

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : OPTIMAX 0222  
**COMPANY NAME** : OPTIMAX HOLDINGS BERHAD  
**FINANCIAL YEAR** : December 31, 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 PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

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

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("Board") of Optimax Holdings Berhad ("Optimax" or "the Company") sets the strategic direction and also oversees and ensures that the conduct of the businesses of Optimax and its subsidiaries (the "Group") adhere to relevant applicable laws, policies, standards and guidelines.</p> <p>The roles and responsibilities of the Board are set out in the Board Charter and the Board Committees' roles and responsibilities in discharging its function, which had been delegated by the Board, are set out in the respective Board Committee's Terms of Reference ("TOR"). The Board meets at least four (4) times a year to review the quarterly performance of the Company and its subsidiaries ("Group"), annual budget and strategic business plans presented by management before approval or execution. When the need arises, special Board meetings will be convened.</p> <p>The Board monitors the performance of the Group and business strategies at Board meetings through briefings, updates and reports from the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and Senior Management team.</p> <p>The Board has delegated certain functions to the following Board Committees to assist in the execution of its duties and responsibilities:</p> <p>(a) Audit and Risk Management Committee ("ARMC"); and (b) Remuneration and Nominating Committee ("RNC").</p> <p>The Board Committees operate under their own clearly defined TOR.</p> <p>For more information on the Board's leadership role and governance practices, please refer to the Board Charter, which is available on the Company's website, <a href="http://www.optimax2u.com">www.optimax2u.com</a>.</p>

**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 (continued)**

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

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Dato' Seri Dr. Chen Chaw Min, is the Independent Non-Executive Director and Chairman of the Board.</p> <p>The Chairman carries out a leadership role on the Board and with the shareholders and stakeholders. The roles of the Chairman, among others, are as follows:-</p> <ul style="list-style-type: none"><li>a) lead the Board in setting its values, ethical standards and instilling good corporate governance practices;</li><li>b) facilitate the progress and conduct of meetings;</li><li>c) set the agenda for Board meetings with assistance of the Company Secretaries and ensure all relevant issues for the effective running of the Company's business are on the agenda;</li><li>d) ensure proper flow of information to the Board, review the adequacy and timing of board papers in support of management's proposal and review of performance of the Company and/or Group;</li><li>e) encourage active participation among Board members on issues discussed and dissenting views to be freely expressed;</li><li>f) ensure assessment are undertaken on candidates to be appointed to the board and succession planning is in place;</li><li>g) arrange for annual evaluation on the performance of the Board, Board Committees and individual directors; and ensure appropriate steps are taken to provide effective communication with stakeholders.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The positions of Chairman and CEO are held by two different individuals. The function of CEO is undertaken by Sandy Tan Sing Yee, Non-Independent Executive Director and the Chairman position is held by Dato' Seri Dr. Chen Chaw Min.</p> <p>There is clear division of roles and responsibilities between the Chairman of the Board and the CEO to ensure that there is a balance of power and authority and that no individual has unfettered powers of decision. The Chairman is responsible for the leadership of the Board and ensures effectiveness of the Board while the CEO, oversees the operations and drives the Group's businesses and performance towards achieving the Group's vision and goal.</p> <p>The distinct and separate roles and responsibilities of the Chairman and CEO are set out in Paragraph 4 of the Board Charter, which is available on the Company's website, <a href="http://www.optimax2u.com">www.optimax2u.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.4**

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	The Chairman of the Board, Dato' Seri Dr. Chen Chaw Min, does not serve as a member in any of the Group's Board Committees. The Chairman is also not invited to participate in the meeting and deliberation of the specified Board Committees mentioned in this Practice.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group currently outsources its corporate secretarial function to AscendServ Corporate Services Sdn. Bhd.</p> <p>During the financial year, the Board is supported by the following Company Secretaries who are qualified and are the members of the Malaysian Institute of Chartered Secretaries and Administrators to act under the Companies Act 2016:-</p> <p>a) Rebecca Kong Say Tsui (MAICSA 7039304) ("Ms. Rebecca Kong") b) Yeng Shi Mei (MAICSA 7059759)</p> <p>Attendance and minutes of all Board and Board Committee meetings are properly recorded and kept by the Company Secretaries.</p> <p>The Company Secretaries provide support to the Board in fulfilling its fiduciary duties and leadership role in shaping the corporate governance practices of the Company.</p> <p>In this respect, they play an advisory role to the Board, particularly with regard to the Company's Constitution, Board policies and rules and procedures, and advocate adoption of corporate governance best practices.</p> <p>The Company Secretaries have undertaken continuous professional development by attending training during the year under review.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions.</p>
<b>Explanation for departure</b>	:	

**Intended Outcome**

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

**Practice 1.5 (continued)**

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Board meetings are scheduled in advance and an annual meeting calendar is circulated to all Directors at the beginning of the new financial year to enable the Directors to plan ahead and fit the year's meetings into their own schedule.</p> <p>The Directors receive notice of meetings and meeting materials at least 5 business days prior to meetings. This is to ensure that the Directors have sufficient preparation time and information to make an informed decision at each Board meeting.</p> <p>Notification is also sent to respective divisions on the deadlines for submission of meeting materials to allow management to make the necessary preparations.</p> <p>The deliberations and decisions at the Board and Committee meetings are well documented in the minutes, including matters where Directors abstained from voting or deliberation.</p> <p>The management communicates to the relevant divisions on the Board's decisions/recommendations via the circulation of draft minutes of meetings for appropriate actions to be taken. They also follow up with the divisions on the implementation or status of actions and updates the Board at Board meetings. Action items would remain as matters arising in the minutes of meetings until they are fully resolved.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 2.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Optimax has in place a Board Charter that clearly outlines the role and responsibilities for each Board member, including the matters reserved for the Board. It serves as reference for Board members of their fiduciary duties as Directors of the Company. It provides guidance and clarity regarding the roles and responsibilities of the Board and the requirements of Directors in carrying out their roles and discharging their duties towards the Company and/or Group.</p> <p>The Board Charter is periodically reviewed and updated in accordance with the needs of the Group and any new regulations that may have an impact on the Board in discharging their duties and responsibilities.</p> <p>The Board Charter is made available for reference on the Company’s website at <a href="http://www.optimax2u.com">www.optimax2u.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 3.1**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	In order to sustain good corporate governance, the Board has established and adopted the Code of Conduct on 27 August 2020.  The Code of Conduct forms part of the Board Charter and is available on the Company's website, <a href="http://www.optimax2u.com">www.optimax2u.com</a> .	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>On 27 August 2020, a Whistleblowing Policy was established as an avenue for employees and stakeholders to report genuine concerns about malpractices, unethical behaviour, misconduct or failure to comply with regulatory requirements without fear of reprisal.</p> <p>The Whistleblowing Policy is subject to periodic assessment and review to ensure that it remains relevant to the Group's changing business circumstances.</p> <p>The Whistleblowing Policy is available on the Company's website, <a href="http://www.optimax2u.com">www.optimax2u.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As a leading provider of eye specialist services, Optimax is committed in ensuring that its operations are sustainable. Our Group's sustainability approach is guided by the Economic, Environmental and Social ("EES") pillars of sustainability.</p> <p>Our Board has the responsibility to deliver sustainable value to the stakeholders, while the management team provides its assistance by overseeing the implementation of the principles, policies, objectives and strategies of our Group under the framework of the EES pillars. In addition, the management team also facilitates in overseeing and managing the material risks and opportunities that may impact business continuity, market competitiveness, the environment and the communities in which our Group operates.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.2

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

<b>Application</b>	:	Applied		
<b>Explanation on application of the practice</b>	:	Optimax believes in engaging regularly with stakeholders to address areas of concern and ensure our Group carries out sustainable practices and creates long term value for our stakeholders.		
		<b>Key Stakeholders</b>	<b>Areas of Concern</b>	<b>Modes of Engagement</b>
		Employees	<ul style="list-style-type: none"> <li>• Safe and conducive working environment</li> <li>• Rewards and recognition for performance</li> <li>• Career development</li> <li>• Employee satisfaction</li> </ul>	<ul style="list-style-type: none"> <li>• Meeting/briefings</li> <li>• Performance appraisals</li> <li>• Training programmes</li> <li>• Other communication/feedback such as email</li> </ul>
		Patients and Customers	<ul style="list-style-type: none"> <li>• Provision of quality services</li> <li>• Products compliances with certifications</li> <li>• Customer satisfaction</li> </ul>	<ul style="list-style-type: none"> <li>• Quality control and assurance</li> <li>• Regular meetings/visits</li> <li>• Other communication/feedback such as email</li> </ul>
		Suppliers	<ul style="list-style-type: none"> <li>• Transparent procurement practices</li> <li>• Safety compliance</li> </ul>	<ul style="list-style-type: none"> <li>• Evaluation and performance reviews</li> <li>• Onsite visits and field audits</li> </ul>

**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 (continued)**

<b>Explanation on application of the practice (continued)</b> :	<table border="1"> <thead> <tr> <th><b>Key Stakeholders</b></th> <th><b>Areas of Concern</b></th> <th><b>Modes of Engagement</b></th> </tr> </thead> <tbody> <tr> <td>Regulators and Government</td> <td> <ul style="list-style-type: none"> <li>Regulatory compliance</li> <li>Approvals and permits</li> <li>Occupational safety and health</li> <li>Environmental management and compliance</li> </ul> </td> <td> <ul style="list-style-type: none"> <li>Audit and verification</li> <li>Inspections by local authorities and regulators</li> <li>Training programmes for employees</li> <li>Meetings with employees</li> <li>Meeting with management team responsible for compliance</li> </ul> </td> </tr> <tr> <td>Community</td> <td> <ul style="list-style-type: none"> <li>Corporate social responsibility impact on community</li> </ul> </td> <td> <ul style="list-style-type: none"> <li>Participation in community programmed and initiatives</li> <li>Providing job sponsorship to local communities</li> </ul> </td> </tr> </tbody> </table>			<b>Key Stakeholders</b>	<b>Areas of Concern</b>	<b>Modes of Engagement</b>	Regulators and Government	<ul style="list-style-type: none"> <li>Regulatory compliance</li> <li>Approvals and permits</li> <li>Occupational safety and health</li> <li>Environmental management and compliance</li> </ul>	<ul style="list-style-type: none"> <li>Audit and verification</li> <li>Inspections by local authorities and regulators</li> <li>Training programmes for employees</li> <li>Meetings with employees</li> <li>Meeting with management team responsible for compliance</li> </ul>	Community	<ul style="list-style-type: none"> <li>Corporate social responsibility impact on community</li> </ul>	<ul style="list-style-type: none"> <li>Participation in community programmed and initiatives</li> <li>Providing job sponsorship to local communities</li> </ul>
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<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>												
<b>Measure</b> :												
<b>Timeframe</b> :												

### Intended Outcome

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

### Practice 4.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Besides our core services, our Group provides related services such as eye examinations performed by our in-house optometrists. These related services provided are sales of optical wear, consumables from surgery and medical treatment, procedures (mainly Ortho-K, which is a non-surgical method of reshaping the cornea to provide a clearer vision for children and Botox), administration fees as well as laboratory tests for patients.</p> <p>As part of our plans to have a wider reach to our customers and greater accessibility for eye-specialist treatment and care, our plans involve the expansion of our network of ambulatory care centres within Malaysia to areas where our Group has little or no presence. The expansion of these ambulatory care centres would be carried out either through fully owning these centres or jointly owning them with minority equity participation from resident doctors.</p> <p>To ensure existing specialist centres have the capability to increase services offered or expand its capacity, our Group also plans to purchase ophthalmological equipment and tools to upgrade or replace existing equipment.</p> <p>The strategic expansion into a full-fledged aesthetic centre allows Optimax to capitalise on the growing demand for aesthetic treatments while supporting its broader diversification strategy.</p> <p>Moving forward, Optimax remains dedicated to advancing healthcare innovation, expanding our service portfolio, and maintaining a strong focus on patient satisfaction. As part of our strategic growth, we are well-positioned to seize emerging opportunities in the plastic surgery and aesthetic services sector. While diversifying our offerings, we remain steadfast in our commitment to delivering exceptional patient care and upholding the highest standards of medical excellence.</p>
<b>Explanation for departure</b>	:	

**Intended Outcome**

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

**Practice 4.3 (continued)**

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.4**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board effectiveness evaluation for year 2025 included an assessment on the Board’s oversight of sustainability risks and opportunities and issues that are critical to the Group’s performance of its sustainability priorities in addressing material sustainability risks and opportunities.</p> <p>Performance evaluations were conducted by an external consultant.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.5- Step Up**

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

*Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	Ms. Sandy Tan Sing Yee, the CEO of the Company is the dedicated person who is entrusted by the Board to oversee the sustainability matters of the Group. She is tasked to ensure our Group achieves the yearly growth and to take responsibility for the interests of all stakeholders.

## Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The RNC is responsible to assist the Board in the development and implementation of the policies on the nomination and appointment of Directors and Committee members to achieve long-term sustainability of the organisation in accordance with the Terms of Reference of the RNC.</p> <p>In this respect, the Board is mindful that for it to be effective, its composition must include the right group of people, with an appropriate mix of skills, knowledge, experience and independence elements that fit the Group's objectives and strategic goals.</p> <p>To ensure the continued effective functioning and progressive refreshing of the Board, the tenure of an Independent Director is stipulated in the Board Charter, whereby it shall not exceed a cumulative term limit of nine (9) years.</p> <p>To ensure the appointment and re-election of Director meets the necessary criteria, the Company has established the Directors' Fit and Proper Policy. This policy outlines the approach and standards for the appointment and re-election of Directors of the Company and guides the RNC and the Board in their evaluation and assessment of Board candidates and Directors eligible for re-election. This ensures that they possess the required character, experience, integrity, competence, and time to effectively carry out their duties as directors.</p> <p>As of the date of issuance of this Report, none of the Independent Non-Executive Directors have served the Board for a cumulative period of nine (9) years.</p> <p>At the 6th Annual General Meeting ("AGM") of the Company held on 10 June 2025, the following Directors who retired by rotation pursuant to Clause 76(3) of the Company's Constitution were re-elected as Directors of the Company:</p> <ul style="list-style-type: none"><li>(i) Dato' Seri Dr. Chen Chaw Min;</li><li>(ii) Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim; and</li><li>(iii) Mohd Sahir Bin Rahmat</li></ul>

**Intended Outcome**

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

**Practice 5.1 (continued)**

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

### Intended Outcome

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

### Practice 5.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The current Board of Optimax consists of eight (8) Directors with four (4) Independent Non-Executive Directors, one (1) Non-Independent Non-Executive Director and three (3) Non-Independent Executive Directors.</p> <p>As of the date of issuance of this Report, below is the list of Independent Non-Executive Directors on the Board:-</p> <ul style="list-style-type: none"><li>(i) Dato' Seri Dr. Chen Chaw Min;</li><li>(ii) Yap Ping Hong;</li><li>(iii) Mohd Sahir Bin Rahmat; and</li><li>(iv) Dr. Zaiton Binti Nasir.</li></ul> <p>All four (4) Independent Non-Executive Directors satisfy the criteria of an Independent Director as defined under the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.3**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board Charter of the Company sets out that the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, the Independent Director may continue to serve on the Board as a Non-Independent Director. Subject to assessment of the RNC and with valid justification, an Independent Director may remain designated as Independent Director beyond the consecutive or cumulative term of nine (9) years, provided shareholders' approval is obtained.</p> <p>The Company currently does not have any independent directors who have served more than nine (9) years.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.4 - Step Up**

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

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

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

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In assessing the suitability of any candidate for the directorship, the Board through the RNC will take into consideration the candidate's reputation, educational background, skills, diversity, knowledge, expertise, competence and experience that is in line with the Group's business operations, age, time commitment, independence and integrity.</p> <p>The Company's Directors' Fit and Proper Policy which was designed with the recommended criteria will also serve as a guide for the review and assessment of potential candidates that are to be appointed to the Board as well as Directors who are seeking for re-election.</p> <p>RNC will also take into consideration the ability of the candidate to perform his role effectively, whether a director is "over stretched" in terms of his commitments to the board commitments to meet the demands and expectations of the role.</p> <p>As for Senior Management, the Board is committed to provide fair and equal opportunities and nurturing diversity in the Group. In this respect, all persons, regardless of age, gender, ethnicity, cultural background or other personal factors, with the appropriate experience and qualifications will be considered during recruitment and promotion.</p>
<b>Explanation for departure</b>	:	

**Intended Outcome**

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

**Practice 5.5 (continued)**

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.6**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Selection of candidates for appointment of new Directors may be recommended by Directors, Management, and major shareholders. The RNC will assess the suitability of the candidates before recommending to the Board for the appointment.</p> <p>The RNC may seek external independent sources to identify suitably qualified candidates if necessary.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board ensures that shareholders are kept informed on the changes to the Board and its supporting Board Committees. Any changes to the Board with regard to its composition and structure are disclosed via the Bursa Securities Announcement Link within the stipulated time required by the regulators. The Company's corporate website is also promptly updated to disclose the changes to the Board composition. Information on Directors standing for re-election is shared with shareholders via the Notice of AGM and the Corporate Governance Report.</p> <p>Information in these documents cover the Directors' interest, external positions or relationships that might influence or interfere with their position in Optimax, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole.</p> <p>The RNC has reviewed the Directors retiring by rotation and has recommended their re-election to the Board, in accordance with the Constitution of the Company.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Nominating Committee is combined with the Remuneration Committee to form the RNC and is chaired by Mohd Sahir Bin Rahmat, Independent Non-Executive Director of the Company.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board comprises three (3) women Directors representing 37.5% of the Board.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges that having a diverse range of skills, background, expertise and experience are critical elements in ensuring a vibrant, effective and robust Board.</p> <p>The Company has not adopted a specific diversity policy. However, the Board Charter sets out the Company's approach in achieving and maintaining diversity on the Board which includes gender diversity.</p> <p>The profiles of the Board and Senior Management can be found on pages 27 to 37 of the Annual Report 2025.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>On an annual basis, the Board through the RNC, evaluates the Board's collective performance by examining the effectiveness of the structure and activities of the Board and Board Committees as well as the contribution of Board members.</p> <p>For FY 2025, the Board engaged AscendServ Corporate Services Sdn. Bhd. to conduct an independent and objective Board and Directors' Effectiveness Evaluation.</p> <p>Based on the evaluation, the Board is satisfied with the performance and effectiveness of its members and committees in FY 2025.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, through the RNC, ensures that the Group's remuneration levels are commensurate with the skills, experience and responsibilities expected of its directors and senior management, and that such remuneration is structured to be fair, reasonable and competitive in order to attract and retain talent required to lead the Group effectively.</p> <p>The remuneration packages of Executive Directors ("ED") comprise fixed salary and allowances structured to link rewards to corporate and individual performance and achievements. The level of remuneration of each EDs and senior management takes into consideration, among others, the roles and responsibilities, qualification, technical competency, skills, expertise and experience.</p> <p>The remuneration packages of Non-Executive Directors which comprise fixed Director's fee and meeting allowances in connection with Board and Board Committee meetings. The level of remuneration for respective Non-Executive Directors is a matter to be decided by the Board as a whole and shall be structured to reflect the roles, experience, time and level of responsibilities undertaken by the respective Non-Executive Director.</p> <p>The Board, as a whole, determines the remuneration packages of Directors and senior management based on the RNC's recommendations. The RNC is guided by market norms and industry best practices when making appropriate recommendations for the remuneration and benefits of Directors and KSM to the Board for approval.</p> <p>The fees and any benefits payable to the Directors shall be subject to annual shareholder approval at the General Meeting of the Company.</p>

**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 (continued)**

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

**Intended Outcome**

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

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

**Practice 7.2**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Remuneration Committee is combined with Nominating Committee and is collectively referred to as the RNC. The functions and responsibilities of the Remuneration Committee are discharged by the RNC.</p> <p>The RNC reviews and recommends to the Board matters relating to the remuneration of the Board and Senior Management. The RNC, which comprises entirely Independent Non-Executive Directors (“INEDs”) , reviews and recommends the remuneration packages and the terms of employment of our executive directors. An executive director does not participate in any deliberation or decision on matters relating to his/her own remuneration.</p> <p>The TOR of RNC is accessible on the Company’s website at <a href="http://www.optimax2u.com">www.optimax2u.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	In line with the best corporate governance practices, the Company has implemented disclosure of the Directors' remuneration on a named basis. Details of the Directors' remuneration for the FY2025 are set out in the table below:-

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	Tan Sri Dato' (Dr.) Tan Boon Hock	Non-Independent Executive Director and Deputy Chairman	66.0	3.6	-	-	-	-	69.6	66.0	3.6	-	-	-	-	69.6
2	Sandy Tan Sing Yee	Non-Independent Executive Director and Chief Executive Officer	66.0	3.6	-	-	-	-	69.6	66.0	51.0	587.0	-	-	77.4	781.4
3	Yap Ping Hong	Independent Non-Executive Director	72.0	4.2	-	-	-	-	76.2	72.0	4.2	-	-	-	-	76.2
4	Dato' Seri Dr. Chen Chaw Min	Independent Non-Executive Director and Chairman	158.4	3.6	-	-	-	-	162.0	158.4	3.6	-	-	-	-	162.0
5	Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim	Non-Independent Non-Executive Director	66.0	3.6	-	-	-	-	69.6	66.0	3.6	-	-	-	-	69.6
6	Michelle Tan Sing Chia	Non-Independent Executive Director	66.0	3.6	-	-	-	-	69.6	66.0	4.2	189.0	-	-	24.1	283.3
7	Mohd Sahir Bin Rahmat	Independent Non-Executive Director	72.0	4.2	-	-	-	-	76.2	72.0	4.2	-	-	-	-	76.2
8	Dr. Zaiton Binti Nasir	Independent Non-Executive Director	66.0	4.2	-	-	-	-	70.2	66.0	4.2	-	-	-	-	70.2

**Intended Outcome**

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

**Practice 8.2**

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

<b>Application</b>	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
<b>Explanation on application of the practice</b>	:	The Company discloses the remuneration of members of the senior management who are not members of the Board.  See table below.	
<b>Explanation for departure</b>	:		
	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Dr. Stephen Chung	Senior Medical Doctor	750,000 – 800,000	-	-	-	-	750,000 – 800,000
2	Dr. Chuah Kay Leong	Senior Medical Doctor	1,650,000 – 1,700,000	-	-	-	-	1,650,000 – 1,700,000
3	Dr. Lam Hee Hong	Senior Medical Doctor	1,200,000 – 1,250,000	-	-	-	-	1,200,000 – 1,250,000
4	Pang Woei Yaw	Chief Financial Officer	50,001 – 100,000	-	-	-	-	50,001 – 100,000

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

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

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.

The company's financial statement is a reliable source of information.

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The ARMC comprises three (3) Independent Non-Executive Directors. The Chairman of ARMC is Mr Yap Ping Hong. He is not the Chairman of the Board.</p> <p>The TOR of the ARMC reflects the intended outcome of Practice 9.1 of the MCCG.</p> <p>The responsibilities of the ARMC Chairman are set out in the ARMC's TOR which is available at the Company's website at <a href="http://www.optimax2u.com">www.optimax2u.com</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The ARMC has incorporated into its TOR a policy stipulating that “Any former key audit partner of the Company must observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC of the Company.”</p> <p>At present, none of the members of the ARMC is a former key audit partner of the Group’s external auditors.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The ARMC assesses the suitability and independence of the external auditors annually. Private sessions are held without the presence of Management to enable the external auditors to freely discuss and express their views on any matters with the ARMC. In carrying out the assessment of the external auditors, the ARMC shall consider:</p> <ul style="list-style-type: none"> <li>(a) the quality of audit services rendered;</li> <li>(b) the extent of non-audit services provided;</li> <li>(c) the external auditors’ internal quality control procedures;</li> <li>(d) communication with the Board and/or ARMC;</li> <li>(e) the external auditors’ independence and objectivity;</li> <li>(f) the external auditors’ adequacy of resources; and</li> <li>(g) any other criteria deemed fit by the ARMC and/or the Board.</li> </ul> <p>On 26 February 2026, the ARMC carried out the annual assessment on the suitability and independence of the external auditors and was satisfied with the results of the assessment.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The ARMC members comprise entirely of INEDs as follows:-</p> <ul style="list-style-type: none"><li>(i) Yap Ping Hong;</li><li>(ii) Mohd Sahir Bin Rahmat; and</li><li>(iii) Dr. Zaiton Binti Nasir</li></ul> <p>The composition of the ARMC and the qualifications of its members comply with Paragraph 15.09 of MMLR of Bursa Securities and are reflected in the ARMC's TOR, which is available on the Company's website at <a href="http://www.optimax2u.com">www.optimax2u.com</a>.</p>

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Chairman of the ARMC, Mr Yap Ping Hong, is a member of the Malaysian Institute of Accountants and the other members of the ARMC are financially literate. The members of the ARMC have carried out their duties in accordance with the TOR of the ARMC.  During the financial year, the ARMC received updates on financial reporting developments and changes in the regulatory environment from the external auditors.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 10.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established an effective risk management and internal control system to safeguard shareholders' investments, the Group's assets and the interests of other stakeholders.</p> <p>The Group outsources its Internal Audit function to an independent internal audit firm ("Internal Auditors"), Crowe Governance Sdn Bhd. The Internal Auditors were engaged to undertake an independent and objective review of the effectiveness of the governance, risk management and internal control processes of the Group.</p> <p>The information on the risk management and system of internal controls are set out in the Statement on Risk Management and Internal Control, in the Annual Report 2025.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 10.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established an effective risk management and internal control system to safeguard shareholders' investments, the Group's assets and the interests of other stakeholders.</p> <p>The Group outsources its internal audit function. The internal auditors were engaged to undertake an independent and objective review of the effectiveness of the governance, risk management and internal control processes of the Group.</p> <p>The information on the risk management and system of internal controls are set out in the Statement on Risk Management and Internal Control, in the Annual Report 2025.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 10.3 - Step Up**

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

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Risk Management Committee is combined with the Audit Committee and is collectively referred to as the ARMC, which comprises entirely of INEDs.</p> <p>The principal responsibilities of the ARMC in relation to risk management are set out in its TOR.</p>

**Intended Outcome**

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

**Practice 11.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The ARMC oversees the internal audit function of the Group and the implementation of the internal controls framework to ensure operational effectiveness and adequate protection of the Company's assets from misappropriation.</p> <p>All the outsourced internal audit personnel involved in the internal audit are free from any relationships or conflicts of interest that could impair their objectivity and independence. They are required to complete the Independence Declaration Form on an annual basis, and personnel assigned to each audit engagement are also required to acknowledge the Employee Professional Conduct and Ethics Declaration on assignment-by-assignment basis.</p> <p>In carrying out internal audit engagements, all internal audit personnel are guided by the International Professional Practices Framework issued by The Institute of Internal Auditors Malaysia.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 11.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Internal Audit function is currently outsourced and reports directly to the ARMC. This reporting relationship reinforces the independence and objectivity of the Internal Audit function and ensures that audit recommendations and proposed corrective actions receive due consideration. The activities of the Internal Audit function are guided by an Annual Internal Audit Plan prepared by Crowe, which is presented to the ARMC for review and approval.</p> <p>The Internal Audit function is carried out in accordance with the risk-based approach and the Internal Control - Integrated Framework issued by The Committee of Sponsoring Organisations of Treadway Commission (“COSO”).</p>
<b>Explanation for departure</b>	:	  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the importance of accurate and timely dissemination of information relating to the Group's operations, strategies, performance and prospects to shareholders and investors, both existing and potential. Such transparent communication is essential to maintaining credibility and fostering strong and sustainable relationships with the investment community.</p> <p>All announcements, such as financial results and corporate developments as well as the Company and the Group's corporate information are posted on the Company's website, <a href="http://www.optimax2u.com">www.optimax2u.com</a> ,</p> <p>The Company will issue comprehensive circulars to shareholders to seek their approval for matters requiring the shareholders' approval under the MMLR of Bursa Securities.</p> <p>In addition, the Company may issue press releases or statements to ensure timely dissemination of major corporate announcements to shareholders, in the form announcements made via Bursa Securities.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 12.2**

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

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

### Intended Outcome

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

### Practice 13.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The AGM is the principal forum for dialogue and communication with shareholders. Shareholders are encouraged to attend the AGM as it serves as an interactive platform for shareholders to engage directly with the Board and gain insights on the Group's performance as well as business activities.</p> <p>The 6<sup>th</sup> AGM held on 10 June 2025 was conducted physically and the Company appointed AscendServ Capital Markets Services Sdn. Bhd. as the Poll Administrator to conduct the electronic voting by poll via its Dvote Online platform at <a href="https://www.dvote.my">https://www.dvote.my</a> and Scrutineer Solutions Sdn. Bhd. as the Independent Scrutineer to verify the poll results.</p> <p>The notice of the 6<sup>th</sup> AGM was issued to the shareholders on 29 April 2025, which is more than 28 days prior to the date of the meeting, in compliance with Paragraph 7.15 of the MMLR of Bursa Securities and Practice 13.1 of the MCCG, to accord them with sufficient time to consider the resolutions to be discussed and resolved at the 6<sup>th</sup> AGM.</p> <p>The Notice of the 6<sup>th</sup> AGM was circulated together with Administrative Guide to all shareholders were also made available on the Company's and Bursa Securities' websites. Shareholders who were unable to attend the AGM were entitled to appoint their own proxy(ies) or the Chairman as their proxy to attend and vote on their behalf.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All the Directors of the Company were present at the 6<sup>th</sup> AGM held on 10 June 2025. The Senior Management and External Auditors were also in attendance to respond to shareholders' queries.</p> <p>During the proceedings of the 6<sup>th</sup> AGM, the Chairman invited shareholders to raise questions pertaining to the Company's audited financial statements and other agendas tabled for approval at the meeting. All questions raised by the shareholders were answered and addressed accordingly.</p> <p>The forthcoming 7<sup>th</sup> AGM will be held physically to facilitate direct engagement and foster effective communication between the Board, Management, and the shareholders.</p> <p>Barring unforeseen circumstances, all Directors, including the Chairpersons of all mandated Board Committees, will attend the forthcoming 7<sup>th</sup> AGM to address shareholders' enquiries. The External Auditors will also be present at the meeting to answer shareholders' questions with regard to the audit and the preparation of the auditor's report for the Group.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company had leveraged on technology to facilitate electronic voting for the conduct of poll for the resolutions at the 6<sup>th</sup> AGM.</p> <p>The 6<sup>th</sup> AGM was held physically and the Company appointed AscendServ Capital Markets Services Sdn. Bhd. as the Poll Administrator to conduct the electronic voting by poll via its Dvote Online platform at <a href="https://www.dvote.my">https://www.dvote.my</a> and Scrutineer Solutions Sdn. Bhd. as the Independent Scrutineer to verify the poll results.</p> <p>With Dvote Online, upon the shareholders' registration themselves via Dvote Online platform before the closing as set out in the Administrative Guide for the 6<sup>th</sup> AGM. The guide on registration and voting procedures were provided to the shareholders in the Administrative Guide.</p> <p>With regards to the cyber hygiene practices, Dvote Online website has gone through penetration tests and stress tests throughout 2020 to 2025 and 2020 to 2023, respectively, and they have performed numerous meetings throughout these years. Dvote Online website is hosted on a secured cloud platform, and the data center is ISO27001 certified.</p>
<b>Explanation for departure</b>	:	

**Intended Outcome**

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

**Practice 13.3 (continued)**

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	The Chairman ensures that general meetings as the important platform for effective communication and constructive feedback from the shareholders.  During the AGM, there was a presentation to explain the rationale, the financial and non-financial performance and the Company's major developments to shareholders. The Chairman invited questions from the floor and addressed the questions raised by the shareholders during the meeting. The Board and senior management also responded to questions posted by shareholders accordingly.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 13.5

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

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

**Intended Outcome**

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

**Practice 13.6**

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The minutes of the general meetings have been made available to shareholders no later than 30 business days after the meeting at the Company's website, <a href="http://www.optimax2u.com">www.optimax2u.com</a> .
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**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.*