CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	0117
COMPANY NAME	**:**	SMRT HOLDINGS 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**") is primarily responsible for the stewardship and strategic direction of the Company and its subsidiaries (collectively referred to as "**Group**") and delegates the implementation of these directions to the management. The respective roles and responsibilities of the Board and management are clearly set out and understood by both parties to ensure accountability. The Board had assumed the following duties and responsibilities during the financial year ended 30 June 2026: 1. Evaluated the conduct of the Group's business based on the monthly and quarterly financial and other reports prepared by management and concluded that the business is being managed sustainably. 2. Reviewed the interim financial statements and the annual report and was satisfied that the financial statements and the contents of the annual report reflected the true and fair view of the financial position and results of the Group and presented its activities accurately. 3. Reviewed the Sustainability Report of the Group and was satisfied that the report reflects the sustainability of its business and the environment it operates in. 4. Reviewed succession planning including appointing, training and fixing of compensation of Executive Directors and senior management. 5. Reviewed the efficiency and quality of the Group's financial reporting process and the adequacy and integrity of the

	Group's internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines and was satisfied that the internal control systems and information systems were adequate in all material aspects and that the Group complied with applicable laws and regulations. 6. Monitoring and reviewing compliance with internal control policies and risk management systems. 7. Identified principal risks of all aspects of the business and ensured that appropriate systems were implemented to manage these risks. 8. Ensured continuing education or training for Directors to keep abreast of relevant changes in laws and regulations and the development of the industry. 9. Ensured that the Company's investor relation programmes and shareholders' communication policy were implemented effectively. The management, including the Executive Directors of the Company, is responsible for managing the day-to-day running of the business activities and the execution of the policies and attainment of the objectives of the Group.	
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	:	During the financial year under review, the Board was led by an Independent Non-Executive Chairman, Tan Sri Datuk Seri Dr. Mazlan Bin Yusoff. The Board, is of the opinion that the element of independence which currently exists is adequate to provide assurance that there is a balance of power and authority of the Board. In addition, the Chairman is not involved in the day-to-day management of the Group's business.	
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	:	During the financial year ended 30 June 2026, the Company has complied with the recommendation of the MCCG where the positions of chairman and chief executive officer are held by different individuals and that the chairman is a non-executive member of the board. The Board was chaired by the Independent Non-Executive Chairman, Tan Sri Datuk Seri Dr. Mazlan Bin Yusoff and the Group Managing Director is Mr Maha Ramanathan Palan.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 1.4

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

Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.		
Application	:	Applied
Explanation on application of the practice	:	The Chairman of the Board, Tan Sri Datuk Seri Dr. Mazlan Bin Yusoff is not a member of the Audit and Risk Management Committee ("**ARMC**"), Nomination Committee and Remuneration Committee and does not participate in any of the meetings of the Board Committees. During the financial year ended 30 June 2026, the ARMC is chaired by the Senior Independent Non-Executive Director, Ms Lim Kwee Yong. The Nomination Committee is chaired by the Independent Non-Director, Ms Ng Kit Ching. The Remuneration Committee is chaired by the Independent Non-Director, Ir Hjh Kamaliah Binti Abdul Kadir.
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 Board is supported by qualified and competent Company Secretaries who are the members of the Malaysian Institute of Chartered Secretaries and Administrators and the Companies Commission of Malaysia for practising company secretaries. They are responsible for ensuring that the Company's Constitution, procedures and policies and regulations are complied with. The Directors are regularly updated and advised by the Company Secretaries on any new statutory and regulatory requirements in relation to their duties and responsibilities. In this respect, the Company Secretaries have attended relevant continuous professional development programmes to keep themselves abreast with the regulatory requirements and corporate governance development. The Board is satisfied with the services and support rendered by the Company Secretaries in the discharge of their duties.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is supplied with all meeting materials in a timely manner. The Company Secretaries and the management are responsible for ensuring that the Board receives the agenda and board papers at least seven (7) days prior to the meetings to ensure that the Directors have sufficient time to go through the board papers before the meeting. The proceedings of meetings are properly recorded by the Company Secretaries and circulated to the Board members in a timely manner. The decisions made at the Board meetings are communicated to the management in a timely manner to ensure appropriate execution.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board is guided by the Board Charter which sets out the duties and responsibilities and matters reserved for the Board in discharging its fiduciary duties. The Board Charter which serves as a strategic guidance for Board activities is also intended to provide a concise overview of the following: 1. The roles and responsibilities of the Board, the Chairman, the Chief Executive Officer, the individual Directors and the management. 2. The delegation of authority by the Board to various Board Committees established in assisting the Board to execute its duties and responsibilities. 3. The Board's operating procedures and practices pertaining to meetings, training and development, code of conduct and declaration on conflict of interests. The Board reviews the Board Charter periodically to ensure that it continues to remain relevant and appropriate. The Board Charter is published on the Company's website at www.smrt.holdings.
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 Code of Conduct and Ethics for Directors is formulated to govern the standards of ethics and good conduct expected of Directors and to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following: 1. To establish a standard of ethical behaviour for Directors based on trustworthiness and values that can be upheld by any one Director. 2. To uphold the spirit of responsibility and social responsibility in line with the legislations, regulations and guidelines for administering a company. The Board reviews the Code of Conduct and Ethics for Directors periodically to ensure that it continues to remain relevant and appropriate. The Code of Conduct and Ethics for Directors is published on the Company's website at www.smrt.holdings.
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 has formalised a Whistle Blowing Policy with the aim to provide an avenue for raising concerns related to a possible breach of business conduct, any actual or potential fraud or breach of trust involving employees, management and Directors of the Group, non-compliance with laws and regulatory requirements as well as other malpractices. The Group's Whistle Blowing Policy seeks to foster an environment of integrity and ethical behaviour and to expose any illegal or improper action in the Group. The identity of the whistle-blower will be kept confidential and protection is provided to the whistle-blower against any form of reprisal or retribution. The Board reviews the Whistle Blowing Policy periodically or as and when the need arises to ensure it is kept contemporaneous. The Whistle Blowing Policy is published on the Company's website at www.smrt.holdings.
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 is responsible for overseeing the Group's sustainability strategy and ensuring its integration into the overall business strategy. The Board provides strategic direction on sustainability-related matters, including environmental, social, and governance ("ESG") issues. The Key Senior Management team supports the Board's sustainability initiatives, driving their implementation across the organisation. They are responsible for developing and executing sustainability plans, setting targets, and monitoring progress. Department Heads and employees play a crucial role in operationalising sustainability practices within their respective areas. They are responsible for implementing sustainability initiatives, ensuring compliance with relevant regulations, and contributing to the overall sustainability goals of the Group.	
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 Company believes that transparency and communication are fundamental components of good corporate governance and serve to build vital relationship of trust that the Company maintains with its stakeholders. The Company ensures that its sustainability strategies and performance are transparently communicated to both internal and external stakeholders. This information can be accessed through the Sustainability Statement, which is available in the Company's 2026 Annual Report. The Company provides a protected avenue to all stakeholders to collect constructive feedback for improvement as well as to report any improper conducts or untoward actions to the Group through surveys, emails and evaluation forms. The Group identified these matters through issues which are material based on their impact to the Group's operations and the number of stakeholders affected. Building communication that aligns corporate and personal values is essential. Sustainability communication helps to improve the Company's Environmental, Social and Governance ("**ESG**") factors that are used to measure the sustainability impact of a 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
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 Directors continuously keep themselves abreast with the sustainability agendas which are relevant to the Company and its business. The Directors also undergo relevant training programmes in relation to ESG.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board conducts annual performance evaluations to gauge its own effectiveness, including overseeing the governance and management of material sustainability issues within the Group. Simultaneously, the senior management undergoes an annual review based on established Key Performance Indicators ("**KPIs**"), which consider sustainability risks and opportunities, including areas such as personnel development and safety, among other relevant factors.	
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	:	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 5.1
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 Nomination Committee is entrusted to, among others as stated in its terms of reference, review the structure, size, balance and composition of the Board and to recommend the re-election of Directors who are retiring by rotation. Such recommendation shall take into consideration the Directors' tenure and performance to maintain an effective Board. The annual evaluation of the Company for the financial year ended 30 June 2026 was conducted internally by the Nomination Committee on 18 August 2026. Based on the assessment conducted, the Board was satisfied with the size, composition as well as the mixture of qualifications, skills and experience among the Directors and the members of the Board Committees and the independence of its Independent Non-Executive Directors. The Nomination Committee found the individual Directors to be consistently good in discharging their duties and responsibilities. Additionally, there was mutual respect among individual Directors who contributed to a healthy environment for constructive deliberation and a robust decision-making process. The Nomination Committee had on 18 August 2026 reviewed the annual re-election of Directors based on the characteristic, integrity, competency and time commitment of the Directors in discharging their duties and responsibilities and recommended to the Board the re-election of the retiring Directors pursuant to the Company's Constitution for approval of shareholders at the forthcoming Twenty-Second (22nd) Annual General Meeting ("**AGM**") of the Company. The details of Directors seeking re-election at the 22nd AGM and a statement which supports the re-election of the retiring Directors are set out in the Notice of 22nd AGM and the Statement Accompanying Notice of 22nd AGM 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
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	:	Following the appointment of Tan Sri Datuk Seri Dr. Mazlan Bin Yusoff as the Independent Non-Executive Chairman on 8 September 2025, the current Board comprises of eight (8) Directors, of whom four (4) are Independent Non-Executive Directors. They constitute 50% of the Board and this is in line with the MCCG's recommendation which states at least half (1/2) of the board shall comprise of independent directors. All the Independent Directors met the criteria for independence as prescribed under the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**").	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
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	:	At present, none of the Independent Non-Executive Directors of the Company serves 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 directorships in other public listed companies in Malaysia held by any Board member at any one time shall not exceed any number as may be prescribed by the relevant authorities. In addition, at the time of appointment, the Board shall obtain the Director's commitment to devote sufficient time to carry out his/her roles and responsibilities. Directors are required to notify the Chairman before accepting any new directorship. Any Director is, while holding office, at liberty to accept other board appointments in other companies so long as the appointment is not in conflict with the Company's business and does not affect the discharge of his/her duty as a Director of the Company. Each Board member is expected to achieve at least 50% attendance of total Board meetings in any applicable financial year with appropriate leave of absence be notified to the Chairman and/or Company Secretaries, where applicable. During the financial year ended 30 June 2026, the Directors have demonstrated their ability to devote sufficient time and commitment to their roles and responsibilities as Directors of the Company. This is evidenced by the attendance records of the Directors at all meetings held during the financial year under review. The Board is satisfied with the level of time and commitment given by the Directors of the Company towards fulfilling their duties and 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
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	:	Appointment of new Directors is undertaken by the Board after considering the recommendations from the Nomination Committee. In searching for suitable candidates, the Nomination Committee may receive suggestions from existing Board members, the management and/or major shareholders. The Nomination Committee is also open to referrals from external sources such as industry and professional associations as well as independent search firms. On 8 September 2025, there was one (1) new additional Director, Tan Sri Datuk Seri Dr. Mazlan Bin Yusoff was appointed to the Board. The appointment of Tan Sri Datuk Seri Dr. Mazlan Bin Yusoff as Director of the Company was sourced through the business network of Board Members. The Nomination Committee reviewed and recommended to the Board the appointment of the new candidate based on the candidate's competency, skills, character, time commitment, knowledge and experience.
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	:	Shareholders are kept informed on the Board's decision in respect of appointment or re-appointment of Directors via announcements to Bursa Securities and issuance of press releases. The details of Directors seeking re-election at the 22nd AGM and a statement which supports the re-election of the retiring Directors are set out in the Notice of 22nd AGM and Statement Accompanying the Notice of 22nd AGM 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
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	:	During the financial year ended 30 June 2026, the Nomination Committee is chaired by the Independent Non-Executive Director, Ms Ng Kit Ching.	
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	:	At present, there are three (3) female Directors in the Board which represents 37.5% women directors on Board. This is in line with the MCCG's recommendation of at least 30% representations of women directors on 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	:	Choose an item.	

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 Company has put in place the Gender Diversity Policy for Board. The Board acknowledges the importance of diversity and is supportive of the recommendation of MCCG to the establishment of boardroom and workforce gender diversity policy. The Board is committed to ensure that the appointments made to the Board are based on objective criteria, merit and with due regard for diversity in terms of skills, experience, age, gender, cultural background and ethnicity.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:	Choose an item.	

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

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

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

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.		
Application	:	Applied
Explanation on application of the practice	:	The Nomination Committee is responsible for the Board evaluation process covering the Board, the Board Committees and individual Directors. The criteria used by the Nomination Committee in evaluating the performance of individual Director was based on self and/or peer evaluation which includes contribution to interaction, quality of input, integrity, competency and time commitment of the Board members. The evaluation of the Board and Board Committees was done by assessing the Board structure, Board operations, Board roles and responsibilities, Board Chairman's roles and responsibilities as well as the performance of the Board Committees against their respective terms of reference. The assessment was internally facilitated, whereby the results of the assessments had been compiled, documented and reported to the Board accordingly as part of the Company's ongoing corporate governance practices. The evaluation for the financial year ended 30 June 2026 was conducted internally by the Nomination Committee on 18 August 2026 by using questionnaires and rating assessment. Upon conclusion of the evaluation exercise, the Nomination Committee was satisfied that the composition of the Board and Board Committees had fulfilled the criteria required, possess a right blend of knowledge, experience and appropriate mix of skills. The Nomination Committee found the individual Directors to be consistently good in discharging their duties and responsibilities. Additionally, there was mutual respect among individual Directors who contributed to a healthy environment for constructive deliberation and a robust decision-making process.

	The Nomination Committee had on 18 August 2026 reviewed the annual re-election of Directors based on the characteristic, integrity, competency and time commitment of the Directors in discharging their duties and responsibilities and recommended to the Board the re-election of the retiring Directors pursuant to the Company's Constitution before tabling the same at the Company's 22nd AGM for shareholders' approval.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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 put in place a formalised remuneration policies and procedures for Directors and senior management. The Board believes in a remuneration package that fairly supports the Directors' responsibilities and fiduciary duties in steering the Group to achieve its long-term goals and enhance shareholders' value. The Board offers a competitive remuneration package for senior management to attract, motivate and retain high calibre talents. The determination of the remuneration for Non-Executive Directors is a matter of the Board as a whole. The level of remuneration for Non-Executive Directors reflects the amount paid by other comparable organisations, adjusted based on the experience and level of responsibilities undertaken by the Non-Executive Director concerned. The remuneration package of Non-Executive Directors will be a matter to be deliberated by the Board, with the Director concerned abstaining from deliberations and voting in respect of his/her remuneration. The aggregate annual Directors' fees and other benefits payable are to be approved by shareholders at the AGM based on the recommendations of the Board. The level of remuneration for Executive Directors is fairly guided by market norms and industry practice. The Remuneration Committee recommends the Executive Directors' remuneration and benefits based on their individual performances and that of the Group. The remuneration of the senior management is evaluated annually by the Group Managing Director and/or Executive Directors against the set targets to determine the recommendation on their remuneration levels. The Group Managing Director and/or Executive Directors would ensure that the Company offers fair compensation and is able to attract and retain talent who can add value to the Company.

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

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has established a Remuneration Committee consists of not less than three (3) members and comprises wholly of Independent Non-Executive Directors. The Directors' fees and any benefits payable to Directors shall from time to time be reviewed by the Remuneration Committee and recommended to the Board for approval before tabling the same at the Company's AGM for shareholders' approval. The remuneration of the senior management is evaluated annually by the Group Managing Director and/or Executive Directors against the set targets to determine the recommendation on their remuneration levels. The annual review on the remuneration of the Board for the financial year ended 30 June 2026 was conducted by the Remuneration Committee on 18 August 2025. The Board is satisfied that the Remuneration Committee has effectively and efficiently discharged its duties with respect to its remuneration functions. The roles and responsibilities of the Remuneration Committee are stated in its terms of reference which is published on the Company's website at www.smrt.holdings.
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	:	In line with best corporate governance practice, the details of the Directors' remuneration are made transparent and accessible to shareholders and stakeholders.

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 Subramanian A/L Amamalay	Non-Executive Non-Independent Director	36.0	4.0	-	-	-	-	40.0	36.0	4.0	120.0	-	-	15.293	175.293
2	Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar	Non-Executive Non-Independent Director	480.0	4.0	-	-	-	-	484.0	480.0	4.0	240.0	-	-	20.093	744.093
3	Mr Maha Ramanathan Palan	Executive Director	100.0	-	-	-	-	-	100.0	100.0	-	140.0	100.0	-	37.529	377.529
4	Mr Chu Kheh Wee	Executive Director	-	-	-	-	-	-	-	-	-	396.0	80.0	-	70.253	546.253
5	Ms Lim Kwee Yong	Independent Director	36.0	8.0	-	-	-	-	44.0	36.0	8.0	-	-	-	-	44.0
6	Ms Ng Kit Ching	Independent Director	36.0	6.75	-	-	-	-	42.75	36.0	6.75	-	-	-	-	42.75
7	Ir Hjh Kamaliah Binti Abdul Kadir	Independent Director	36.0	6.75	-	-	-	-	42.75	36.0	6.75	-	-	-	-	42.75
8	Tan Sri Datuk Seri Dr. Mazlan Bin Yusoff	Independent Director	58.6	6.0	-	-	-	-	64.6	58.6	6.0	-	-	-	-	64.6
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	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	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
Explanation on application of the practice	:	In line with best corporate governance practice, the remuneration of each member of senior management on a named basis, in bands of RM50,000, are made transparent and accessible to shareholders and stakeholders.	
Explanation for departure	:	Please provide an explanation for the departure.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Au Wong Lian	Group Chief Executive Officer	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	800,001-850,000
2	Parthiban A/L Sekaran	Chief Operating Officer	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	350,001-400,000
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 ARMC is chaired by the Senior Independent Non-Executive Director, Ms Lim Kwee Yong. The Chairman of the Board is Tan Sri Datuk Seri Dr. Mazlan Bin Yusoff who is an Independent Non-Executive Chairman appointed on 8 September 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied
Explanation on application of the practice	:	The Company recognises the need to uphold the independence of its external auditors and that no possible conflict of interest whatsoever should arise. As a measure to safeguard the independence and objectivity of the audit process, the ARMC has incorporated a policy specification that governs the appointment of a former key audit partner to the audit committee. The policy, which is codified in the ARMC's terms of reference, requires a former key audit partner to observe a cooling-off period of at least three (3) years before he/she can be considered for appointment as a member of the audit committee. At present, none of the ARMC members are former key audit partners of the external auditors appointed by the Group.
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 ARMC has a formal and transparent relationship with the external auditors to meet their professional requirements. The ARMC is responsible for reviewing the audit, recurring audit-related and non-audit services provided by the external auditors. The ARMC ensures that the external auditors are independent of the activities they audit and reviews the contracts for non-audit services by the external auditors. The external auditors, Messrs Baker Tilly Monteiro Heng PLT ("**BTMH**") had provided assurance that they have been independent throughout the audit engagement for the financial year ended 30 June 2026. The ARMC had on 18 August 2026 discussed and was satisfied with the suitability of the external auditors, BTMH based on the quality of services and sufficiency of resources provided by them to the Group in terms of the firm and the professional staff assigned to the audit. In view of the above, the ARMC recommended to the Board the re-appointment of BTMH as the auditors of the Company which is subject to approval of shareholders at the 22nd AGM whilst their remuneration is to be determined by the Board.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome
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 ARMC comprises wholly of Independent Non-Executive Directors who satisfied the independence test under the AMLR of Bursa Securities.

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 ARMC members have the relevant experience and expertise in finance and accounting and have carried out their duties in accordance with the terms of reference of the ARMC. The ARMC Chairman, Ms Lim Kwee Yong is a member of the Malaysian Institute of Accountants, thus fulfilling Rule 15.09(1)(c) of the AMLR of Bursa Securities, which requires at least one (1) member of the audit committee to be a member of a professional accountancy body. During the financial year ended 30 June 2026, the ARMC members have attended relevant training programmes to keep themselves abreast of the latest development in accounting and auditing standards, statutory laws, regulations and best practices to enable them to discharge their duties effectively. The training attended by the ARMC members is disclosed under "Directors' Training" in the Corporate Governance Overview Statement of the 2026 Annual Report. The ARMC members were also updated on the recent developments in the areas of statutory and regulatory requirements from the briefing by the external auditors, the internal auditors and the Company Secretaries during the Board and Board Committees' meetings. The ARMC members will continue to undergo relevant training programmes to keep themselves abreast of the latest development in accounting and auditing standards, statutory laws, regulations and best practices to enable them to discharge their duties effectively.
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 ARMC assists the Board in maintaining a sound and effective system of risk management and internal control to safeguard shareholders' investment and the Group's assets, as well as reviewing the adequacy and effectiveness of these systems to support the Group's strategy and operations to achieve its business objectives. The internal control system is designed to assess current and emerging risks and respond appropriately to the risks of the Group. As an effort to enhance the system of internal control, the Executive Directors and the management are responsible for the identification and evaluation of key risks applicable to the Group's business activities on a continuous basis. Risks identified are reported on a timely manner during the periodic management meetings and is periodically updated to the ARMC. The ARMC reviews the risks identified regularly and ensure corrective actions are taken. As an ongoing process, significant business risks faced by the Group are identified and evaluated and consideration is given to the potential impact of achieving the business objectives. This includes examining principal business risks in critical areas, assessing the likelihood of material exposures and identifying the measures taken to mitigate, avoid or eliminate these risks.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises that risk management is an integral part of the Group's business objectives and is critical for the Group to achieve sustainable growth in shareholders' value. A Registry of Risk and a Risk Management Handbook are adopted. The Registry of Risk is maintained to identify principal business risks and the corresponding actions taken by the management to manage the identified risks. The Risk Management Handbook summarises the risk management methodology, approach and processes, roles and responsibilities and various risk management concepts. Enhancements are made, where necessary, in line with the Board's commitment to improve the Group's governance, risk management and control framework. The Board believes that the Group's system of internal control, financial or otherwise, should provide reasonable assurance regarding the achievement of the Group's objectives in ensuring efficiency and effectiveness of operations, reliability and transparency of financial information and compliance with laws and regulations. Accordingly, the system of internal control can only provide reasonable and not absolute assurance against material misstatement, fraud and loss. The Statement on Risk Management and Internal Control which provides an overview on the state of risk management and internal control of the Group is disclosed in 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 10.3 - 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	:	Adopted
Explanation on adoption of the practice	:	The Board had on 11 April 2017 resolved to have the risk management of the Company to be under the purview of the audit committee. The audit committee was renamed as the "Audit and Risk Management Committee". The ARMC assumes the role in overseeing the risk management functions and internal controls of the Group in addition to overseeing the integrity of the financial statements and compliance with relevant accounting standards. The ARMC comprises wholly of Independent Non-Executive Directors.

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 Group has outsourced its internal audit functions to an independent consulting company as part of its strategy to assure the Board on its adequacy and effectiveness of the internal control system of the Group. The professional company will carry out internal audits to review the adequacy and effectiveness of the internal control system and to identify areas of risks and report their findings and recommendations to the ARMC. The ARMC Chairman would then report to the Board. The Board is of the view that the system of internal control and risk management are in place and sufficient in safeguarding the Group's assets and shareholders' investments and the interest of all stakeholders.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
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	:	During the financial year ended 30 June 2026, the Group's internal audit functions was carried out by an outsourced internal audit company, Messrs Sterling Business Alignment Consulting Sdn Bhd ("**Sterling Business**"). Sterling Business has a total of four (4) professional staff and is led by Dr. So Hsien Ying as the Head of Internal Audit. Dr. So Hsien Ying is a professional member of the Institute of Internal Auditors Malaysia. Sterling Business remains independent and has no direct operational responsibility or authority over any of the activities audited and is free from any relationship or conflict of interest which could impair their objectivity and independence. The internal auditors assign different audit teams for each audit review to maintain an independent view and approach to the internal audit review. The internal auditors perform its duties in accordance with the standards set by the relevant professional body, namely the Institute of Internal Auditors Malaysia and conduct the internal audit activities in accordance with a recognised 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

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 believes that a constructive and effective investor relationship is essential in enhancing stakeholders' value. As such, the Board endeavours to ensure that communication with stakeholders is conducted in a regular manner. The Company aims to ensure that stakeholders and investors are kept informed of all major corporate developments, financial performance and other relevant information by promptly disseminating such information to them via announcements to Bursa Securities, its website, circulars and press releases. The Company also leverages on several other formal channels for effective dissemination of information to stakeholders and investors, particularly through the annual report, media releases, quarterly financial results, AGM and the Company's website. The Company endeavours to provide additional disclosure of information on a voluntary basis, where necessary. The Board believes that maintaining a high level of disclosure consistently and extensive communication is vital to stakeholders and investors in making informed investment decisions.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome
There is 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 22nd AGM of the Company is scheduled to be held on 4 December 2026 and notice for the upcoming AGM will be sent to the shareholders on 30 October 2026, giving shareholders at least twenty-eight (28) days' notice in advance.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied
Explanation on application of the practice	:	The Company is of the view that general meetings are an important platform to engage with its shareholders and to address their concerns. The Chairman chaired the Twenty-First (21st) AGM of the Company which was held on 4 December 2025 in an orderly manner and allowed the shareholders and proxies to speak at the meeting. The voting at the 21st AGM was conducted by way of manual polling. The 21st AGM of the Company was held at the University of Cyberjaya, Selangor Darul Ehsan. To ensure effective participation of and engagement with shareholders at the 21st AGM of the Company, the Chairman, the Board members, the senior management and the Company Secretary were physically present at the 21st AGM to respond to questions from the shareholders during the Question-and-Answer ("**Q&A**") Session. The external auditors were also physically present at the 21st AGM to provide their professional and independent clarification on the conduct of the audit and the contents of the audit report. At the 21st AGM, the Chairman ensured that all the resolutions set out in the notice of meeting were properly moved and voted by poll. The Company has appointed a poll administrator to conduct the manual polling and an independent scrutineer to verify the poll results.
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	:	In conjunction with the upliftment of the restriction measures from pandemic to endemic stage, the Company had conducted its 21st AGM physically on 4 December 2025 at the University of Cyberjaya, Cyberjaya, Selangor Darul Ehsan. This venue is familiar to the shareholders of the Company since several past AGMs were held at the same venue. A shareholder of the Company can vote in person or appoint a proxy to attend, speak and vote on his/her behalf. The voting at the 21st AGM was conducted by way of manual polling and the shareholders and proxies were allowed to speak and vote at the meeting.	
		The Board is of the view that the conduct of physical meeting brings a more effective communication with shareholders and is more cost effective for the Company to do so. The Board will consider leveraging on technology to facilitate the voting process, if necessary.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.4
The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.			
Application	:	Applied	
Explanation on application of the practice	:	The Company is of the view that the AGM is an important platform to engage with its shareholders and to address their concerns. At the 21st AGM, the Group Managing Director, Mr Maha Ramanathan Palan presented the business outlook of SMRT Group to the shareholders. Shareholders were given the opportunity to raise questions relating to resolutions tabled at the 21st AGM during the Q&A Session. The Directors, the senior management, the Auditors and the Company Secretary were present at the 21st AGM to address all the questions raised by the shareholders.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.5
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	:	Please provide an explanation on how the practice is being applied.	
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 21st AGM was published on the Company's website at www.smrt.holdings together with the responses to the questions raised by the shareholders during the meeting no later than 30 business days after the 21st AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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