>	:	

### 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 Directors standing for re-election at the Annual General Meeting (“AGM”), including their qualifications, working experience, directorships in other public listed companies, relationships with any Director or major shareholder, and any conflict of interest with the Company, are disclosed in the Profile of Directors section of the Annual Report.</p> <p>Additional information, such as the Directors’ interests in the securities of the Company and their attendance at Board meetings during the financial year ended 31 December 2024, is also provided in the Annual Report.</p> <p>Based on the assessment conducted by the Nomination Committee, the Board has approved the recommendation for the re-election of Mr. Puar Chin Jong and Ms. Quah Bee Fong at the forthcoming AGM, having considered their performance and continued ability to contribute effectively 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**

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 Nomination Committee comprises exclusively of Independent Non-Executive Directors and is chaired by Independent Non-Executive Director.	
		Name of Directors	Designation
		Elaine Law Soh Ying (Independent Non-Executive Director)	Chairman
		Quah Bee Fong (Independent Non-Executive Director)	Member
		Puar Chin Jong (Independent Non-Executive Director)	Member
		The profile of the Nomination Committee members is available on the Company's Annual Report 2024.	
<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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>As at 31 December 2024, the Board of Kucingko comprises two (2) women Directors, representing almost 30% of its membership. This reflects the Board’s ongoing commitment to fostering diversity and inclusiveness within its composition.</p> <p>The Board acknowledges that a diverse leadership team enhances the depth and quality of discussions, decision-making processes, and overall corporate governance. In line with the principles set out in the Board Charter, the Board takes into account a wide range of diversity attributes, including gender, ethnicity, age, skills, and professional experience, when considering Board appointments.</p> <p>The Nomination Committee continues to review the Board’s composition and remains focused on identifying individuals with the appropriate mix of expertise, experience, and perspectives to support the Company’s strategic direction and governance effectiveness.</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**

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 Company has established a Gender and Diversity Policy which outlines its commitment to supporting diversity at the Board and the entire workforce. While merit remains the key consideration in appointments, the Policy recognises the importance of having a balanced representation in leadership roles.</p> <p>The Policy was adopted by the Board on 22 November 2023 and is available on the Company's website at <a href="http://www.kucingko.com.my">www.kucingko.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 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>	: <p>The Company undertakes a formal and objective annual evaluation of the Board, its Committees, and each individual Director to assess their effectiveness in fulfilling their duties and responsibilities. This evaluation includes feedback on the performance of individual Directors, the Board as a whole, and the Committees, with a focus on improving overall governance.</p> <p>All Directors and Committees provided feedback on peer performance and their individual contributions to the Board. The feedback/comments were collated, summarised, and discussed during the NC meeting. Subsequently, the NC Chairman presented the evaluation findings to the Board for notation and further discussion.</p> <p>In line with the Company's commitment to improving Board effectiveness, actions will be taken based on the evaluation outcomes, and adjustments to the Board composition may be made if required to enhance performance.</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**

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 Company has put in place a Remuneration Policy to guide the determination of remuneration for Directors and Key Senior Management. The policy considers various factors including the responsibilities of each role, the complexity of the Company’s operations, and the experience and performance of the individuals involved.</p> <p>The aim of the policy is to ensure that the remuneration offered is reasonable and in line with market practices, to support the Company's efforts in attracting and retaining capable individuals to support its business objectives.</p> <p>The policy outlines different approaches for Executive Directors and Senior Management, whose remuneration is more performance-driven, and Non-Executive Directors, who receive fixed fees based on their roles and responsibilities on the Board and Committees.</p> <p>The Remuneration Policy is available on the Company’s website at <a href="http://www.kucingko.com">www.kucingko.com</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 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>	:	The RC has been established to assist the Board in developing and implementing remuneration policies and procedures that are designed to attract, motivate, and retain qualified Directors and key Senior Management personnel.  The Terms of Reference of the RC is available on the Company's website via <a href="http://www.kucingko.com">www.kucingko.com</a> .
<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 on the overleaf 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	Mr. Lim Chor Ghee (Chairman)	Independent Director	51.3	5.2	-	-	-	-	56.5	51.3	5.2	-	-	-	-	56.5
2	Mr. See Chin Joo	Executive Director	-	-	-	-	-	-	-	-	-	315.0	-	-	43.4	358.4
3	Mr. Ooi Kok Hong	Executive Director	-	-	-	-	-	-	-	-	-	315.0	-	-	43.8	358.8
4	Ms. Quah Bee Fong	Independent Director	42.7	5.5	-	-	-	-	48.2	42.7	5.5	-	-	-	-	48.2
5	Ms. Elaine Law Soh Ying	Independent Director	42.7	4.5	-	-	-	-	47.2	42.7	4.5	-	-	-	-	47.2
6	Mr. Puar Chin Jong	Independent Director	42.7	5.8	-	-	-	-	48.5	42.7	5.8	-	-	-	-	48.5
7	Mr. Ku Chia Loon	Non-Executive Non-Independent Director	42.7	2.5	-	-	-	-	45.2	42.7	2.5	-	-	-	-	45.2

### 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>	:	<p>Other than Executive Directors, the Board had decided not to disclose the details of other senior management's remuneration packages. The details of the remuneration of the Executive Directors are disclosed in Practice 8.1 above.</p> <p>The consideration includes the sensitivity and proprietary nature of the information, given the competitive human resource market and to support the Company's effort in retaining executive talents.</p> <p>The Board is of the opinion that the disclosure on a named basis for the senior management would not be in the best interest of the Group due to confidentiality concerns.</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>	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Mr. See Chin Joo	Executive Director	300,001-350,000	Input info here	Input info here	Input info here	0-50,000	350,001-400,000
2	Mr. Ooi Kok Hong	Executive Director	300,001-350,000	Input info here	Input info here	Input info here	0-50,000	350,001-400,000
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>	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	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 Audit and Risk Management Committee ("ARMC") is not Chairman of the Board.</p> <p>Mr. Puar Chin Jong serves as the Chairman of the ARMC, while Mr. Lim Chor Ghee is the Chairman of the Board.</p> <p>This separation of roles ensures the independence and effectiveness of the ARMC, contributing to more robust governance practices.</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 9.2**

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>Currently, none of the members of ARMC has been a former key audit partner of the Company’s external auditors.</p> <p>In line with the MCCG, the Board has adopted a policy within the ARMC’s Terms of Reference (“TOR”) that mandates a cooling-off period of at least three (3) years for any former key audit partner before they can be appointed as a member of the ARMC.</p> <p>The TOR of ARMC is available on the Company’s website <a href="http://www.kucingko.com">www.kucingko.com</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 the ARMC, maintains a formal and transparent relationship with the External Auditors. The ARMC is entrusted with the responsibility of recommending the appointment, re-appointment, or removal of the External Auditors, as well as reviewing and recommending their remuneration.</p> <p>As part of the annual assessment process, the ARMC obtained written assurance from the External Auditors confirming their independence throughout the audit engagement, in accordance with all relevant professional and regulatory requirements.</p> <p>Based on the assessment and recommendation by the ARMC, the Board was satisfied with the suitability, objectivity, and independence of the External Auditors, and has recommended their re-appointment for shareholders' 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 ARMC comprises solely Independent Non-Executive Directors, in line with the Step-Up Practice 9.4 of the MCCG.</p> <p>The TOR of the ARMC provides that the Committee shall consist of not fewer than three (3) members, all of whom must be Independent Directors. The Chairman of the Committee must also be an Independent Director.</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>Puar Chin Jong</td> <td>Chairman</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>2.</td> <td>Quah Bee Fong</td> <td>Member</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>3.</td> <td>Elaine Law Soh Ying</td> <td>Member</td> <td>Independent Non-Executive Director</td> </tr> </tbody> </table>			No.	Name	Designation	Directorship	1.	Puar Chin Jong	Chairman	Independent Non-Executive Director	2.	Quah Bee Fong	Member	Independent Non-Executive Director	3.	Elaine Law Soh Ying	Member	Independent Non-Executive Director
No.	Name	Designation	Directorship																	
1.	Puar Chin Jong	Chairman	Independent Non-Executive Director																	
2.	Quah Bee Fong	Member	Independent Non-Executive Director																	
3.	Elaine Law Soh Ying	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 ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, with all members of the ARMC being financially literate and equipped with the capability to analyse and interpret financial statements to effectively carry out their responsibilities.</p> <p>The ARMC collectively possesses a wide range of relevant skills and experience to oversee matters under its purview, including financial reporting, risk management, and internal control processes. The Chairman of the ARMC is an Associate Member of the Chartered Institute of Management Accountants.</p> <p>The qualifications and experience of each ARMC member are detailed in the Board of Directors' Profile on pages 17 to 19 of the Company's Annual Report 2024.</p> <p>The ARMC assists the Board in ensuring the integrity of the Group's financial reporting by reviewing the financial statements and disclosures for accuracy and compliance with applicable financial reporting standards.</p> <p>All ARMC members actively undertake continuous professional development to remain abreast of changes in accounting and auditing standards, practices, and regulations. The training programmes attended by the ARMC members during the financial year are disclosed in the Corporate Governance Overview Statement of the 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 10.1**

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 within the Group. Details of the risk Group’s risk management and internal control framework are outlined in 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 10.2**

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 the key features of the Group’s risk management and internal control framework, including an assessment of its adequacy and effectiveness. These disclosures are provided in 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>	:	While the Board did not establish a separate Risk Management Committee, the risk oversight function has been integrated into the ARMC. The ARMC comprises solely Independent Non-Executive Directors and is responsible for overseeing the effectiveness and adequacy of the Group's risk management framework and policies. This structure ensures that risk management matters are given due attention by a committee of independent directors, in line with the intended outcome of this Step Up practice.

**Intended Outcome**

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

**Practice 11.1**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The Company was newly listed on 26 July 2024. The Board is fully aware of the importance of an effective and independent internal audit function and had, on 15 November 2024, appointed Axcelasia Sdn Bhd (formerly known as Tricor Axcelasia Sdn Bhd) (“Axcelasia”), an independent internal audit firm, to carry out internal audit activities for the Group. Axcelasia is responsible for providing an independent assessment of the adequacy, efficiency, and effectiveness of the Group’s internal control system. The internal audit reports will be presented to the ARMC on a quarterly basis for review and deliberation.</p> <p>Prior to the listing, the Company had engaged Resolve IR Sdn Bhd as its internal control consultant to perform a due diligence review on the adequacy of internal controls and risk management practices. The measures taken by the Group to strengthen its internal control system and to address the identified non-compliance incidents have been disclosed in the Company’s Prospectus.</p> <p>The Board and ARMC are committed to ensuring that the internal audit function continues to operate independently and effectively moving forward.</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

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>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	The Company was newly listed on 26 July 2024. As such, no internal audit review was carried out during the financial year ended 31 December 2024. The internal audit function has been outsourced to Axcelasia, an external professional firm appointed on 15 November 2024, to provide independent assurance on the effectiveness and adequacy of the Group’s internal control system.
		The Company is committed to ensuring the internal audit function is conducted in accordance with a recognised framework and that the personnel involved are free from any relationships or conflicts of interest that may impair their independence. The relevant disclosures, including the number of resources deployed, the qualifications of the personnel responsible for the internal audit, and the framework adopted, will be made in the next Annual Report once the internal audit activities have commenced.
<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 of 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>Kucingko had released their Prospectus on 28 June 2024, which provided information to facilitate shareholders' understanding of the Company and the Group's objectives and expectations.</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="http://www.kucingko.com">www.kucingko.com</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; and</li><li>(d) The Annual General Meeting ("AGM") which serves as the principal forum for dialogue and interaction between the Board and shareholders.</li></ul> <p>The Company holds periodic engagement sessions with financial analysts to provide briefings on quarterly financial results.</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 12.2**

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the AGM as an important platform for shareholders to engage with both the Board and Management in a constructive and productive dialogue. It also serves as a channel for shareholders to provide feedback on the Group's overall performance.</p> <p>To facilitate informed decision-making, the Board endeavours to provide shareholders with sufficient time to review and consider the proposed resolutions. In this regard, the notice of the forthcoming Second AGM will be issued at least 28 days prior to the 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**

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 responsibility to engage with shareholders and to provide constructive and transparent responses to their queries during General Meetings.</p> <p>All Directors will be present at the Company’s Second Annual AGM, allowing for more comprehensive communication between the Board and shareholders.</p> <p>Additionally, the Chairmen of the ARMC, NC, and RC, together with key members of Senior Management, will also be in attendance to provide meaningful explanations and responses to any questions directed 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>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company was listed on the Main Market of Bursa Malaysia Securities Berhad on 26 July 2024. Prior to this, the Company held its first Annual General Meeting (AGM) on 8 May 2024, which was conducted physically before the listing. As the Company was not yet listed during the financial year ended 31 December 2024, no general meetings were held as a listed entity during this period.</p> <p>The Company acknowledges the importance of utilising technology to facilitate shareholder participation, including remote access and voting in absentia, and is actively considering these options for future meetings. Appropriate measures to ensure data privacy and security will also be prioritized as the Company moves forward.</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>	: The Chairman of the Board will ensure that the upcoming Second AGM serves as an effective platform for meaningful engagement between the Board, Key Senior Management, and shareholders. The meeting will be conducted in a manner that encourages open and interactive dialogue.  Shareholders will be provided with sufficient opportunities to pose questions prior to the tabling of resolutions and during the AGM, particularly on matters relating to the Company's financial and non-financial performance, corporate governance, and long-term strategies. The Chairman will also ensure that the questions received are responded to in a clear and meaningful manner by the appropriate members of the Board or Senior Management.  To facilitate robust discussion, the Chairman will allocate adequate time for shareholders to raise their queries and ensure that responses are provided either during the meeting or, where appropriate, in writing after the meeting. These measures are aimed at fostering transparency, accountability, and inclusive participation among shareholders.
<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.

<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>	:	Not applicable – only physical general meetings were conducted in the financial year
<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 13.6**

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 26 July 2024, the forthcoming AGM will be the Company's first AGM as a public listed company.  The Company is committed to good corporate governance practices and will ensure that the minutes of the AGM are prepared and published on the Company's website at <a href="http://www.kucingko.com">www.kucingko.com</a> within thirty (30) business days from the date of the AGM, in accordance with the Malaysian Code on Corporate Governance.
<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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