

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5313
COMPANY NAME : RADIUM DEVELOPMENT BERHAD
FINANCIAL YEAR : December 31, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group is led by the Board of Directors ("Board") which has overall responsibility for the Radium Development Berhad's strategic aims and directions, ensuring necessary resources are in place to meet its objectives, overseeing the process of evaluating the adequacy and effectiveness of internal controls, identifying principal risks and ensuring the implementation of appropriate systems to manage these risks.</p> <p>At the core of Radium's strategic direction is its Rule of 8, a set of guiding principles that unites the organisation and stakeholders. These principles guide the Board in fostering a corporate culture that aligns with the Company's strategic goals and values:</p> <ol style="list-style-type: none">1. BUILD TOGETHER: Foster professionalism, responsiveness, and teamwork.2. BUILD DIFFERENT: Drive innovation and embrace change.3. BUILD STANDARDS: Commit to excellence, quality, and reliability.4. BUILD TRUST: Respect others and deliver on commitments.5. BUILD SPECTRUM: Focus on customer needs and build to suit their desires.6. BUILD EXPERIENCES: Create inclusive and diverse spaces that attract and engage people.7. BUILD SUSTAINABILITY: Honour the environment and communities in every project.8. BUILD VALUE: Prioritise economic opportunities and long-term value appreciation. <p>The Group's Vision and Mission were established to guide the Group's direction and define the behaviours expected from its employees, outlined as follows:</p> <ul style="list-style-type: none">● Vision: <i>Stimulate Progress for a Brighter Future</i>

	<ul style="list-style-type: none"> ○ Establish Radium as a Nation Builder and create opportunities for people from all walks of life to own property. Now and for future generations. ● Mission: <i>Be Bold. Be Different.</i> <ul style="list-style-type: none"> ○ To specialise in building responsibly and responsively to the needs of people and the market by leveraging on original ideas, emergent technologies and collaboration. <p>The principal responsibilities of the Board include satisfying itself that the strategic plan supports long-term value creation while taking into account sustainability considerations, including economic, environmental, and social factors. The Board also sets the Company's risk appetite and ensures that an appropriate risk management framework is in place.</p> <p>Every year, the Board will review its business strategy whereby the strategic planning and annual budget planning comprises financial budget and capital expenditure proposal will be presented for approval by the Board. The Management will provide updates to the Board based on their periodic review of the Group's corporate proposals, sales performance, project work progress and other operational matters.</p> <p>The Board is guided by a Board Charter in discharging its fiduciary duties and responsibilities under Paragraphs 6.1 and 6.2. The Board Charter, which sets out the composition, roles, functions, and processes of the Board and its delegated functions to Board Committees and Senior Management, is available on the Group's website at https://www.radiumdevelopment.com/ir-corporate-governance/</p> <p>The Directors are committed to acting in good faith, avoiding conflicts of interest, and overseeing compliance with policies such as the Anti-Bribery and Corruption Policy.</p> <p>The Board assumes ultimate accountability and responsibility for the performance and affairs of the Company and, together with Senior Management, promotes good corporate governance culture within the Company, which reinforces ethical, prudent and professional behaviour.</p> <p>The Board also ensures that its obligations to shareholders and stakeholders are understood and fulfilled. By integrating the Rule of 8 into its strategic decision-making, the Board aligns the Company's operations with its core values, fostering sustainable growth and long-term value creation for all stakeholders.</p> <p>The Board has delegated certain responsibilities to Board Committees, namely, the Audit and Risk Management Committee ("ARMC"), the Nomination Committee ("NC") and the Remuneration Committee ("RC"). Each of the Board Committees operates within its respective</p>
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	<p>Terms of Reference (“TOR”) approved by the Board. The Board Committees report to the Board on matters considered and their recommendations thereon. The ultimate responsibility for the final decision on all matters, however, lies with the Board.</p> <p>Non-Executive Directors (NEDs) play a crucial role in providing independent judgment, reviewing management’s proposals, and acting as a communication channel with stakeholders. NEDs also ensure high standards of corporate governance are applied and devote time to enhancing their skills through continuous education.</p>			
Explanation for departure	:			
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Measure	:			
Timeframe	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

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	:	<p>Tan Sri Mhd Amin Nordin bin Abd Aziz is the Independent Non-Executive Chairman of the Board and his roles and responsibilities are stated in the Board Charter which includes, amongst others, leading the Board in strategic planning, ensuring the integrity of the governance process, standards of conduct and effectiveness of the Board.</p> <p>Tan Sri Mhd Amin Nordin bin Abd Aziz also acts as a facilitator at Board meetings and sets agenda of Board meetings to ensure there is robust discussion and that contributions by Directors are forthcoming on matters being deliberated and that no Board member dominates the discussion.</p> <p>The roles of the Chairman of the Board are clearly specified in the Board Charter under Paragraph 7.1, available on the Group's website at https://www.radiumdevelopment.com/ir-corporate-governance/</p> <p>The key responsibilities of the Chairman include:</p> <ul style="list-style-type: none">(a) providing leadership to the Board, and overseeing the Board in the effective discharge of its fiduciary duties;(b) leading the Board in the adoption and implementation of good corporate governance practices in the Company;(c) setting the Board agenda and ensuring the Board members receive complete and accurate information in a timely manner;(d) leading discussions at meetings and ensuring efficient and effective conduct of the Board meetings;(e) encouraging active participation and allowing dissenting views to be freely expressed;(f) promoting constructive and respectful relations between Board members and managing the interface between the Board and Management;(g) facilitating effective communication between the Board and the stakeholders and that their views are communicated to the Board as a whole; and

	(h) committing his time and efforts as may be necessary to discharge effectively his role as Chairman.	
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	:	<p>The roles and responsibilities of the Chairman and the Group Managing Director (GMD) are separated, clearly defined and documented in the Board Charter under Paragraph 8, available on the Group's website at https://www.radiumdevelopment.com/ir-corporate-governance/</p> <p>The Chairman of the Board, Tan Sri Mhd Amin Nordin bin Abd Aziz is the Independent Non-Executive Chairman, while Datuk Gan Kah Siong is the Group Managing Director.</p> <p>The roles of the Independent Non-Executive Chairman and the Group Managing Director are distinct and separate to engender accountability and facilitate clear division of responsibilities to ensure there is a balance of power and authority in the Company.</p> <p>There is a clear and distinct division of responsibilities between the Independent Non-Executive Chairman and the Group Managing Director to ensure there is a balance of power and authority.</p> <p>The Chairman is responsible for running the Board to lead and encourage a healthy level of discussion and deliberation at Board level to achieve its objectives.</p> <p>The Group Managing Director together with the Executive Directors have overall responsibilities on the management of the Group's businesses, implementation of policies and day-to-day running of the businesses.</p> <p>The Group Managing Director provides executive leadership and is accountable to the Board for implementation of strategies, objectives and decisions of the Board within the framework of delegated authorities, values and policies.</p>
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	:	Applied
Explanation on application of the practice	:	The Chairman of the Board, Tan Sri Mhd Amin Nordin bin Abd Aziz, is not a member of the Board Committees to enable objective and independent discussion during Board Committee meetings and to ensure there are checks and balances as well as objective review by the Board.
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 1.5

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	:	<p>The Board is supported by qualified Company Secretaries who are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA").</p> <p>The Board has unrestricted access to the services of the Company Secretaries. The Company Secretaries assist the Board in corporate governance and compliance matters including: -</p> <ul style="list-style-type: none">a. Assist in the preparation of the agenda for Board and Board Committee Meetings in consultation with the Chairman and Senior Management.b. Provide advice on areas that need to be addressed to comply with the Malaysian Code on Corporate Governance ("MCCG").c. Provide updates on changes in regulatory requirements governing the Company.d. Assist the Board in compliance with disclosure requirements in accordance with Main Market Listing Requirements ("MMLR") and the Companies Act 2016. <p>The Company Secretaries ensure that all Board and Board Committee meetings are properly convened and that accurate and proper records of the deliberations, proceedings and resolutions passed are recorded and statutory registers are properly maintained at the registered office of the Company. The Board is kept regularly informed about the latest developments concerning the Companies Act 2016, MMLR, directives, and circulars from Bursa Malaysia Securities Berhad ("Bursa Securities") and other legal and regulatory developments.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board meets at least four (4) times a year or more when circumstances require. Where appropriate, decisions are also made by way of circular resolutions in between scheduled meetings during the financial year.</p> <p>Each Director is required to attend at least 50% of the total Board meetings held during the year. For exceptional circumstances, such as movement control orders, Directors may participate remotely, provided confidentiality is strictly maintained, and no third parties are present.</p> <p>An annual meeting calendar scheduling the Board, Board Committees and Annual General Meeting ("AGM") dates for next calendar year is made available at the end of each calendar year to facilitate the Directors' time planning and preparation before the meeting.</p> <p>All the Directors are furnished with a proper agenda with due notice issued and Board papers and reports are prepared by the management and circulated at least five (5) clear days prior to the meetings to all Directors for their review for effective discussion and decision-making during the meetings.</p> <p>Senior management and/or external advisors may be invited to attend Board meetings to advise and/or furnish the Board with information and clarification needed on relevant items on the agenda to enable the Directors to arrive at a considered decision.</p> <p>All Directors on the Board and committees of the Board have full and unrestricted access to Senior Management and the Company Secretaries on all matters requiring information for deliberation.</p> <p>All deliberations and decisions of the Board and committees of the Board are recorded in the minutes of meetings, including the rationale behind decisions made and whether any Director abstained from voting or deliberating on a particular matter. These minutes are prepared by the Company Secretaries and circulated to the Board and its committees in a timely manner.</p>

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	:	<p>The Board is guided by its Board Charter which clearly sets out the composition, roles, functions and processes of the Board and those functions delegated to Board Committees and management. The matters specifically reserved for the Board are also addressed in the Board Charter. Each of the Board Committees has a defined TOR that outlines its scope and authority and there is in place a Group Authority Chart that outlines the limit of authority delegated to the management.</p> <p>The Board Charter is accessible to the public on the Company's website at https://www.radiumdevelopment.com/ir-corporate-governance/.</p>
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	:	<p>The Code of Conduct and Ethics applies to the Directors, management and employees of the Group. The Code is a guiding framework for ethical decision-making and professional conduct across all levels of the Group, emphasising integrity, accountability, sustainability, and the avoidance of conflicts of interest. It is formulated to promote a corporate culture which engenders ethical conduct that permeates throughout the Group with the intention of achieving the following aims:</p> <ul style="list-style-type: none">● to emphasise the Company's commitment to ethics and compliance with the applicable laws and regulations;● to set forth basic standards of ethical and legal behaviour within the Group;● to include noble characteristics in performing duties so as to improve work quality and productivity;● to improve self-discipline in order to provide the Group with good and quality service; and● to enhance skills in the implementation of duties and to be able to adapt to the work environment. <p>All the Directors, management and employees of the Group are required to abide by the Company's Code of Conduct and Ethics in the performance of their duties.</p> <p>The Code of Conduct and Ethics is published on the Company's website at https://www.radiumdevelopment.com/ir-corporate-governance/.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>All employees, management, Directors, and vendors of Radium Development Berhad are expected to uphold the highest standards of integrity and accountability in conducting the Group's business and operations. Any offence committed against the Group's interests is taken seriously and will result in immediate action against the responsible parties.</p> <p>The Board recognised the importance of whistleblowing and is committed to maintaining the highest standards of ethical conduct within the Group. As such, the Board has formalised and adopted a Whistleblowing Policy that provides a clear mechanism for reporting genuine concerns about any malpractice or improper conduct related to the Group's business operations.</p> <p>Any whistleblowing acting in good faith is protected from retaliation for raising such allegations. Procedures are in place for investigations and appropriate follow-up action.</p> <p>The Board sets the tone from the top and endeavours to foster a corporate culture that provides a safe and candid environment of openness and honesty. The Board reviews and assess the adequacy of the Whistleblowing Policy as and when necessary and make such amendments as it deems appropriate.</p> <p>The Whistleblowing Policy is accessible to the public on the Company's website at https://www.radiumdevelopment.com/ir-corporate-governance/.</p>
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	:	<p>The Board undertakes an oversight role over the Group's sustainability efforts, setting the tone from the top to lead and promote sustainability growth and long-term value creation at Radium. The Board's leadership is essential towards building a corporate culture that apprehends and appreciates a sustainable approach in our operations, embedded in the spirit to consider sustainability business practice holistically, integrating sustainability elements in the Group's strategy and decision-making process.</p> <p>The responsibility of the Board includes approving sustainability strategies and priorities for the Group to set a clear direction in the Group's sustainability journey. In line with Guidance 1.1 of the MCCG, the Board also reviews and approves strategic initiatives, including corporate business restructuring or streamlining and strategic alliances, to ensure they support long-term value creation and take into account economic, environmental, and social considerations underpinning sustainability, as stipulated in the Board Charter.</p> <p>The Board is responsible for ensuring that sustainability is embedded into the Group's strategies, policies, and procedures to achieve balanced growth between business performance and sustainability. The Group's sustainability efforts are guided by four core pillars:</p> <ol style="list-style-type: none">1. Good Governance – Emphasising ethical practices, governance structures, and long-term planning.2. Economic Growth – Ensuring consistent income distribution, fostering economic development, and maintaining customer satisfaction.3. Environmental Stewardship – Committing to reducing environmental impact and complying with regulatory requirements.

	<p>4. Social Responsibility – Prioritising employee health and safety, professional development, and promoting inclusivity and corporate citizenship.</p> <p>The Board is also responsible for ensuring adequate and effective communication and engagement are carried out between the Group and its stakeholders. The Board oversees Radium’s sustainability governance structure by delegating the oversight responsibility and strategic management of material sustainability matters to the ARMC.</p> <p>The Sustainability Committee is responsible for overseeing the implementation of sustainability related initiatives. The Sustainability Committee is supported by the Sustainability Working Committee comprising managers and subject matter experts who are outsourced to ensure sustainability of a certain matter (if required). The Sustainability Working Committee is responsible for executing, monitoring and reporting sustainability related initiatives which assists the Sustainability Committee in making informed decisions to achieve the Company’s sustainability goals.</p>	
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	:	<p>Radium's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its stakeholders regularly via:</p> <p>Internal and external stakeholders</p> <ul style="list-style-type: none">● Annual Report● Annual Sustainability Report● Corporate publication (i.e. Radium newsletter)● Media release and interviews● Corporate website (www.radiumdevelopment.com)● Social media <p>Internal stakeholders</p> <ul style="list-style-type: none">● Employee engagement training and programmes● Learning and development via Learning Management 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

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	:	<p>The Board is updated on the progress of the Group’s sustainability priorities and initiatives through participation in the quarterly updates by the ARMC on Enterprise Risk Management Report and annual approval on Sustainability Report.</p> <p>The Board is also apprised of the development of sustainability matters that are relevant to the Group and discussions with the management are held as and when necessary, on the sustainable approach to enhance the sustainability practice relevant to the operations of respective divisions. The Board as a whole, provides their advice, views and opinions on any sustainability issues during the relevant meetings or discussions.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The management intends to incorporate sustainability key performance indicators into the company’s annual performance evaluation commencing from financial year 2025, in order to align personal performance with the Group sustainability goals.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Going forward, the Group will set the sustainability target and timeline, and the Board and management’s actions and responsibilities for achieving these targets. Upon completing this, the sustainability performance evaluation criteria will be defined for all levels of employee appraisal.	
Timeframe	:	By 31 December 2025	

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	:	<p>The Group Managing Director, Datuk Gan Kah Siong, is the designated person who manages sustainability efforts and strategies in the Group. He is supported by the Sustainability Committee, which includes members of Senior Management.</p> <p>The Sustainability Committee is supported by the Sustainability Working Committee, which includes representatives from the following departments:</p> <ul style="list-style-type: none">I. Corporate AffairsII. Branding and MarketingIII. Legal and ITIV. Project ManagementV. Credit ControlVI. Human ResourcesVII. SalesVIII. Customer CareIX. Finance

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	:	<p>The NC is responsible for reviewing the composition of the Board, performance, contribution, and tenure of Directors annually to ensure their appropriateness and effectiveness. This review considers the required mix of skills, experience, core competencies, and the balance of executive and non-executive participation on the Board.</p> <p>In accordance with the Radium's Board Charter, the appointment of new Directors is a matter for the full Board's consideration upon the recommendation of the NC. The NC evaluates candidates based on the required mix of skills, experience, and diversity, including gender, to ensure they bring value to the Board. The NC also reviews succession planning policies, which include managing the selection and appointment of Board members and key management personnel.</p> <p>The annual Board Effectiveness Evaluation (BEE) is entrusted to the NC, as stated in the Board Charter. The evaluation process assesses the performance of individual Directors, including those subject to re-election at the annual general meeting. Upon satisfactory evaluation of each Director's performance and contribution, the NC recommends their re-election to the Board for shareholders' approval.</p> <p>This structured approach reflects Radium's commitment to ensuring the Board remains effective and equipped with the necessary expertise and diversity to lead the Group sustainably and in the best interest of all stakeholders.</p>
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	:		
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Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Currently, the Board has ten (10) members, of whom five (5) are Independent Directors.</p> <p>The composition of the Board consists of qualified individuals with a broad base of industry knowledge, experience and technical skills necessary in the management and direction of the Group, which is essential for the sustainable and growth of the business, as well as to promote the interest of all stakeholders. The Board believes that its present composition constitutes an optimal size for the Group’s current business profile, which is appropriate for leading the Group effectively on its future business growth.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	Currently, there are no Independent Directors serving beyond a cumulative term limit of nine 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.

<i>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.</i>	
Application	: Adopted
Explanation on adoption of the practice	: The Board has adopted the policy of a 9-year tenure for the Independent Director in its Board Charter on 1 March 2023. Upon completion of 9 years, an Independent Director may continue to serve on the Board as a Non-Independent Director.

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	:	<p>The NC continues to be responsible for determining the appropriate character, skills, and experience for the Board as a whole and for individual members, including Senior Management with the objective of having a Board with diverse composition, backgrounds and experience in business. All Directors are expected to be individuals with integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the duties of the Board.</p> <p>In evaluating the suitability of individual Board members and Senior Management, the Board takes into account several factors, including skills, knowledge, expertise, experience, professionalism and time commitment to effectively discharge his /her role, contributions, background, character, integrity and competence. The Board is mindful of the importance of gender, age and ethnic diversity in the composition of the Board and Senior Management.</p> <p>The Board is committed to provide fair and equal opportunities and to nurture diversity (including gender, age and ethnicity) within the Group. The candidates for Board and Senior Management appointments will be considered, taking into account, a range of diversity perspectives, including gender, cultural, competency, skills, character, time commitment, integrity and experience that the selected candidates will bring to the Board.</p> <p>The appointment of Executive Directors and/or Senior Management personnel is also based on predetermined criteria that includes skill sets, integrity and leadership qualities, driven by their respective job descriptions.</p> <p>In the performance of his/her duties, each Director of the Group should at all times observe, amongst others, to devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions. Each Director is also expected to limit his/her directorship of companies to a number in</p>

	which he/she can best devote his/her time and effectiveness; each Director is his/her own judge of his/her abilities and how best to manage his/her time effectively in the Company in which he/she holds directorship.	
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	:	The Board views the identification and appointment of new Directors as an essential process that must be carried out with foremost diligence and care. For the financial year 2024, the process remains consistent with previous years, with the NC being responsible for evaluating candidates for directorships based on a thorough assessment of skills, experience, expertise, time commitment, integrity, and competencies that align with the needs of the Company. In sourcing for suitable candidates, the NC may receive suggestions from existing Board Members, Management and/or major shareholders. The NC is also amenable to referrals from external sources available, such as industry and professional associations, as well as independent search firms.	
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	:	The profiles of the Directors, including their professional qualifications, work experiences and interest in the Company (if any) are set out on pages 25 to 34 to of the Annual Report 2024 for the shareholders’ review. The Board’s statement of support on the appointment or reappointment of the Directors is set out in the explanatory notes of the Notice of AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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 NC is chaired by Koay Lean Lee, an Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	As at 31 December 2024, the Board comprises four (4) women Directors, namely Nor Zaemah binti Zainuddin, Koay Lean Lee, Nurazlin binti A. Samad and Phang Sweet Lee, constituting 40% of the Board’s composition of ten (10) Directors.	
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	:	<p>The gender diversity principle is articulated in the Board Charter, which is available on the Group's website at https://www.radiumdevelopment.com/ir-corporate-governance/.</p> <p>The Company has emphasised its commitment to gender diversity in the selection and appointment of Board and senior management members, as disclosed in the Corporate Governance Overview Statement on page 81. The appointment of the Board and senior management is based on objective criteria, merit and with due regard for diversity in skills, experience, age and gender.</p> <p>Currently, the Board comprises four (4) female members, constituting 40% of its composition, demonstrating the Company's commitment to fostering gender diversity in leadership.</p>
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	:	<p>The NC annually performs an assessment of the effectiveness and performance of the Board, Board Committees, and individual Directors to verify that the Board is functioning appropriately as a whole. Each Director completed a detailed questionnaire in the Directors’ Performance Evaluation, which covered matters relevant to the Board’s performance, such as contribution to interaction, quality of input, understanding of role, and personal development.</p> <p>An evaluation of each Board Committee was conducted by assessing the structure, roles, responsibilities, performance of the respective Chairman, as well as the Committee’s performance against its TOR. The assessment was internally facilitated, and the results of the assessments were compiled, documented, and reported to the Board accordingly, as part of the Company’s ongoing corporate governance practices.</p>
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	:	<p>The Board has maintained a comprehensive remuneration policy, which is available on the Company’s website. As outlined in the policy, the remuneration for Executive Directors and Senior Management is based on a combination of the Group’s performance, individual performance, and prevailing market conditions.</p> <p>Independent Non-Executive Directors are remunerated primarily through fees, which reflect their experience, responsibilities within the Board Committees, and the expertise they bring to the Board.</p> <p>The determination of Directors' remuneration remains subject to the Board's approval, with the Director concerned abstaining from discussions on their own remuneration. In accordance with Section 230(1) of the Companies Act 2016, Directors' fees and any benefits payable to Directors of the listed company and its subsidiaries must be approved at the AGM.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The RC established by the Board, is composed entirely of Non-Executive Directors. The RC has been entrusted by the Board to determine the levels of remuneration that are sufficient to attract and retain Directors and Senior Management in managing the business of the Group.</p> <p>The RC has a TOR which clearly sets out its authority and duties.</p> <p>The TOR sets out the roles and responsibilities of the RC.</p> <p>The RC's TOR and Remuneration Policy remain publicly available for reference on the Company's website at https://www.radiumdevelopment.com/ir-corporate-governance/</p>
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	:	<p>In line with best corporate governance practices, the Company has disclosed the Directors' remuneration on a named basis since the 2023 Annual Report.</p> <p>For the financial year 2024, the details of the remuneration for Directors are as follows:</p>

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 Mhd Amin Nordin bin Abd Aziz	Independent Director	120	-	-	-	-	-	120	120	-	-	-	-	-	120
2	Nor Zaemah binti Zainuddin	Independent Director	96	-	-	-	-	-	96	96	-	-	-	-	-	96
3	Koay Lean Lee	Independent Director	96	-	-	-	-	-	96	96	-	-	-	-	-	96
4	Nurazlin binti A. Samad	Independent Director	96	-	-	-	-	-	96	96	-	-	-	-	-	96
5	Phang Sweet Lee	Independent Director	96	-	-	-	-	-	96	96	-	-	-	-	-	96
6	Datuk Gan Kah Siong	Executive Director	-	-	-	-	-	-	-	-	-	456	378	-	164	998
7	Gan Tiong Kian	Executive Director	-	-	-	-	-	-	-	-	-	240	40	-	37	317
8	Gan Kok Peng	Executive Director	-	-	-	-	-	-	-	-	-	240	40	-	37	317
9	Chai Woon Hou	Executive Director	-	-	-	-	-	-	-	-	42	276	120	-	57	495
10	Datuk Sydney Lim Tau Chin	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	58	156	70	-	37	321

Intended Outcome

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

Practice 8.2

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

Application	:	Departure												
Explanation on application of the practice	:													
Explanation for departure	:	<p>The total remuneration of Senior Management comprised of annual salary, bonus, benefits in-kind and other emoluments which were determined based on their annual appraisal performance, inflation and overall performances of the Company.</p> <p>During FY2024, the aggregate remuneration of these Senior Management received and/or receivable from the Company and its subsidiaries is disclosed in bands of RM50,000 below:</p> <table><tr><th>Range of Remuneration</th><th>No. of Top Senior Management</th></tr><tr><td>Below RM200,001</td><td>-</td></tr><tr><td>RM200,001 – RM250,000</td><td>2</td></tr><tr><td>RM250,001 – RM300,000</td><td>-</td></tr><tr><td>RM300,001 – RM350,000</td><td>1</td></tr><tr><td>RM350,001 and above</td><td>2</td></tr></table> <p>Given the confidential and commercial sensitivities associated with remuneration matters and the importance of ensuring stability and continuity of business operations with a competent and experienced management team in place, the Board takes the view that there is no necessity for the Group to disclose the names of the Company’s Senior Management personnel who are not Directors and their specific remuneration.</p> <p>The Board is mindful of the need for transparency in the disclosure of its Senior Management remuneration. Nonetheless, it is of the view that such disclosure could be detrimental to its business interests given the highly competitive human resource environment in which the Group operates as this will facilitate opportunities for competitors to pinch the Group’s top Senior Management. As such, disclosure of specific remuneration information could give rise to recruitment and talent retention issues going forward.</p>	Range of Remuneration	No. of Top Senior Management	Below RM200,001	-	RM200,001 – RM250,000	2	RM250,001 – RM300,000	-	RM300,001 – RM350,000	1	RM350,001 and above	2
Range of Remuneration	No. of Top Senior Management													
Below RM200,001	-													
RM200,001 – RM250,000	2													
RM250,001 – RM300,000	-													
RM300,001 – RM350,000	1													
RM350,001 and above	2													

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

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	The disclosure of top 5 Senior Management remuneration presented in the band of RM50,000 as outlined in Practice 8.2 has substantially reflected the amount of remuneration received by these Senior Management.

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	Nor Zaemah binti Zainuddin, the Chairperson of the ARMC, is an Independent Non-Executive Director and is not the Chairman of the Board.	
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	:	The ARMC’s TOR provides that a former key audit partner shall observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC. As of the current financial year, none of the members of the ARMC is a former partner of the audit firm of the Group.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	<p>The policy on assessment of External Auditors is defined in the ARMC's TOR and can be found on the Company's website at https://www.radiumdevelopment.com/ir-corporate-governance/. As part of the ARMC review processes, the ARMC will obtain written assurance from the External Auditors confirming 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.</p> <p>Annually, the ARMC also reviews the appointment, performance and remuneration of the External Auditors before recommending them to the shareholders for re-appointment in the Annual General Meeting. In assessing the External Auditors, the ARMC will consider the adequacy of resources of the firm, quality of service and competency of the staff assigned to the audit as well as the auditors' independence and fee.</p>
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	:	Applied
Explanation on adoption of the practice	:	The ARMC is comprised solely of the following Independent Non-Executive Directors: i) Nor Zaemah binti Zainuddin, <i>Chairperson</i> ii) Koay Lean Lee, <i>Member</i> iii) Nurazlin binti A. Samad, <i>Member</i>

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	:	<p>The Board has established an effective and independent ARMC with a diverse range of skills to fulfil its duties. Most members are financially literate, and all possess sufficient experience and expertise in risk management, commercial business and capital markets. This enables them to meet their responsibilities and provide constructive challenges to the management. Their qualifications and experience are disclosed in the 'Profile of Board of Directors' section in the Annual Report 2024.</p> <p>All ARMC members are expected to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, to enable them to actively participate in deliberations. Throughout FY2024, the ARMC members attended various training programmes, forums, conferences and seminars as disclosed in the Corporate Governance Overview Statement of the Annual Report to keep themselves abreast of the relevant industry developments in accounting and auditing standards, as well as the impact of climate related risks on financing reporting, business practices and regulations.</p> <p>Based on the annual Board Committees assessment, the Board is satisfied with the performance of the ARMC and its members in discharging their duties in accordance with its TOR, and that each of its members has added value and contributed to its overall effectiveness.</p>
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	:	<p>The Board is responsible for overall oversight of risk management in the Group covering the systems of risk management and internal control for financial, operational and compliance while the Executive Directors and senior management team are primarily responsible for managing risks in the Group.</p> <p>The Statement on Risk Management and Internal Control ("SORMIC") is set out on pages 86 to 95 of the Annual Report explaining the systems of risk management and internal control that the Group has established to address its material risks during the financial year.</p> <p>The Board has expressed in the SORMIC that they are satisfied with the effectiveness and adequacy of the existing level of risk management and internal control systems.</p>
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	:	<p>The Board affirms its overall responsibility for the adequacy and effectiveness of the Group's risk management and internal control system. Effective risk management and internal control processes play a key role in the pursuit of the Group's business objectives and sustaining success.</p> <p>The Board has disclosed the features of the risk management and internal control framework, which include the governance and processes in the SORMIC section of the Company's Annual Report 2024 (pages 86 to 95).</p> <p>Adequacy and effectiveness of the key risk management and internal control processes are also reviewed and disclosed under the SORMIC section of the Company's Annual Report.</p>	
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	:	Applied
Explanation on adoption of the practice	:	The Board has established a combined audit and risk management oversight function under the ARMC. The members of ARMC comprise wholly Independent Non-Executive Directors.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC is assisted by an Internal Audit function, which is currently managed by Sterling Business Alignment Consulting Sdn. Bhd., an internal audit consulting firm.</p> <p>The Internal Auditors have conducted their work with reference to the broad principles of the International Professional Practice Framework of the Institute of Internal Auditors covering the audit planning, execution, documentation, communication of findings and consultation with key stakeholders. Besides reviewing the internal control systems, the Internal Auditors also assess the governance and risk management of the Group.</p> <p>When reviewing the internal audit reports, the ARMC will consider the impact of the audit issues and assess whether management has provided their comments appropriately reflecting their commitment to the audit recommendations.</p> <p>A private session with the Internal Auditors will be held without the presence of management by the ARMC, if needed, to allow the Internal Auditors to exchange their views freely with the ARMC.</p> <p>ARMC will perform the performance assessment as and when the Internal Auditors have presented the internal audit report to ARMC. In carrying out the performance assessment, ARMC will consider the quality of services and reports provided, sufficiency of consultancy firm resources, independence, objectivity, and professional scepticism.</p>
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	:	<p>The Internal Audit Function is outsourced to Sterling Business Alignment Consulting Sdn. Bhd. (“Sterling”), an internal audit consulting firm.</p> <p>The audit personnel from Sterling are free from any relationships or conflicts of interest, which could impair its objectivity and independence. Sterling is a corporate member of the Institute of Internal Auditors Malaysia (IIAM).</p> <p>The number of staff deployed for each internal audit review ranges from 3 to 4 per visit. Different lead Internal Auditors are assigned to conduct each internal audit review, depending on the scope of the review. The lead internal audit team performing audit for the Group for the year under review consists of:</p> <p>Dr. So Hsien Ying of Sterling is the Principal Consultant responsible for the internal audit of the Group. She has more than 29 years of experience in corporate planning, business process improvement, risk management, internal audit and internal control review. She is a Doctor in Business Administration (Wales), a Master in Business Administration (Finance) (Hull), a B. Sc Economics (Hons) (London), a Certified Internal Control Professional (US), a permanent member of the Internal Control Institute (US), an associate member of IIAM and a member of the Malaysian Alliance of Corporate Directors and Associate.</p> <p>Yap Sau Peng, a Certified Internal Auditor (CIA), a member of the Malaysian Institute of Accountants (MIA), a Professional Member of The Institute Internal Auditors Malaysia (CMIIA), a Master of Business Administration with more than 20 years of experience in business process improvement, internal control review, internal audit and risk management.</p> <p>The Internal Auditor uses the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control – Integrated</p>

	<p>Framework as a basis for evaluating the effectiveness of the internal control system.</p> <p>The Internal Auditor performs their work with reference to the principles of the International Professional Practices Framework set by the Institute of Internal Auditors, covering the conduct of the audit planning, execution, documentation, communication of findings and consultation with key stakeholders.</p> <p>The Audit Committee also reviews the internal audit engagement to ensure that the Internal Auditors' objectivity and independence are not impaired or affected.</p>	
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	:	<p>The Group believes that clear and consistent communication with investors promotes a better appreciation of the Company's business and activities and allows the Group's business and prospects to be evaluated appropriately.</p> <p>Following are the means and approaches used by the Board in communicating with stakeholders:</p> <p>i. General meetings The Company's general meetings, particularly the Annual General Meeting ("AGM"), are the principal forum for dialogue with shareholders, who are given the opportunity to enquire and seek clarification on the operations and financial performance of the Group.</p> <p>At the Company's Tenth (10th) AGM which was held successfully on 27 June 2024, there was a total of 61 valid proxy forms received, representing approximately 82% of the Company's total voting share capital;</p> <p>ii. Analyst and investor meetings The management maintains regular dialogue with stakeholders to promote mutual understanding of the Company's objectives. The Chairman and Group Managing Director take an active role in engaging our stakeholders through their participation in the investor relations programme or media events.</p> <p>The Investor Relations team (enquiry@radiumdevelopment.com) acts as the main point of contact with investors throughout the year. During the FY2024, there were several meetings held with analysts and investors;</p> <p>iii. Company website at www.radiumdevelopment.com, where shareholders or investors may access information about the Group under the "Investor Relations" section encompassing financial and stock information, announcements to Bursa Securities, various governance policies and Board Committees' TORs; and</p>

	iv. Annual Reports and Sustainability Reports The Company's Annual Reports and Sustainability Reports are vital and convenient sources of essential information for investors and other stakeholders. We strive to provide a high standard of reporting and transparency that goes beyond mandatory requirements in order to provide value for our stakeholders.	
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	:	<p>The Board remains committed to facilitating effective shareholders’ participation at all general meetings of the Company. In line with this commitment, the Company ensures that the notice of the AGM is provided to shareholders well in advance of the meeting date. For the Tenth (10th) AGM, the notice was dispatched on 29 April 2024, which exceeds the required 21-day notice period under the Companies Act 2016 and Main Market Listing Requirements, as well as the 28-day notice period under the MCGG.</p> <p>The additional time given will enable the shareholders to make the necessary arrangement to attend in person or through proxies, corporate representatives or attorneys. The longer notice will provide shareholders with adequate time to consider the resolutions before exercising their voting rights.</p>	
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	:	<p>All Board members are fully aware of their duty to attend all general meetings of the Company. For the Tenth (10th) AGM, all Board members attended, demonstrating their commitment to engaging with shareholders and fulfilling their governance responsibilities. Barring any unforeseen circumstances, all Board members are expected to attend future general meetings of the Company.</p> <p>In addition to the Board’s participation, the External Auditors were invited to attend the AGM to respond to any queries from shareholders, particularly concerning the Company’s financial statements and audit matters.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Company leveraged technology to facilitate shareholders’ participation and electronic polling during its Tenth (10 th) AGM. The electronic polling system allowed shareholders to vote conveniently, and the results were verified by an independent scrutineer. The Company also ensured robust cyber hygiene practices, prioritising data privacy and cybersecurity to prevent threats during the meeting. These measures facilitated meaningful engagement between the Board, Senior Management, and shareholders.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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	:	The Company facilitated interactive shareholder engagement at its Tenth (10 th) AGM on 27 June 2024. Shareholders were provided sufficient opportunity to pose questions during the Question and Answer ("Q&A") session. The Chairman, supported by the Group Managing Director and Senior Management, read out and responded to relevant questions during the meeting. Questions requiring further clarification were addressed through follow-up communication. All Directors, Senior Management, and shareholders attended the AGM to support meaningful engagement and discussion on the Company's performance and strategies.
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	:	<p>While the Tenth (10th) AGM of Radium, held on 27 June 2024, was conducted in a physical format at Platinum Hall @ Platinum Suites, Kuala Lumpur, the Company ensured meaningful shareholder engagement through the use of electronic polling for all resolutions. A secure polling platform managed by Boardroom Share Registrars Sdn. Bhd. facilitated the voting process, and Scrutineer Solutions Sdn. Bhd. verified the poll results to ensure accuracy and integrity.</p> <p>Additionally, the AGM included a dedicated Q&A session where shareholders' queries were addressed comprehensively. Any unanswered questions were followed up with responses sent via email. The Company is committed to exploring hybrid or physical AGM formats in the future to further align with the evolving practices for shareholder engagement.</p>
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	:	Minutes of the Tenth (10 th) AGM held on 27 June 2024 was published on the Company's website at https://www.radiumdevelopment.com/ir-general-meetings/ within 30 days after the meeting.
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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