CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	0101
COMPANY NAME	**:**	TMC Life Sciences Berhad
FINANCIAL YEAR	**:**	June 30, 2026

OUTLINE:

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board of Directors ("Board") takes full responsibility for leading, governing, guiding and monitoring the entire performance of the Company and enforces standards of accountability, all with a view to enabling Management to execute its responsibilities effectively. The Board assumes the following responsibilities in discharging its fiduciary and leadership functions: 1. Reviewing and adopting a strategic plan for the Company. 2. Overseeing the conduct of the Company's business to determine whether the business is being properly managed. 3. Identifying principal risks, setting risk appetites, and ensuring the implementation of appropriate internal controls and mitigation measures. 4. Succession planning, including ensuring all candidates appointed to senior management positions are of sufficient calibre and programmes are in place to provide for the orderly succession of senior management. 5. Overseeing the development and implementation of Shareholder Communications Policy for the Company. 6. Reviewing the adequacy and integrity of the Company's management information and internal control systems. Apart from the above, the Board has also delegated specific responsibilities to several Board Committees. While the Board Committees have the authority to examine particular issues, they will report to the Board with their decisions and/or recommendations and the ultimate responsibility on all matters lies with the entire Board. The Board has adopted a schedule of matters specifically reserved for its approval which include, amongst others, reviewing and approving the following: a) Strategic/ business plans and annual budget.

	b) Annual financial statements and the quarterly financial results prior to release to Bursa Malaysia Securities Berhad. c) Sustainability plan and strategies. The Board is kept abreast of the overall business activities of the Group through the updates from Management at the quarterly Board meetings and in between, on an ad-hoc basis whenever deemed necessary. Any unresolved matter at each meeting will be minuted as a matter arising that will be followed up and discussed at the next Board meeting.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman assumes the formal role of leader and chairs all Board meetings, leads discussions among Directors and provides leadership to the Board in its oversight of management. Some of the specific responsibilities of the Chairman, among others, are to ensure: 1. Smooth functioning of the Board, the governance structure and inculcating positive culture in the Board. 2. Guidelines and procedures are in place to govern the Board's operations and conduct. 3. All Directors are able to participate in the Board's activities. 4. Avenues are provided for all Directors to participate openly in the discussion.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	The position of the Chairman is held by Dato' Sri Mohd Mokhtar Bin Mohd Shariff whereas the position of Group Chief Executive Officer ("CEO") is held by Dato' Dr. Ahmad Adzuan Bin Abdul Rahman. The roles and responsibilities of the Chairman and Group CEO are distinctive and have been clearly segregated to further enhance and preserve a balance of authority and accountability to avoid unfettered powers of decision-making. The Chairman is primarily responsible for the orderly conduct of the Board meetings and ensures the effectiveness of the Board. The Group CEO will assist the Chairman in the effectiveness of the implementation of the Board's policies, making operational decisions, and monitoring the day-to-day running of the businesses, including defining the limits of Management's responsibilities.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

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

Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.			
Application	:	Applied	
Explanation on application of the practice	:	Dato' Sri Mohd Mokhtar Bin Mohd Shariff did not hold any membership in Board Committees of the Company. This had better enhance the check and balance function as well as objective review by the Board on all matters recommended by the Board Committees.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	The two (2) Company Secretaries are qualified to act under Section 235(2) of the Companies Act 2016. The Company Secretaries are responsible for ensuring that the Board's procedures are followed, the applicable rules and regulations for the conduct of the affairs of the Board are complied with and all matters associated with the maintenance of the Board or otherwise required for its efficient operation are in order. The Company Secretaries are also responsible for organising and attending all Board and Board Committees' meetings and ensuring that the meetings are properly convened while proper records of the deliberations at the Board meetings and resolutions passed are maintained accordingly at the registered office of the Company. All Board members have unrestricted access to the advice and services of the Company Secretaries in relation to the Board's affairs and the business. The Company Secretaries have ensured that the Board adhered to rules and procedures and advocated the adoption of corporate governance best practices by the Company.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	The agenda and meeting papers are distributed at least seven (7) days prior to the meetings to allow the Directors to have sufficient time to review and request any further information or clarification prior to the meetings and to raise relevant issues during the meetings. Upon conclusion of the meetings, the draft minutes are circulated to the Board to ensure that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including the abstained of the Director from voting or deliberating on a particular matter. Thereafter, the final minutes are confirmed and approved by the Chairman of the succeeding meeting. The Board Committee meetings are conducted separately from the Board meeting to enable objective and independent discussion during the meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	A Board Charter has been adopted and periodically reviewed by the Board for updates on new and improved practices and governance standards. The Board Charter was last reviewed on 30 June 2023. The Board Charter describes concisely the roles and responsibilities of the Board, Board Committees, individual Directors and Management, as well as the issues and decisions reserved for the Board to facilitate the Board in discharging its fiduciary and leadership functions. The Board Charter can be viewed on the Company's website at https://www.tmclife.com/corporate-governance-information/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has formalised a Code of Conduct ("Code") which sets out the expected standard for ethical business conduct and acts as a guiding document for interactions with stakeholders. In addition, the Code acts as an external communication of values that the Group espouses in its quest to foster a healthy corporate culture. The Code is applicable to all levels in the Company and its subsidiaries ("the Group"). The Code shall be applicable to Directors, Management and other employees of the Group whilst key stakeholders such as service providers (e.g., consultants, specialists), suppliers, contractors and customers including patients are called upon to refer to the Code for guidance on their dealings with the Group. The ethical approach and safeguards laid out in the Code shall also form an integral component of the Group's risk management strategy. The Code is available on the Company's website at https://www.tmclife.com/corporate-governance-information/. The Board had established and approved the Anti-Bribery and Anti-Corruption ("ABAC") Policy to uphold the Group's effort and commitment to ensure adequate and standardised ABAC Policy are consistently applied throughout the Group by the employees and business operations within the Group and to adhere strictly to the ABAC Policy. The ABAC Policy is available for reference at the Company's website at https://www.tmclife.com/corporate-governance-information/.
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	The Company is committed to maintaining good corporate governance practices and ethical standards in the conduct of its businesses and operations. In achieving this, the Board has established and adopted a Whistleblowing Policy and Procedures which provides an opportunity for all employees of the Group, and members of the public to disclose any improper conduct within the Group, and to provide protection for employees and members of the public who report such feedback, in an appropriate manner and without fear of retaliation. The Board is notified of any whistleblowing reports and actions taken in a timely manner if any reports are received. The Whistleblowing Policy and Procedures provides details of the lodgement guidelines and is published on the Company's website at https://www.tmclife.com/corporate-governance-information/. The guidelines set out the procedures and the avenue where grievances or concerns pertaining to the conducts, affairs or practices of the Company can be raised in confidence and good faith.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 4.1
The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board and Management take into account sustainability considerations in its strategies and business plan. As part of its broader climate transition and Net Zero commitment, the Group has set a target to reduce its Scope 1 and Scope 2 GHG emissions by 5% within 5 years from FY2025 (revised from the initial three-year timeline to align with the sustainability target of its parent company). Progress against this target will be monitored through the Group's sustainability governance and performance management processes. In preparation for IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures, the Group continues to enhance its sustainability disclosures in line with Bursa Malaysia's applicable implementation timeline. Identified disclosure gaps will be progressively addressed towards mandatory adoption. The Company has also taken an important step towards fulfilling Bursa Malaysia Securities Berhad's sustainability reporting requirements by including a limited assurance report on the Sustainability Statement in the Annual Report. It demonstrates the Company's dedication to providing accurate and reliable Environmental, Social and Governance ("ESG") information, thereby strengthening its overall sustainability reporting framework.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Group has begun reporting on the Group's sustainability activities and performance in the Annual Report since 2018. The sustainability performance, initiatives, programmes and material matters are available in the annual Sustainability Statement in the Annual Report. As part of its broader climate transition and Net Zero commitment, the Group has set a target to reduce its Scope 1 and Scope 2 GHG emissions by 5% within 5 years from FY2025 (revised from the initial three-year timeline to align with the sustainability target of its parent company). Progress against this target will be monitored through the Group's sustainability governance and performance management processes.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has undertaken the relevant training to stay abreast with and understand the sustainability issues relevant to the Company and its businesses, including climate-related risks and opportunities.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	The Company acknowledges that it is the responsibility of the Board and senior management to address material sustainability risks and opportunities and the performance evaluation of the Board and senior management should consider how well the Board and senior management have performed their respective roles. The Board Performance Assessment included an assessment of ESG issues. The Corporate Scorecard, in particular, the sustainability-related key performance indicators ("KPIs"), were cascaded down to the senior management within the organisation. This encompasses the enhancement of sustainability culture and practices, improvement in ESG ratings, and tracking and monitoring of greenhouse gas emissions. ESG risk is incorporated as part of the senior management monitoring with key risk indicators that measure the FTSE4 Good ratings.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.		
Application	:	Adopted
Explanation on adoption of the practice	:	The Board has identified a designated person to manage sustainability efforts strategically. A Sustainability Management Committee ("SMC") comprising Senior Management and Heads of Department was also established to oversee and coordinate sustainability initiatives. During the financial year, the SMC addressed significant sustainability issues through specialised task forces and approved recommendations and action plans. In addition, the Group's KPIs have been incorporated into the Sustainability Statement.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board with the assistance of the Nominating Committee, has codified the need for periodic review and refreshing of the Board so as to ensure that the composition is in line with the best interests of the Company and better practices of corporate governance. For the purpose of determining the eligibility of the Directors to stand for re-election at the Annual General Meeting ("AGM") of the Company, the Board through its Nominating Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with Malaysian Code on Corporate Governance ("MCCG"), which includes the following: (i) Performance and effectiveness of the Board as a whole, Board Committees and individual Directors; (ii) Independence of the Independent Non-Executive Directors; and/or (iii) Fit and Proper assessment. The Directors who are to retire shall abstain from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nominating Committee, where relevant. Based on the recent annual assessment and evaluation, the Nominating Committee is satisfied with the performance of the Directors who are standing for re-election and has recommended to the Board their proposed re-election in accordance with the Company's Constitution. The Board supported the Nominating Committee's recommendations to re-elect the eligible Directors standing for re-election at the forthcoming Twenty-Fourth AGM of the Company.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board comprises one (1) Independent Non-Executive Chairman, one (1) Executive Vice Chairman, one (1) Non-Independent Non-Executive Director and three (3) Independent Non-Executive Directors. The Board complies with Paragraph 15.02(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which stipulates that at least two (2) Directors or one-third (1/3) of the Board of the Company, whichever is the higher, are Independent Non-Executive Directors. The Board also complied with the step-up recommendation under the MCCG, whereby more than half of the Board members of the Company comprised Independent Non-Executive Directors.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.3
The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

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

Application	:	Applied	
Explanation on application of the practice	:	None of the Independent Non-Executive Directors has served on the Board as an Independent Non-Executive Director of the Company beyond nine (9) years.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.4 - Step Up
The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.		
Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Practice 5.5
Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

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

Application	:	Applied	
Explanation on application of the practice	:	The Board consists of qualified individuals with diverse experiences, backgrounds and perspectives. The composition and size of the Board are such that it facilitates the making of informed and critical decisions. The Nominating Committee is established to identify, assess and recommend new nominees to the Board and evaluate annually the performance of all Board members. It assists the Board in reviewing the required mix of expertise, skills, experience, and qualifications and assesses the effectiveness of the Board as a whole and the contribution of each individual Director. The Nominating Committee evaluates and matches the criteria of the candidate, will consider diversity, including gender, where appropriate, and recommends to the Board for the appointment. Consideration will be given to those individuals possessing the identified skill, talent and experience. The appointment procedures and requirements are listed in the Board Charter.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has a formal and transparent procedure for the recruitment and appointment of Directors and does not solely rely on the recommendations from the existing Board members and Management in the process of appointing new Directors of the Company. The Board also seeks potential candidates through external sources, such as the Institute of Corporate Directors Malaysia (ICDM) and other business networks. The Board will consider the required mix of expertise, skills, experience, and qualifications that the candidate can contribute to enhance the value of the Group before making an appointment to the Board. During the financial year under review, the Company did not appoint any new Director to its Board.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 5.7
The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied	
Explanation on application of the practice	:	The retiring Directors' information are disclosed in the 2026 Annual Report which includes: 1) Biography including academic/professional qualification and present directorships with other public listed companies. 2) Any family relationship with Directors and/or any major shareholders of the Company. 3) Any conflict of interest with the Company. 4) Any convictions for offenses within the past five (5) years, public sanctions/any penalties imposed by the relevant regulatory bodies. 5) Details of meeting attendance. The explanatory notes accompanying the Notice of AGM have included the justification on whether the Board supports the re-election of the said Directors.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nominating Committee is chaired by Dato' Mohd Sheridan Bin Ramli, who is an Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	The Board acknowledges the importance of gender diversity and the recommendation of the MCCG pertaining to the establishment of a gender diversity policy. Hence, the Board had always been in support of a policy of non-discrimination on the basis of race, religion and gender. The Board encourages a dynamic and diverse composition by nurturing suitable and potential candidates equipped with the competency, skills, experience, character, time commitment, integrity and other qualities to meet the future needs of the Company. The Company has two (2) female Directors out of six (6) Directors and achieves 33% women Directors on Board. The Company will consider appointing more female Directors in the future and will widen the pool of candidates when sourcing for new Directors to reflect the diversity and new skill sets required.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied
Explanation on application of the practice	:	The Board has established a Policy on Gender Diversity, which forms part of the Board Charter to strictly adheres to the practice of non-discrimination of any form, whether based on race, age, religion and gender throughout the organisation, which includes the selection of the Board members and senior management. The Board acknowledges the importance of boardroom diversity and the recommendation of the MCCG pertaining to the establishment of a gender diversity policy. Hence, the Board had always been in support of a policy of non-discrimination on the basis of race, religion, and gender. The Board encourages a dynamic and diverse composition by nurturing suitable and potential candidates equipped with the competency, skills, experience, character, time commitment, integrity and other qualities to meet the future needs of the Company. The Company's Policy on Gender Diversity can be viewed on the Company's website at https://www.tmclife.com/wp-content/uploads/2022/06/Appendix-A-Diversity-Policy-9-Feb-2022.pdf
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.	
Application :	Applied
Explanation on application of the practice :	A formal performance assessment of the Board, Board Committees and individual Directors, including the independence of the Independent Non-Executive Directors are conducted for the financial year under review based on the guidance of the Corporate Governance Guide - 4th Edition issued by Bursa Malaysia Berhad. Assessments of the Board, Board Committees and individual Directors are conducted through self-evaluation internally using questionnaires. The Company Secretaries would first circulate the assessment forms for the completion of the Directors and/or members of the Board Committees. Thereafter, the Company Secretaries would compile the results of the assessment based on all the completed assessment forms received from the Directors and/or members of the Board Committees, for tabulation to the relevant Board Committees and the Board for discussion. Based on the results of the assessment, the Board is satisfied that the Board as a whole, the Board Committees and each individual Director have performed well and effectively. The overall composition of the Board in terms of size, the mix of skills, and the experience was also balanced and appropriate. A scoring mechanism was used, and each Board member was provided with his/her individual aggregate assessment and comments (if any) for the personal development of the Directors on areas of weaknesses identified, having considered the fit and properness, contribution, performance, calibre and personality of the Directors. The Board was satisfied with the level of time commitment given by all the Directors towards fulfilling their roles and responsibilities as Directors of the Company. This is evidenced by the attendance record of the Directors at the Board meetings during the financial year ended 30 June 2026 as set out in the 2026 Annual Report.

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

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has a formalised Remuneration Policy and Procedures for Directors and Senior Management for which they are remunerated based on their performance which will be discussed formally during the Remuneration Committee meeting prior to the recommendation to the Board for approval annually. The Remuneration Policy and Procedures for Directors and Senior Management is available on the Company's website at https://www.tmclife.com/corporate-governance-information/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	The Remuneration Committee implements the policies and procedures on the remuneration of the Board and senior management and reviews and recommends matters relating to the remuneration of the Board and senior management. The Remuneration Committee also has written Terms of Reference which is available on the Company's website at https://tmclife.com/corporate-governance-information/. The said Terms of Reference deals with its authorities and duties, among others, including: (i) Recommends to the Board, the remuneration packages of Directors, Group Chief Executive Officer, Group Chief Financial Officer and key senior management personnel in all its forms, drawing from outside advice as necessary. (ii) remuneration packages of Non-Executive Directors shall be determined by the Board as a whole.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The Directors' remuneration paid or payable to all the Directors of the Company for the financial year ended 30 June 2026 were as follows:

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Sri Mohd Mokhtar Bin Mohd Shariff	Independent Director	168	-	-	-	5	28	201	168	-	-	-	5	28	201
2	Kan Kheong Ng	Executive Director	-	-	-	-	-	-	-	-	-	891	146	-	41	1,078
3	June Leong Lai Ling	Independent Director	131	-	-	-	5	44	180	131	-	-	-	5	44	180
4	Mazrina Binti Arifin	Independent Director	121	-	-	-	-	44	165	121	-	-	-	-	44	165
5	Dato' Mohd Sheridan Bin Ramli	Independent Director	121	-	-	-	4	42	167	121	-	-	-	4	42	167
6	Dr. Heng Jun Li Melvin	Non-Executive Non-Independent Director	102	-	-	-	-	15	117	102	-	-	-	-	15	117
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board has considered this practice and is of the opinion that the disclosure of the top five (5) senior management's remuneration on a named basis would not be in the best interest of the Group due to the competitive nature of the industry within which the Group operates and the sensitivities for such disclosure. The confidentiality of such information is also crucial for the Group in managing its recruitment and talent retention effectively.	
		The Key Management Personnel Compensation of the Group and the Company was disclosed in Note 27(b) of the Audited Financial Statements of the Company for the financial year ended 30 June 2026 on an aggregate basis and on an individual basis in the banding of RM250,000 on page 97 and page 173 of the 2026 Annual Report. The Board will ensure that the remuneration of the key senior management is commensurate with their duties and responsibilities, the performance of the Company and on par with the market pay-outs.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.1
The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Audit and Risk Management Committee of the Company is Ms. June Leong Lai Ling, whilst the Chairman of the Board is Dato' Sri Mohd Mokhtar Bin Mohd Shariff. This separation of roles helps maintain the overall effectiveness and independence of the Audit and Risk Management Committee.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied	
Explanation on application of the practice	:	In line with the recommendation of the MCCG, the Terms of Reference of the Audit and Risk Management Committee include the cooling-off period of at least three (3) years before a former partner of the external audit firm of the Company i.e., the former partners of the audit firm and/or the affiliate firm (including those providing advisory services, tax consulting, etc.) could be appointed as Audit and Risk Management Committee member to safeguard the independence of the audit of the Company's financial statements. The Terms of Reference of the Audit and Risk Management Committee is available on the Company's website at https://www.tmclife.com/corporate-governance-information/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Audit and Risk Management Committee applies the best practice of ensuring a full assessment to ensure the suitability, objectivity and independence of the External Auditors. Based on the annual assessment conducted for the financial year ended 30 June 2026, the Audit and Risk Management Committee was satisfied with the performance and independence of the External Auditors as well as the fulfilment of criteria based on several factors, including the independence of the External Auditors, quality of audit review procedures and adequacy of the firm's expertise and its resources to carry out the audit work that they were tasked with after assessing information in Ernst & Young PLT 2025 Transparency Report and making due enquiries to the External Auditors. Ernst & Young PLT has also confirmed to the Audit and Risk Management Committee that they had been independent throughout the audit engagement in respect of the financial year under review.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up
The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Audit and Risk Management Committee comprises the following members, who are all Independent Non-Executive Directors: 1) Ms. June Leong Lai Ling (Chairman) 2) Puan Mazrina Binti Arifin (Member) 3) Dato' Mohd Sheridan Bin Ramli (Member)

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.5
Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

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

Application	:	Applied
Explanation on application of the practice	:	The Chairman and members of the Audit and Risk Management Committee are financially literate and are able to understand matters under their purview including the financial reporting process. They have vast experience in financial reporting, capable of assisting the Board in reviewing and ensuring the Company's quarterly reports and annual audited financial statements are prepared in compliance with applicable financial reporting standards. Any inconsistencies in the financial and operational reports would be queried to ascertain that the quarterly reports and the annual audited financial statements taken as a whole provide a true and fair view of the Company's financial position and performance. The Board is satisfied with the overall performance of the Audit and Risk Management Committee members in discharging their responsibilities in accordance with its Terms of Reference. The Audit and Risk Management Committee members have devoted sufficient time to updating their knowledge and enhancing their skills through continuing education programmes. They have attended various training programmes during the financial year ended 30 June 2026 to keep themselves abreast of the latest industry developments in accounting and auditing standards, practices and rules. The list of the training programmes attended by the members of the Audit and Risk Management Committee is disclosed on page 94 of the 2026 Annual Report.
Explanation for departure	:	

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges its overall responsibility for the continuous maintenance of a sound risk management framework and effective system of internal control. The Board has the overall responsibility of reviewing and monitoring the Group's risk management and internal control system which provides reasonable assurance of an effective and efficient operation, compliance with laws and regulations, and safeguarding shareholders' investment and the Group's assets. The Board has established a Group-wide Strategic Enterprise Risk Management Framework leveraging the best practices of existing frameworks within the Group and has been updating the risk profiles annually. Details of the Group's Risk Management and Internal Control Framework are set out in the Statement on Risk Management and Internal Control, which is on page 104 to page 109 of the Company's 2026 Annual Report.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Practice 10.2
The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	The Group continues to maintain and review its internal control procedures to ensure, as far as possible, the protection of its assets and its shareholders' investments. Details of the Group's risk management and internal control system are set out in the Statement on Risk Management and Internal Control of the 2026 Annual Report.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board outsourced the internal audit function to PricewaterhouseCoopers Risk Services Sdn. Bhd. ("PwC"). The internal audit function reports directly to the Audit and Risk Management Committee on the adequacy and effectiveness of the system of internal controls. The Audit and Risk Management Committee reviewed the Internal Audit Reports presented by PwC during the Audit and Risk Management Committee meetings. Annually, the Audit and Risk Management Committee also reviews and approves the annual internal audit plan, where applicable. In this respect, the Audit and Risk Management Committee also assessed the level of independence of the internal audit function to ensure the overall effectiveness and independence of the internal audit function are maintained.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	The internal audit function is outsourced to an independent professional firm, namely PwC and reports directly to the Audit and Risk Management Committee. The number of staff deployed for the internal audit reviews ranges from two (2) to three (3) staff per visit. The staff involved in the reviews have the relevant training in the area of internal audit, of which some are members of the Institute of Internal Auditors Malaysia. The internal audit lead is Mr. Nik Shahrizal Sulaiman from PwC, a Chartered Accountant with relevant experience in the areas of audit and internal control, including internal audits, financial audits, quality assurance reviews, business process reviews, risk management and corporate governance reviews for public listed entities. The internal audit reviews were conducted using the risk-based PwC Internal Audit methodology, which is guided by industry good practices, including the Institute of Internal Auditors framework. The areas of coverage are driven by a risk assessment process and presented to the Audit and Risk Management Committee for approval. The Audit and Risk Management Committee also received confirmation from the outsourced internal audit function that all assigned internal audit engagement team personnel remain independent, objective and free from any relationships or conflicts of interest in carrying out their internal audit duties throughout the engagement.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Board, in its best efforts, always keeps the shareholders and various stakeholders informed of the Company's businesses and corporate developments and ensures that the Company's communications with them are informative and timely. The Company maintains a website at www.tmclife.com to facilitate access to pertinent information concerning the Group and its operations by the shareholders, consumers and general public. Announcements, news and all relevant updates are regularly posted on the Company's website. Another key avenue of communication with its shareholders is the Company's AGM, which serves as the principal forum for dialogue with shareholders where they may raise questions or seek clarifications on the Company's businesses and reports from the Company's Directors.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Notice of AGM together with the Company's 2026 Annual Report will be dispatched to the shareholders on 23 October 2026, which is more than 28 days' notice from the Company's AGM on 24 November 2026. The Notice of AGM also provides a detailed explanation for the resolutions proposed along with any relevant background information and reports or relevant recommendations, where required and necessary, to enable shareholders to make informed decisions when exercising their voting rights.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	All Directors attended the Twenty-Third ("23rd") AGM of the Company on 27 October 2025. The Board Chairman, the Board Committees' Chairmen, the Group CEO and the External Auditors were also in attendance to answer questions from shareholders on the audited financial statements, operations issues and the Group's businesses.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.3
Listed companies should leverage technology to facilitate–

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company conducted its 23rd AGM on 27 October 2025 physically.	
		The Board believes that a physical AGM offers improved shareholder engagement by providing opportunities for direct, face-to-face interaction with the Board and Management, leading to more meaningful discussions. It also allows for real-time questioning and promotes transparent communication, enhancing accountability. In deciding the method of the AGM, the Board also took into account technological limitations, shareholder preferences, the complexity of the matters to be discussed, and regulatory considerations. Additionally, shareholders can appoint proxies to attend, speak, and vote on their behalf if they cannot attend the AGM, with proxy forms provided alongside the Notice of the AGM.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.		
Application	:	Applied
Explanation on application of the practice	:	The 23rd AGM of the Company was conducted on a physical basis. During the AGM, the shareholders, proxies and/or corporate representatives were given opportunities to post questions. The Board and senior management endeavour to respond to all questions raised to the extent that time permits. In the event that the shareholders, proxies and/or corporate representatives have further questions, they are invited to email their questions to the Company at ir@tmclife.com. At the 23rd AGM of the Company, the corporate video and presentations by the Group Chief Executive Officer provided shareholders, proxies and/or corporate representatives with valuable insights into the Group's business operations and financial performance, enhancing their understanding.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.			
Application	:	Not applicable – only physical general meetings were conducted in the financial year	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.6
Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.			
Application	:	Applied	
Explanation on application of the practice	:	The minutes of the 23rd AGM of the Company held on 27 October 2025 was uploaded to the Company's corporate website at https://www.tmclife.com/minutes/ no later than thirty (30) business days after the AGM of the Company.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Click or tap here to enter text.