

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7210
COMPANY NAME : FM Global Logistics Holdings Berhad
FINANCIAL YEAR : June 30, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board of Directors ("Board") of FM Global Logistics Holdings Berhad ("FM" or "the Company") is committed to observe the highest standard of corporate governance practices in achieving the objectives and long-term goals of the Company. The Board is accountable and responsible for the performance and affairs of the Company by overseeing the Group's strategies, policies and performance. It is also the responsibility of the Board to ensure the Company's strategies are aligned to the interest of the shareholders and other stakeholders. Guided by the prevailing legal and regulatory requirements as well as the Company's Constitution and the Board Charter, the Board ensures that it has objectively discharged its fiduciary duties and responsibilities at all times in the best interest of the Company. Whilst the Board delegates the implementation of the Company's strategies to the Management, the Board sets appropriate tone at the top, providing thought leadership and championing good governance and ethical practices throughout the Company. During the financial year ended 30 June 2025 ("FY2025"), among the responsibilities shouldered by the Board are as follows: - (i) overseeing the Group's business performance, strategic plan, business conduct and financial operations, taking into consideration of sustainability matters such as economic conditions, environmental impact, social issues and corporate governance; (ii) evaluating the performance of the Board as a whole and management; (iii) monitoring and reviewing the capital and solvency positions of the Group including dividend decisions;

	(iv) reviewing and approving quarterly financial results, annual audited financial statements, and statements and reports for disclosure in the annual report; (v) promoting good corporate governance and ethical culture across all levels of the Group; (vi) identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures; and (vii) promoting and maintaining effective and timely communication with stakeholders. In discharging its functions and responsibilities, the Board has delegated specific responsibilities to the Board Committees, namely Audit and Risk Management Committee (“ARMC”), Nomination Committee (“NC”) and Remuneration Committee (“RC”), each of which operates according to its own Terms of Reference. On 27 August 2024, the Board merged the NC and RC into a single Board Committee known as Nomination and Remuneration Committee (“NRC”), aimed at improving the efficiency and effectiveness of the Board Committee in discharging its duties and responsibilities. The Board Committees support the Board in certain functions and provide recommendations and advice to the Board. The ultimate responsibility for decisions on all matters lies with the Board. The Board also delegated certain power and discretion to the Group Managing Director (“Group MD”), the Executive Directors, and the Management for conducting the Group’s business operations and managing the Group’s corporate and financial affairs. The Board Charter and Terms of Reference of the respective Board Committees are available on the Company’s website at www.fmgloballogistics.com.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 Board is led by Tengku Nurul Azian Binti Tengku Shahrman, the Independent Non-Executive Chairman, who is responsible for instilling good corporate governance practices, leadership and effectiveness of the Board. Her roles and responsibilities are summarised as follows: (i) leading the Board in setting the values and standards of the Group; (ii) overseeing the Board in the effective discharge of its supervisory role, the efficient organisation and conduct of the Board's function and meetings; (iii) facilitating the effective contribution and active participation of all Directors and allowing dissenting views to be freely expressed; (iv) ensuring all Directors receive accurate, timely and clear information; (v) ensuring that there is a regular and effective evaluation of the Board's performance and is acting on the results of board performance evaluation by recognising the strength and addressing the weaknesses of the Board; and (vi) ensuring effective communication with stakeholders and their views are communicated to the Board as a whole. The roles and responsibilities of the Board Chairman are clearly specified in the Board Charter of the Company which is available on the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 Board recognises the importance of clear division of responsibilities between the Chairperson of the Board and the Group MD to ensure a balance of power, authority, and accountability and that no one individual has unfettered powers of decision and control. Accordingly, the positions of Chairperson and Group MD are held by different individuals. Tengku Nurul Azian Binti Tengku Shahriman is currently the Chairperson of the Board. She leads the Board in its collective oversight of management focusing on strategy, governance and compliance to ensure effective governance and the overall functioning of the Board. Whereas the Group MD, Mr Chew Chong Keat manages the business and day-to-day operation of the Group and ensures effective implementation of the Board's policies, achieves strategic plans and performance targets, exercises sound business judgement and manages the relationships with stakeholders and the interface with the public. While the Chairperson and the Group MD are collectively responsible for the leadership of the Group in promoting the highest standards of integrity and probity, this separation allows effective oversight of the management as well as to support objective and independent deliberation, review and decision making. The respective roles and responsibilities of the Chairperson and the Group MD are clearly articulated in the Board Charter, which is available on the Company's website at www.fmgloballogistics.com.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	Tengku Nurul Azian Binti Tengku Shahrman, the Chairperson of the Board, is also a member of the ARMC and NRC.
	:	The Board took cognisance that having a same person assuming the positions of Chairperson of the Board and member of the Board Committees may give rise to risk of self-review and would impair the objectivity of the Chairperson and the Board when deliberating on the observations and recommendations put forth by the Board Committees at the Board meetings. However, Tengku Nurul Azian Binti Tengku Shahrman being an Independent Non-Executive Director of the Company, the Chairperson has been acting objectively and uphold her independence during the Board and Board Committees' meetings. She has not involved in management and operational matters of the Company and does not have any conflict of interest in all aspect of the Company and its subsidiaries nor any family relationships with any Director or major shareholder of the Company which may affect her independence or influence her judgement. She has been providing constructive advice and independent opinions to the Board and Board Committees which she sits in.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 two Company Secretaries who are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("CA 2016"). Both of the Company Secretaries are Associate Members of The Malaysian Association of the Institute of Chartered Secretaries and Administrators ("MAICSA"). The Company Secretaries constantly keep themselves abreast with the regulatory changes and corporate governance development through relevant training programmes and conference. The Company Secretaries play an advisory role to the Board in relation to the Company's constitution, Board policies and procedures and its compliance with corporate disclosures, regulatory requirements and advocate for the adoption of corporate governance best practices. The Board is regularly updated and advised by the Company Secretaries on the latest regulatory requirements as well as corporate governance best practices to enable the Directors to discharge their duties and responsibilities effectively. All Directors have unrestricted access to the advice and services of the Company Secretaries. The Company Secretary(ies) attend(s) all members' and Board meetings and ensure(s) that due processes and proceedings are in place and properly managed. They also ensure that records of meetings' proceedings, deliberation and resolutions passed at the Company's meetings are well captured, minuted and documented. The details of the responsibilities of the Company Secretaries are set forth in the Board Charter of the Company.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 holds at least four (4) meetings in a year to review and approve the financial, operational, and business performance of the Group. Additional meetings will be held as and when required. Meeting agendas for the items which require the approval or noting by the Board are arranged after considering the complexity of the proposals to enable an in-depth deliberation of such matters. During the FY2025, the Board and ARMC both had five (5) meetings whilst the NC and RC had one (1) meeting respectively. The Board Committees meetings are not combined with the Board meeting to enable objective and independent discussion. The ARMC meeting is usually held at least one (1) day before the Board meeting to ensure adequate time for thorough discussion between the ARMC and the Management on financial results, operational issues, internal control, corporate governance and audit-related matters before making any recommendation to the Board. To facilitate the Directors' time planning, an annual meeting calendar is distributed and tabled at the Board meeting in advance of each new financial year. The calendar provides Directors with scheduled dates for meetings of the Board, Board Committees and the Annual General Meeting ("AGM"). Notice of Board meetings accompanied by the relevant Board papers were circulated to all Directors in advance prior to each meeting to allow adequate time for the Directors to consider the relevant information on the matters to be deliberated at the meetings, and where necessary, to seek clarification or further explanation from the Management. Exceptions may be made for certain urgent instances upon Directors unanimously consent to short notice. The deliberations and conclusions of all pertinent issues discussed at the meetings were duly recorded by the Company Secretaries in the minutes of meetings. The minutes of meetings that record the proceedings, including key deliberation, decisions made and rationale for decision made, and any dissenting issues or concerns were circulated to the Directors within a reasonable timeframe after the meetings for review.

	Thereafter, the meetings' minutes were tabled and approved by the Board or Board Committees at the subsequent meetings respectively.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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's functions are governed by the Board Charter which serves as a primary reference and part of the induction literature that guides the governance and conduct of the Board members of their fiduciary duties as Directors of the Company and the functions of each Board Committee. It provides an overview of how the Board leads by strategic guidance and effective oversight in managing the Company. The Board Charter covers, among others, the following matters: (i) Matters reserved for the Board (ii) Duties and responsibilities of the Board, Board Committees and respective individual Directors (iii) Board structure and composition (iv) Policies and procedures Formal Board Committees are established by the Board with defined Terms of Reference, namely the ARMC and NRC (after the merger of NC and RC effective 27 August 2024), which assist the Board in the discharge of its duties. The Board Committees will deliberate and examine issues in greater detail within their respective Terms of Reference and make the necessary recommendations to the Board who retains full responsibility for decision making. The Board Charter is made available on the Company's website at www.fmgloballogistics.com and is periodically reviewed and updated in accordance with the needs of the Company and any new development in relevant rules, regulations and laws that may have an impact on the Board in discharging its duties and responsibilities.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 had adopted a Corporate Code of Business Conduct & Work Ethics Policy ("Code") which provides authoritative guidance to Directors, Management, and employees of the Group in ensuring a high level of integrity and ethical conduct when dealing with third parties, and integrating the policies into Group-wide management practices which covers the following:- • Compliance with applicable laws • Conflict of Interest • Confidentiality • Fair Dealing • Gifts, Gratuities and Entertainment • Anti-Bribery and Anti-Corruption Practices • Anti-Money Laundering • Human Rights • Protection and Proper Use of Company's Assets • Complaints • Whistleblowing The Company has designated the Group MD as its Compliance Officer to administer the Code. Complaints made from any Directors shall be reported to the Chairperson of the Board or the Group MD. The Chairperson of the Board or the Compliance Officer (i.e. the Group MD) will refer the complaints submitted as appropriate to the Board of Directors. The Code is regularly reviewed by the Board and accessible on the Company's website at www.fmgloballogistics.com. The Group has also adopted the Anti-Bribery & Anti-Corruption Policy ("ABAC Policy"), which outlines the key principles and guidelines that apply to all Directors and employees (either permanent and/or on a temporary basis) and relevant Third Party as defined in the ABAC Policy

	to prevent any bribery or corruption acts in the conduct of business. All Directors, Management, employees and business associates that perform work or services for and on behalf of the Group are required to make a commitment to adhere and comply with the ABAC Policy. The Company adopted a Conflict of Interest Policy to identify and manage any actual, potential and perceived conflict of interest situations between the employees (including Directors) and the Group as and when they arise. The Directors are aware that they have to declare their interests in transactions with the Group and abstain from deliberation and voting in respect of the transactions at Board and general meetings convened to consider the matter. The ARMC is tasked to review all related party transactions and conflict of interest situations which arise within the Group that may challenge the Group's integrity.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	Professionalism, honesty and integrity are core to the Group's business. The Company is committed to identifying and responding to reportable conduct and fostering a culture of continuous improvement. The Whistleblowing Policy of the Group encapsulates the governance and standards required to promote an ethical, responsible, and secure whistleblowing practice within the Group. It provides an avenue for all its employees and members of the public to report or raise concerns of fraud, malpractices, illegal acts or improper conduct without fear of reprisals and unfair treatment of practices. The Whistleblowing Policy was communicated to the Group employees to create awareness among the employees. A complaint shall be made via whistleblowing channels for any wrongdoings, including, but not limited to the following: • Bribery, corruption and blackmail • Fraud, cheating, falsification, or misuse of the Group's property and information • Harassment • Embezzlement, theft, pilferage, or participation in unauthorised financial transaction • Money laundering • Conflict of interest • Criminal offences • Endangerment of an individual's health and safety • Concealment or cover-up of any of the above improper conduct The ARMC Chairman shall provide oversight function over the administration of the Whistleblowing Policy, assisted by the Compliance Department. A whistle-blower can lodge reports to the respective Head of Department, the Head of Compliance and/or the ARMC Chairman. The ARMC Chairman has the responsibility to conduct investigation using appropriate channels, resources and expertise.

	During the FY2025, no whistleblowing report was received by the ARMC Chairman nor the Head of Compliance of the Company. The Whistleblowing Policy can be found on the Company's website at www.fmgloballogistics.com.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 acknowledged the importance of sustainability of the business and holds ultimate responsibility for the governance of sustainability in the Group encompassing the responsibility to endorse and oversee the overall implementation of the Group's sustainability strategies and initiatives. FM Sustainability Governance structure was established to plan, implement, and report on the performance of the Group's sustainability initiatives. The Group's sustainability efforts are spearheaded by the Sustainability Committee ("SC") which comprises the Group MD and representatives from various departments across the Group. The SC ensures that the Group's sustainability strategy is implemented, and that sustainability performance is measured against the Group's commitments. The Group MD, being the Chairman of the SC, led the SC on strategic management of material sustainability matters and reports directly to the Board on all issues related to corporate sustainability. In addition, FM has developed a formal corporate sustainability reporting regime to start the groundwork essential in addressing Economic, Environmental, Social and Governance ("ESG") risks. The Group's Sustainability Policy was adopted to signify the Group's ESG considerations. It outlines the Group's commitment to corporate sustainability and prescribes the overall direction of its conduct and performance as a leading freight forwarding and logistics providers in the regions. The Company's Sustainability Report encompassing the Group's on-going sustainability efforts, targets, activities, and achievement are embedded in the Company's Annual Report 2025.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 Board acknowledged that stakeholder engagement is an integral feature of corporate sustainability, serving as a platform for gaining better understanding on the expectations and aspirations of the stakeholders in order to carry out improvement in areas which is significant and relevant to all parties concerned. In communicating the sustainability matters, FM maintains close communication with stakeholders through various types of stakeholders' engagement such as dialogue and discussion with government and authorities, meetings and training programmes with employees, meetings and site visits with vendors or strategic partners, social activities with local communities, and engagement with shareholders or investors through general meetings. These engagements are conducted both physically and virtually, as to ensure the Company's sustainability strategies and targets are effectively communicated to all stakeholders of the Company. The Group's on-going sustainability practices and initiatives as well as its material sustainability matters are disclosed in the Sustainability Report which is included in the Annual Report 2025.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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	:	Committed to staying abreast of sustainability issues relevant to the Company, the Directors continue to engage in relevant educational programmes that enable them to spearhead discussions and make informed decisions regarding the Group's sustainability strategies. The Board, facilitated by the SC, regularly reviews and evaluates the Group's materiality matters. These assessments consider external events impacting operations, stakeholder expectations, business activities, risk exposure and other crucial aspects. The Group had identified several critical materiality matters that could significantly impact its business operations: i. Environmental Initiatives: Focusing on climate change and energy conservation. ii. Waste management: Implementing efficient waste disposal strategies; iii. Occupational health & safety: Prioritising the wellbeing of employees; iv. Training, education & career development: Nurturing talent within the organisation; and v. Ethics & integrity: Upholding the highest standards of moral conduct. To enhance the Group commitment to these materiality matters, the SC had established key performance indicators ("KPIs"). These KPIs serve as benchmarks, guiding the Group towards achieving its sustainability goals. Responsibilities and action plans aligned with these KPIs were delegated to specific departments, ensuring a concerted effort across the organisation. Recognising the growing interest from stakeholders and regulators regarding sustainability, the Group remains dedicated to fostering dialogue by actively engaging its stakeholders for their perspectives and feedback. This inclusive approach not only strengthens the Group's relationships but also fuels drive to continually enhance its sustainable business practices. As time goes forward, the Group's focus remains unwavering: to conduct business in a manner that is not just profitable but also environmentally responsible, socially beneficial, and ethically sound.

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 annual evaluation on performance of the Board which includes senior management for FY2025 is embedded with sustainability perspectives, in addressing the Company's material sustainability risks and opportunities.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 had identified the Group MD as the designated person to focus on managing the Group's sustainability efforts, including the integration of sustainability considerations in the operation of the Company. The Group MD is supported by the SC which consists of other Executive Directors and representatives from various departments and branches. Being the Chairman of SC, the Group MD reports directly to the Board on all the issues in relation to corporate sustainability. The roles and responsibilities of SC Chairman are summarised as follows:- • propose sustainability strategies and initiatives. • monitor implementation of sustainability initiatives. • report sustainability progress to the Board.

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 NRC is entrusted by the Board to annually review the effectiveness of the Board and Board Committees as well as the performance and contribution of the individual Directors, and recommend the re-election of the retiring Directors upon which their contribution and performance been satisfactorily evaluated. The NRC had on 22 August 2025 conducted an annual assessment and evaluation on the effectiveness of the Board and the Board Committees and the performance of each individual Director for the FY2025, facilitated by the Company Secretaries making reference to the guides available and good corporate governance compliance. Based on the recent assessment, the Board was satisfied that the Board has the right size, balance and composition in terms of mix of skills and experience to optimise the Company's performance and strategy. The Board, Board Committees and each individual Director had discharged their duties and responsibilities effectively with the current mix of skills, knowledge and expertise, and contributed to the overall effectiveness of the Board and the Company. The Directors had also committed their time to responsibly fulfill their commitment to the Company during the year. After having considered Directors' qualification, experience and contribution to the Company, the NRC also recommended the Directors who are due for retirement pursuant to the Company's Constitution for re-election, subject to the retiring Directors fulfilling the fit and proper criteria set out in the Directors' Fit & Proper Policy, a copy of which is available on the Company's website at www.fmgloballogistics.com. The Board had endorsed the NRC's recommendation where the proposals for the re-election of the retiring Directors, namely Mr Yang Heng Lam, Tengku Nurul Azian Binti Tengku Shahrman and Mr Soh Chin Teck are tabled at the forthcoming AGM for shareholders' approval.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board currently has eight (8) Directors, comprising four (4) Executive Directors, three (3) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. The Board has the right size, with the right balance of executive and non-executive directors and is in compliance with Paragraph 15.02(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") which requires at least two (2) Directors or one-third (1/3) of the Board of Directors, whichever is the higher, are Independent Directors. Whilst the Board does not have a majority of Independent Directors, in order to promote greater objectivity and independence in boardroom's deliberation and decision making, all Independent Directors are free from any relationships with the Group, its Board members, and its substantial shareholders that could interfere or be reasonably perceived to interfere the exercise of the Directors' independence judgement in the interest of the Company. Due to their perceived distance from the Company, they act as a balancing element in boardroom discussions between different shareholder representatives and managing conflicts of interest affecting Board members. Moreover, the Independent Directors are of high calibre with diversified background and skills, and in-depth experience in boardroom and leaderships positions. They are able to contribute their expertise and experience in discharging their duties and responsibilities by bringing in external perspective and exercising independent judgement with unbiased views to foster greater objectivity in boardroom. The Company will annually review the size and composition of the Board as well as the independence and tenure of each Independent Director through the NRC and to ensure that the Board has the appropriate mix of expertise and experience to govern and manage the Group's affairs.

	The NRC and the Board had on 22 August 2025 and 25 August 2025 respectively assessed the tenure and level of independence of the Independent Directors. Both the NRC and the Board are of the view that there is an appropriate level of independence as the Independent Directors are able to provide necessary checks and balances on the Board’s decision-making process through objective participation in Board deliberations and exercise objective judgement independently for the interest of the Group, stakeholders and shareholders.	
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	:	There are no independent directors serving beyond a cumulative term limit of 9 years.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 acknowledges the importance of boardroom diversity and values the benefits that diversity can bring to the Board. The Board also recognises that having a range of different skills, background, experience and diversity is essential to ensure a broad range of viewpoints to facilitate optimal decision making and effective governance. While promoting boardroom diversity, the selection criteria of a Director is also based on an effective blend of competencies, skills, extensive experience and knowledge so as to strengthen the function of the Board. The Board has delegated the responsibility for identifying, assessing and recommending the right candidates to the Board as well as reviewing and assessing the composition and performance of the Board to the NRC. In identifying suitable persons for appointment as Directors, the NRC takes into consideration the candidates' skills, experience, age, gender, capabilities, integrity, fit and properness, expertise and commitment (including time commitment). For the position of Independent Directors, the NRC assesses the ability of the candidates' ability to discharge such responsibilities or functions that are expected from an independent director. The Board, upon the recommendation of the NRC, evaluates and decides on the appointment of the proposed candidate to the Board. In terms of the recruitment and employment of senior management and employees, all persons, regardless of age, gender, ethnicity, cultural background or other personal factors, with appropriate experience and qualifications will be considered equally. In tandem with the Company's aspiration to attain diversity workforce, the Company has adopted a Diversity Policy which is available on the Company's website at www.fmgloballogistics.com.

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	As part of the Board's succession planning, the NRC has established procedures for the appointment of new Director. The NRC is responsible to identify the set of skills and expertise required and select individuals regardless of gender, race and age. Whenever necessary, the NC may seek professional advice and/or conduct search through a variety of independent sources to identify potential candidates before making a recommendation to the Board. The NRC also relies on the existing network and referrals from Directors and major shareholders as a source for new directors as they represent a tried and tested method of sourcing high-calibre directors with a sound understanding of the business. The procedures for appointing Directors have been incorporated into the Terms of Reference of the NRC which is available on the Company's website at www.fmgloballogistics.com.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 were provided with detailed information on Directors who were seeking re-election at the Company's 28th AGM held on 26 November 2024 via the Board of Directors' Profile disclosed in the Annual Report 2024. The Board had also provided in the Explanatory Notes to the Notice of the 28th AGM, a brief description of the Directors seeking re-election as well as the Board's statement relating to the reasons to support the NRC's recommendation for the re-election to enable the shareholders make informed decision.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 Chairman of the NC was Madam Lau Swee Chin, an Independent Non-Executive Director. On 27 August 2024, the Board merged the NC and RC into a single Board Committee known as NRC, aimed at improving the efficiency and effectiveness of the Board Committee in discharging its duties and responsibilities. The Chairman of the NRC is Madam Lau Swee Chin.	
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 boardroom diversity in terms of age, gender, nationality, ethnicity, and cultural background and recognises the benefits of this diversity. The Company had met the target of at least 30% women directors recommended by the MCCG as currently the Board comprises three (3) women Directors, namely Madam Gan Siew Yong, Madam Lau Swee Chin and Tengku Nurul Azian Binti Tengku Shahrman, representing a ratio of 37.5% of the Board composition.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	A brief description of the Company's Diversity Policy on gender diversity for the Board and Senior Management is disclosed in the Annual Report. The Board embraces the benefits of experience, age, skills, gender and ethnicity on the Board and senior management and opined that diversity is an essential element to attain its strategic objectives and sustainable development. The Board is committed to equal opportunity. There are no barriers by reason of an individual's gender, ethnicity, age and nationality. The Company's Diversity Policy is available on the Company's website at www.fmgloballogistics.com.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	The NRC is entrusted by the Board to annually review the effectiveness of the Board and Board Committees as well as the performance of individual Directors. The NRC had on 22 August 2025 conducted a formal and objective annual assessment and evaluation on the effectiveness of the Board and the Board Committees and the performance of each individual Director for FY2025 based on self and peer assessments via customised questionnaires, using objective and appropriate criterion, facilitated by the Company Secretaries. Below are the criteria used to assess the effectiveness of the Board, Board Committees, and individual Directors for the FY2025:- (a) Board and Board Committees' assessment • Board and Board Committees' structure and composition; • Board and Board Committees' functionality; • Boardroom conduct and activities; • Contents of meetings and execution; • Board skill sets; and • Overall Board effectiveness. (b) Directors' self and peer assessment • Contribution to interaction; • Quality of input; • Understanding of roles and commitment; and • Individual skill sets. (c) Independent Directors' assessment • Criteria of Independence used in the definition of the "Independent Director" prescribed under the MMLR of Bursa Securities;

	• Other criteria such as compliance of Company's Corporate Code of Business Conduct & Work Ethics Policy and the ability to deal with related party transaction and conflict of interest situation; and • Tenure of service as Independent Director of the Company. The feedbacks and inputs provided by the Directors in the evaluation forms were compiled by the Company Secretaries for deliberation at the NRC meeting. The NRC had subsequently tabled the outcome of the assessment together with the recommended action plans on areas for improvement to the Board at the Board meeting held on 25 August 2025. Based on the recent assessment, the Board was satisfied that the Board has the right size, balance and composition in terms of mix of skills, experience and knowledge to optimise the Company's performance and strategic goals. The Board, Board Committees and each individual Director had discharged their duties and responsibilities effectively and contributed to the overall effectiveness of the Board and the Company. The Directors had demonstrated strong commitment and willingness to devote their time to responsibly fulfil their duties and responsibilities as Directors of the Company.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 Board has established a Remuneration Policy and Procedures for Directors and Senior Management which aims to attract, retain and motivate high-calibre Directors and senior management that can successfully run and manage the business of the Company. Various factors were considered when determining the remuneration of the Directors and senior management of the Company, among others, function, workload, roles and responsibilities, peers' practices, demand, scale and complexity of the business. The remuneration package of the Directors consists of Directors' fees and benefits payable such as meeting allowance. For Executive Directors, it comprises fixed salary, performance-based bonus and other emoluments. Directors' fees and benefits payable to Directors for carrying out their duties as Directors of the Company, which are determined by the Board as a whole, are approved at the AGM by the shareholders of the Company. Directors who are shareholders and controlling shareholders with a nominee or connected Director on the Board also abstain from voting at the general meetings to approve their fees. The Remuneration Policy and Procedures for Directors and Senior Management is available on the Company's website at www.fmgloballogistics.com.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	On 27 August 2024, the Board merged the NC and RC into a single Board Committee known as NRC, aimed at improving the efficiency and effectiveness of the Board Committee in discharging its duties and responsibilities. The NRC consists of exclusively Independent Non-Executive Directors, as follows:- <table><tr><th>No.</th><th>Directors</th><th>Designation/ Directorate</th></tr><tr><td>1</td><td>Madam Lau Swee Chin</td><td>Chairperson/ Independent Non-Executive Director</td></tr><tr><td>2</td><td>Tengku Nurul Azian Binti Tengku Shahriman</td><td>Member / Independent Non-Executive Director</td></tr><tr><td>3</td><td>Mr Soh Chin Teck</td><td>Member / Independent Non-Executive Director</td></tr></table> The NRC is responsible for determining the Directors' fees and benefits payable which reflect their level of responsibilities to the Board, time commitment required in attending Board and Board Committees' meetings as well as their memberships assumed on Board and Board Committees. The NRC carries out its duties in accordance with its Terms of Reference which can be obtained from the Company's website at www.fmgloballogistics.com.	No.	Directors	Designation/ Directorate	1	Madam Lau Swee Chin	Chairperson/ Independent Non-Executive Director	2	Tengku Nurul Azian Binti Tengku Shahriman	Member / Independent Non-Executive Director	3	Mr Soh Chin Teck	Member / Independent Non-Executive Director
No.	Directors	Designation/ Directorate												
1	Madam Lau Swee Chin	Chairperson/ Independent Non-Executive Director												
2	Tengku Nurul Azian Binti Tengku Shahriman	Member / Independent Non-Executive Director												
3	Mr Soh Chin Teck	Member / Independent Non-Executive Director												
Explanation for departure	:													
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>														
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 details of the remuneration by the Directors received/receivable from the Group and the Company for FY2025 are appended in the following page.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Chew Chong Keat (Group Managing Director)	Executive Director	59	5					64	113	1,420	1,692	500	405		4,130
2	Yang Heng Lam	Executive Director	59	5					64	113	1,420	1,728	517	415		4,193
3	Gan Siew Yong	Executive Director	59	5					64	113	1,145	1,680	472	397		3,807
4	Ong Looi Chai	Executive Director	59	5					64	98	713	1,560	462	235		3,068
5	Tengku Nurul Azian Binti Tengku Shahrman (Chairperson)	Independent Director	85	11					96	85	11					96
6	Lau Swee Chin	Independent Director	65	11					76	65	11					76
7	Soh Chin Teck	Independent Director	69	11					80	69	11					80
8	Francis Lee Fook Wah	Non-Executive Non-Independent Director	59	5					64	59	5					64

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	:	Not applicable - all members of senior management are members of the board	
Explanation on application of the practice	:	The senior management who are also the directors disclosed their remuneration components in accordance with Practice 8.1.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 8.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Executive Directors sitting on the Board also occupy the office of the senior management of the Company. By virtue of application of Practice 8.1, the Company has simultaneously applied Practice 8.2 and Practice 8.3. The detailed remuneration of the Executive Directors, who are also the senior management of the Company are disclosed under the explanation of Practice 8.1.

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 positions of Board Chairman and ARMC Chairman are always held by two (2) distinct individuals to uphold the overall effectiveness and independence of the ARMC as the Board can review the ARMC's findings and recommendations with unfettered objectivity. The ARMC Chairman is Mr Soh Chin Teck, an Independent Non-Executive Director who is a Fellow of the Institute of Chartered Accountants of Australia and New Zealand and a Member of the Malaysian Institute of Accountants. The Chairperson of the Board is Tengku Nurul Azian Binti Tengku Shahrman, an Independent Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 ARMC sets out the requirement for a cooling-off period of at least three (3) years before a former audit partner of the external auditors of the Company can be appointed as a member of the ARMC to safeguard the integrity of the audit of the Group’s and Company’s financial statements. Such policy is stated in the ARMC’s Terms of Reference which is available on the Company’s website at www.fmgloballogistics.com. Currently, none of the Directors or employees of the Company are former audit partners of the Company’s external auditors.	
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 is responsible for assessing the independence and effectiveness of the external auditors in performing the audit before recommending to the Board their re-appointment as the Company's external auditors. The ARMC ensures that the independence and objectivity of the external auditors are not compromised in accordance with the criteria set out in the Company's External Auditors' Assessment Policy. Besides, the ARMC also reviews the nature and extent of non-audit services rendered by the external auditors to ensuring the provision of such services do not compromise their independence and objectivity. In addition, the external auditors are also required to provide confirmation to the ARMC that they are and have been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements. Guided by its External Auditors' Assessment Policy, the ARMC had on 22 August 2025 assessed the performance of the external auditors, Crowe Malaysia PLT covering their adequacy of resources, audit expertise and experience, audit scope and planning, audit communications, independence and objectivity for FY2025. Crowe Malaysia PLT has briefed the ARMC on its Transparency Report 2024 and based on the assessment results, the ARMC was satisfied with the overall performance, independence and competency of Crowe Malaysia PLT for FY2025 and recommended to the Board the re-appointment of Crowe Malaysia PLT as the external auditors of the Company for the financial year ending 30 June 2026 at the forthcoming AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 comprise solely of Independent Directors, as follows:		
		No.	Directors	Designation/Directorate
		1.	Mr Soh Chin Teck	Chairman/ Independent Non-Executive Director
		2.	Tengku Nurul Azian Binti Tengku Shahrman	Member/ Independent Non-Executive Director
		3.	Madam Lau Swee Chin	Member/ Independent Non-Executive Director

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	The members of the ARMC, collectively, possess a wide range of skills, knowledge and industry experience and the requisite financial literacy to discharge its duties effectively. The qualification and experience of the individual ARMC members are disclosed in the Annual Report. Every quarter, ARMC meeting is conducted to review the integrity and reliability of the Group's unaudited quarterly financial statements and once a year to review the annual audited financial statements, Directors' report, and auditors' report prior to recommending the same to the Board for approval. The members of the ARMC continuously apply critical and probing view on the Company's financial reporting process, transactions and other financial information, and effectively challenge Management's assertions on the Company's financials during the ARMC meetings. The ARMC members are encouraged to undertake professional development by attending trainings, workshops, seminars or briefings in order to continue keep abreast of the latest development in accounting and auditing standards to enable them to sustain active participation in the functions of the ARMC. On 22 August 2025, the NRC conducted an annual review on the term of office, competency, and performance of the ARMC and its members via a combination of self and peer assessment via customised questionnaires. The results were satisfactory in that the ARMC had carried out its roles and responsibilities effectively. The ARMC members are financially literate, possess the appropriate level of knowledge, skills and experience, and have sufficient understanding of the Company's business to discharge their oversight responsibilities on the Group's financial reporting, risk management and internal control system.

Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 is responsible for establishing and overseeing the Group's risk management framework and system of internal control and ensuring the adequacy and effectiveness of the system. The Board affirms its overall responsibility and has established an Enterprise Risk Management ("ERM") framework which proactively identifies, evaluates and manages the key risks of the Group. The ERM framework and its methodology are in line with ISO 31000:2018 – <i>Risk Management Principles and Guidelines</i>, to promote a culture of risk ownership and the continuous monitoring of identified key risks. The Board exercises its oversight of risk management and internal control through the ARMC which meets on a quarterly basis. The ARMC is supported by an adequately resourced in-house internal audit department. ARMC reviewed and concluded that the Group's risk management framework and internal control system were able to function effectively in identifying, assessing and managing its risks including those relating to the overall business operations, financial reporting and compliance. As of the date of issuance of this report, there was no significant internal control weakness in the system of internal control that could result in any material loss or adversely affect the Group. For detailed information, please refer to the Statement on Risk Management and Internal Control in the Annual Report 2025.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 internal control and risk management framework of the Company is designed to manage rather than eliminate risks and to provide reasonable but not absolute assurance against any material misstatement or loss. The risk management and internal control are ongoing processes, whereby the responsibility and accountability are with the various Head of Departments and involve the participation of the Executive Directors and the Internal Auditors. The Heads of Department are responsible in identification, assessment, mitigation, monitoring and reporting of risks inherent in the business activities while the Executive Directors are responsible for setting the risk management framework and developing tools and methodologies. The Company will continuously enhance the existing system of risk management and internal control taking into consideration of the changing business environment. In addition, the Company's Internal Auditors also provide independent assessments on the adequacy, efficiency and effectiveness of the Group's internal control system. The Internal Auditors report directly to the ARMC whilst the ARMC reviews and recommends for the Board's consideration and approval, the risk management principles, frameworks and policies which place importance of balancing between risk and reward in making strategic business decision with the objective of safeguarding the shareholders' investment and the Group's assets. The features of the Group's risk management and internal control framework and the adequacy and effectiveness of the framework are disclosed in the Statement on Risk Management and Internal Control, on pages 142 to 145 of the Annual Report 2025.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 internal audit function is undertaken by the in-house Internal Audit Division ("IAD"), which report directly to the ARMC. The internal audit function undertakes an independent assessment on the internal control system of the Group on a quarterly basis and provides assurance to the ARMC that the Company's system of internal control is satisfactory and operating effectively. The responsibility to review the adequacy and integrity of the internal control function has been delegated by the Board to the ARMC. On 22 August 2025, the Board had, through the ARMC, reviewed the adequacy of scope, functions, competency and resources of the Internal Audit Functions and was satisfied with the competency and independence of the Internal Auditors in carrying out its scope of work as well as the adequacy and effectiveness of the system of internal control and procedures in the operating units within the Group and the extent of compliance with the Group's established policies, procedures and guidelines, and also compliance with applicable laws, regulations, directives and other external enforced compliance requirements. The Internal Auditors had adopted a risk-based approach in conducting the internal audits for the Group which include the development of internal audit policies, the establishment of an annual audit plan, audit work processes and audit work reporting which were formulated through a risk assessment process. Throughout the assessment, it had facilitated the Internal Auditors to develop comprehensive audit programs in order to identify any weaknesses in the system of internal control. The Board recognises that the development of good internal control system for the Group is a continuous process. Hence, the Board encourages interactive discussions of audit findings through the ARMC, taking into consideration of any potential establishment of additional control measures in managing its risks within the Group as needed.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 of the Group is performed by the in-house IAD in which the Head of IAD and other internal audit personnel are independent from the operational activities of the Company and they do not hold any management authority and responsibility over the operations that internal audit covers in its scope of works. The internal audit team, which comprises of three (3) internal audit personnel, is led by Mr Woon Yung Foo, a member of The Institute of Internal Auditors Malaysia. He possesses a Master of Business Administration (MBA) from HELP University and Bachelor of Arts (Accounting and Finance) degree from Oxford Brookes University. He is a qualified lead auditor proficient in ISO Management System. The internal audit team has been trained in the audit methodology and is encouraged to continuously enhance their knowledge, skills and competencies through relevant professional courses, seminar, training courses and on-the-job training. The staff involved in the internal audit engagements and reviews possesses professional membership of The Institute of Internal Auditors Malaysia, and/or professional qualifications and/or a University/College degree in either finance, accounting and/or management. All internal audit work was carried out in accordance with the International Professional Practice Framework issued by The Institute of Internal Auditors Malaysia. The ARMC had on 22 August 2025 assessed the effectiveness of the internal audit function of the Group for FY2025 and was satisfied that the Internal Auditors have discharged their responsibilities in a commendable manner, performed competently, functioned effectively and have received sufficient resources and adequate authority to carry out their work. Further details relating to the Internal Audit Function of the Group are disclosed in the ARMC Report contained in the Annual Report 2025.

Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 Group acknowledges the importance of timely and equal dissemination of relevant and material information on the development of the Company to all stakeholders. The Board endeavours to maintain an open transparent channel of communication, guided by the Company's Corporate Disclosure Policies and Procedures, with the shareholders and stakeholders, analysts and the public at large with the objective to provide comprehensive information on the Group's performance and financial position. The Group ensures that the Company's corporate website, www.fmggloballogistics.com contains important information including corporate information, corporate announcements and financial results, Annual Reports and Company's policies as to promote a closer association with its stakeholders by allowing accessibility of information. Dialogues are conducted with financial analysts or through media interviews that enable the Board and the Management to convey information in relation to the Company's performance, corporate strategy and other matters affecting shareholders' interest. The Company's general meetings remain the main platform for the Board to engage with shareholders and address their concern, where necessary. The Board encourages shareholders' active participation at the AGM to gain insights on the Group's strategic direction, business operations and performance. The Chairman and other Board members and the Company's external auditors are also present at the AGM to respond to shareholders' questions and concerns. Shareholders and investors may also forward their enquiries about the Company via email: enquiry-my@fmggloballogistics.com.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 the 28th AGM was issued and made available on the Company’s website on 28 October 2024, i.e., at least 28 days prior to the 28th AGM which was held on 26 November 2024. The notice of the AGM, which outlines the resolutions to be tabled during the meeting, is accompanied with detailed explanatory notes and background information on the matters to be decided at the AGM to allow the shareholders to better understand the proposed resolution and make informed decisions when exercising their votes.	
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's 28th AGM held on 26 November 2024 was conducted virtually through live streaming from the broadcast venue via Remote Participation and Voting ("RPV") facilities, allowing attendance of the shareholders and proxies via remote participation and voting in absentia. The RPV facilities were provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") via TIH Online website at https://tiih.online. All Directors attended the 28th AGM. The external auditors were also in attendance via video conferencing, to provide necessary response to questions raised. The AGM is the primary forum for dialogue and interaction with shareholders. Shareholders are encouraged to participate in the proceedings and ask questions about the resolutions being proposed and the operations of the Group, before matters on the agenda are put to vote. All issues and questions raised pertaining to the Company's financial statements and other items for adoption at the 28th AGM were responded by the Management. The date of the AGM of the Company is commonly scheduled at the beginning of the calendar year to ensure that all the Directors are present to provide meaningful response to questions addressed to them.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	Applied
Explanation on application of the practice	:	The 28th AGM of the Company held on 26 November 2024 was conducted virtually through live streaming and online remote voting via the RPV facilities at TIH Online website at https://tiah.online provided by Tricor. With the RPV facilities, the following measures were implemented to encourage shareholders' attendance and participation and ensure that there will be no meeting interference and all participants' data are kept secure and safe:- (a) A step-by-step administrative guide was circulated to the shareholders together with the Notice of the 28th AGM as to facilitate remote participation and electronic voting; (b) Electronic lodgement of proxy forms was provided by Tricor via TIH Online website; (c) Electronic submission of questions by shareholders was allowed via TIH Online prior to the date of meeting or during the meeting; (d) The AGM proceeding was live streamed to TIH Online for remote participants to watch live; and (e) Tricor had put in place information technology security measures to prevent cyber threats and data breaches. During the 28th AGM, shareholders used the RPV facilities to pose questions to the Chairman and Board members via real time submission of typed texts. All resolutions set out in the Notice of the general meeting were voted remotely using the RPV facilities.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	Shareholders were given the opportunity to submit questions before the 28th AGM via TIIH Online website as well as during the AGM using real time submission of typed text via the RPV facilities provided by Tricor. During the 28th AGM, the Group MD briefed the shareholders and proxies on the Group's financial performance and key highlights for the financial year ended 30 June 2024 as well as the Group's business outlook and prospects. The Chairman and the Board had also allocated ample time to address the questions and suggestions/concerns raised by the shareholders and proxies in relation to the Company's affairs. The Executive Directors had actively addressed all questions that were submitted before and during the 28th AGM. The minutes of the 28th AGM together with the responses from the Board to the questions raised were published on the Company's website thereafter.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	Applied
Explanation on application of the practice	:	As mentioned in Practice 13.2, 13.3 and 13.4, the 28th AGM of the Company was conducted virtually via an online meeting platform provided by Tricor. A step-by-step administrative guide was issued to assist shareholders on registration, participation and voting using the online meeting platform. Prior to the 28th AGM, a dry run was conducted to ensure possible technical issues were resolved up-front and were in working order. Visual and audio tests were conducted to ensure participants at remote locations would be able to access and participate (including pose questions) at the virtual meeting without any hinderance. The Company and Tricor ensured the availability of necessary infrastructure and IT support to enable smooth broadcast of virtual meeting proceedings. Shareholders were given an opportunity to submit questions for the Board prior to and during the 28th AGM. All questions raised by the shareholders and proxies were read out by the Group MD and addressed by the Group MD and the Executive Director.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The 28th AGM was conducted on 26 November 2024 and the minutes thereof was circulated to shareholders on 6 th January 2025 through publication on the Company's website at www.fmgloballogistics.com .
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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