

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7165
COMPANY NAME : Velocity Capital Partner Berhad
FINANCIAL YEAR : June 30, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board of Directors ("Board") is collectively responsible for the proper conduct of the Company's business and assumes the responsibility of effective stewardship and control of the Company and its subsidiaries ("Group"). In discharging its fiduciary duties and leadership functions, the Board is guided by the Board Charter, which clearly outlines the composition of the Board, roles and responsibilities of the Board, Board Chairman, Chief Executive Officer ("CEO")/Managing Director ("MD"), individual Directors, Board Committees and the Company Secretary, as well as the operations and process of the Board. All the Directors of the Company have objectively discharged their fiduciary duties and responsibilities at all times in the best interests of the Company to oversee the conduct, business activities, and development of the Group. As part of the Board's endeavour to set the tone from the top, the Board evaluates and determines the training needs of its Directors annually and encourages the Directors to attend various professional training programmes necessary to keep abreast on issues and challenges arising from the changing business environment within which the Group operates. The Board is clear on the strategic direction of the Company and discusses, reviews, and adopts various business plans and strategies, both short-term and long-term, as well as allocated resources, and any changes thereto, if required, through constructive discussions with the Executive Directors ("EDs") and Senior Management at least once every quarter. The Board will enquire and probe the Management on the status of projects and proposals as part of its oversight on the Management and sets the appropriate tone at the top while providing

	thought leadership and championing good governance and ethical practices throughout the Group. On a continuous engagement basis, even outside the boardroom, the Non-Executive Directors (“NEDs”) are actively engaged in group discussions as and when the need arises and has consistently enquired on the operations of the Group, examined the Management’s plans and proposals for the Group and provided constructive feedback on the Management’s plans. Furthermore, the NEDs follow up closely with the Management on the implementation of the Management’s plans to ensure that the Management follows through with their plans. As part of the Board’s endeavours to promote sustainability when setting the Company’s business strategies, the Board ensures that the Company’s strategic plan supports long-term value creation and includes strategies on economic, environmental, and social considerations underpinning sustainability. The Board ensures that all strategic and critical issues are considered in formulating and adopting the Company’s strategies. The Board, together with Senior Management, promotes good corporate governance culture within the Company, which reinforces ethical, prudent, and professional behaviour. The Board periodically reviews the Board Charter, the Code of Business Conduct and Ethics, and the Terms of Reference of the Board Committees and revises the aforesaid policies in a timely manner to ensure the relevance of these policies. In addition, the Board is also mindful of the need for the development of other appropriate policies and procedures given the ever change in the business landscape and regulatory environment. To reiterate the Board’s stance against corruption and in conjunction with the implementation of Section 17A of the Malaysian Anti-Corruption Commission Act 2009, the newly appointed Directors were briefed on the said provision to ensure that each member of the Board is well-versed with the Anti-Bribery and Anti-Corruption Policy, thereby facilitating the Board in setting the tone from the top. The Board encourages good corporate governance by applying sustainability practices throughout the Group. The Group is committed to business and environmental sustainability via the implementation of various policies to minimise the negative impact caused by the Group’s business activities on its ecosystem, encompassing development planning, construction site management, workforce, customer satisfaction and service, compliance, and corporate social responsibility. These policies would be constantly reviewed by the Board from time to time. Some of the Group’s sustainability practices include: - compliance with all stipulated regulations, including any conservation requirements.
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	- committing to more green spaces. - observing the highest standards of Occupational Health and Safety protection in creating a safe and healthy working environment for its employees as well as ensuring that its employees receive the relevant training and exposure for improved working standards. - having a strong focus on customer needs and resolving and handling customers' feedbacks and complaints methodologically. The Board also assesses the performance of the Management to determine whether the Group's business is well managed. The Audit Committee ("AC") reviews the Group's quarterly unaudited financial results and the Group's business performance in conjunction with the EDs and Senior Management's detailed briefings on the financial and business performance of the Group at the AC Meetings and Board Meetings. During these meetings, and outside these meetings as may be required, the NEDs proactively probed the EDs and Senior Management on the financials and operations of the Group where these questions raised were addressed promptly and accordingly. The Board has established a separate Risk Management Committee ("RMC") to have a separate board level to provide dedicated oversight on risk management matters given the evolving nature of risks in the marketplace. The Company has also established a sound structure for internal controls and policies for risk management, which is detailed under Practices 10.1, 10.2, 11.1, and 11.2 of this Report. On the formal reporting level, the Board consulted the AC, reviewed the Internal Audit Report presented by the outsourced Internal Auditors, and discussed the relevant improvements required to address the internal audit issues raised. The Board also ensures that the Company makes all necessary and material announcements to Bursa Malaysia Securities Berhad ("Bursa Securities") on a timely basis. Shareholders are also encouraged to attend the Company's General Meetings to have open dialogues with the Board. Shareholders who were unable to attend were able to appoint their proxies to attend and speak on their behalf.
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

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	The key responsibilities of the Chairman of the Board have been clearly spelled out under Paragraph 5.3.2 of the Board Charter, which has been made available on the Company's website at www.velocitymy.com. En. Azman Bin Mat Ali ("En. Azman") was appointed as Independent and Non-Executive Chairman ("INEC") of the Company on 6 December 2023. The INEC played a pivotal role in ensuring that the Board discharged its duties and responsibilities effectively and steered the Board to be fully committed to maintaining a high standard of corporate governance while pursuing the corporate objectives in enhancing shareholders' value and competitiveness of the Company. The INEC also managed the interface between the Board and Management. The INEC led the Board meetings and discussions while encouraging active participation and allowing dissenting views to be freely expressed to foster a culture of openness in the boardroom. The INEC also ensured that no Directors, whether Executive or Non-Executive, dominated the discussion.
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	:	Paragraph 5.3.3 of the Board Charter indicated that the positions of the Chairman and CEO/MD are held by different individuals to promote accountability and facilitate the division of responsibilities amongst them while ensuring a balance of power and authority to promote accountability. The distinct and separate responsibilities of the Chairman and ED are clearly defined in the Board Charter to ensure that no one (1) individual has unfettered powers of decision making and control. The Chairman is responsible for instilling good corporate governance practices and leadership, and for ensuring Board effectiveness and leading the Board in its collective oversight of the Management, while the CEO/MD, together with the other EDs, focuses on the business and daily operations and management of the Group based on their respective areas of operations, while at the same time ensuring organisational effectiveness and implementation of Board policies and decisions. While the Management is not spearheaded by a CEO/MD, the EDs collectively oversee the business and daily operations and management of the Group, while the NEDs of the Company endeavour to preserve the Board's role in exercising objective oversight over the Management by providing constructive scrutiny to deliberations 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

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 Board Chairman, Encik Azman did not hold any membership in the Board Committees of the Company. He did not participate in any meeting of the Board Committees by way of invitation or in any other capacity. Having the positions of the Chairman of the Board and Chairman of the various Board Committees assumed by different individuals allows the Board to discharge their duties with unfettered objectivity.
Explanation for departure	:	Please provide an explanation for the departure. Please provide an alternative practice and explain how the alternative practice meets the intended outcome.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	The Company is supported by two (2) suitably qualified and competent Company Secretaries. Both Company Secretaries are qualified Chartered Secretaries under Section 235(2)(a) of the Companies Act 2016 ("CA 2016") and possess a practising certificate issued by the Companies Commission of Malaysia ("CCM"). They are also members of the Malaysian Association of the Institute of Chartered Secretaries and Administrators ("MAICSA"). The Company Secretaries are external company secretaries from Securities Services (Holdings) Sdn. Bhd. with vast knowledge and experience from being in public practice, and are supported by a team of competent company secretarial personnel. The Company Secretaries support the Board and the relevant Board Committees to ensure their effective functioning in accordance with their Terms of Reference and best practices and in managing the Company's corporate governance framework. The Company Secretaries also advise the Directors on their fiduciary and statutory duties, as well as corporate disclosures and compliances with the CA 2016, the Company's Constitution, the Bursa Securities Main Market Listing Requirements ("MMLR"), the Malaysian Code on Corporate Governance ("MCCG"), adopted policies, and other pertinent regulations governing the Company, including guiding the Board towards the necessary compliances. The Company Secretaries also update the Board on changes in the regulatory requirements in a timely manner to ensure the Company remains compliant with the relevant rules and regulatory requirements and that the Board adheres to the relevant procedural requirements at all times. The Company Secretaries also act as the official liaison party for the Company to prepare and submit statutory returns to the CCM. They also ensure that any change in the Company's statutory information is notified to the CCM in the relevant prescribed forms in a timely manner.

	The Company Secretaries are responsible for arranging and coordinating meetings of the Board, Board Committees, and shareholders. This involves preparing the agenda, issuing proper notices of meetings, and taking and producing minutes to record the business transacted at the meetings and the decisions taken. For the financial year ended 30 June 2025 (“FY2025”), the Company Secretary attended the 24th Annual General Meeting (“AGM”) of the Company held on 3 December 2024, and at least one (1) of the Company Secretaries, or their representative who has been briefed on the agenda items, attended all Board and Board Committees meetings. All deliberations at the 24th AGM and all Board and Board Committees meetings were well minuted, and action plans to be communicated to the Management to work on and report back to the Board. During the general meetings, the Company Secretary coordinated with the Management and Share Registrar/Poll Administrator to manage the processes of the general meetings to ensure orderly proceedings, including the conduct of the poll taken on all resolutions tabled at the general meetings. The Board was also updated by the Company Secretaries on the Directors’ Resolutions in Writing passed, Directors’ dealings pursuant to Chapter 14 of the MMLR, announcements made to Bursa Securities and circulars or correspondences from regulatory bodies at every scheduled Board meeting held quarterly during the FY2025. The Company Secretaries had and will continue to constantly keep themselves abreast on matters concerning company law, the capital market, corporate governance, and other pertinent matters, and with changes in the same regulatory environment, through continuous training and industry updates. They have also attended many relevant continuous professional development programmes as required by MAICSA for practicing Chartered Secretaries. The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in the discharge of its function and duties during the FY2025.
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

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	The Board meets on a quarterly basis to review and approve the financial, operational and business performance of the Group. Directors of the Company are furnished with notices of meetings and meeting materials containing the relevant information to be deliberated at least five (5) business days prior to the meetings. This is to accord sufficient time for the Directors to review, consider and obtain further information or seek clarification from the Senior Management or the Company Secretaries on the matters to be deliberated at the meeting, if required. Comprehensive reports comprising a balance of financial and non-financial information, operational matters, governance and regulatory issues are customarily enclosed as accompanying materials. Board and Board Committees' meetings proceedings are well documented by the Company Secretaries. The minutes of meetings that record the proceedings, including key deliberations, decisions made, conclusions and rationale for each decision as well as matters where Directors abstained from deliberation and voting, and concerns or dissenting views, if any, are circulated to the Board and Board Committees after the meeting for review. Thereafter, the meetings' minutes are tabled and confirmed by the Board or Board Committees at the subsequent meetings.	
Explanation for departure	:	Please provide an explanation for the departure. Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board Charter clearly sets out the respective roles and responsibilities of the Board, Chairman of the Board, individual Directors, Board Committees, and the Company Secretary. With this, it serves as a primary guideline and part of the induction literature, providing insights to prospective and existing Board members of their fiduciary duties as Directors of the Company and the functions of each Board Committee. This ensures that all Board members are aware of the fiduciary duties and responsibilities, various legislations and regulations affecting their conduct, the need for safeguarding the interests of the shareholders and other stakeholders, and that the highest standards of corporate governance are applied to all their dealings in respect and on behalf of the Company. The Board Charter is accessible on the Company's website at www.velocitymy.com. The Board Charter will be reviewed periodically to ensure it remains consistent with the Board's objectives and complies with all applicable laws, rules and regulations .
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board is committed to maintaining a proper standard of conduct and ethical behaviour for the Board, Management, employees, and other stakeholders based on the principles of sincerity, integrity, responsibility, and corporate social responsibility. The Board has formalised ethical standards by adopting a Code of Business Ethics and Conduct which provides guidance to the Board, Management, employees, and other stakeholders to deal with ethical issues and provides mechanism to report unethical conducts fostering a culture of honesty and accountability. The Board has also established an Anti-Bribery and Anti-Corruption ("ABAC") Policy which sets out rules and providing guidance to Board, Management, employees, and other stakeholders who work for and/or act for or on behalf of the Group, on how to deal with improper solicitation, requests for bribes and other corrupt activities and issues that may arise in the course of business. The Conflict of Interest Policy was also put in place to maintain the highest ethical standards. All Directors and employees are expected to conduct themselves with integrity, impartiality and professionalism at all times, and to take all reasonable steps to avoid actual, potential or perceived conflict of interest that may arise in the performance of their duties. The Code of Business Ethics and Conduct, ABAC Policy and Conflict of Interest Policy are published on the Company's website at www.velocitymy.com.
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises that whistleblowing can serve as an important tool in preventing misconduct at the early stage and has established a Whistleblowing Policy that sets out avenues for individuals to raise concerns about illegal, unethical, or questionable practices in confidence and without the risk of reprisal. The Board is also cognisant of the fact that, although crucial, the mere existence of the Whistleblowing Policy cannot operate in isolation. As such, the Board, together with the Management, have put mechanisms in place to accord whistleblowers anonymity and the necessary protection. This is evident in the Company's Whistleblowing Policy which sets out guidance on the appropriate communication and feedback channels and actions to facilitate whistleblowing while assuring potential whistleblowers of the protection accorded to them. Employees who wish to raise genuine concern(s) of misconduct or malpractice may bring the issue to the attention of the following designated parties:- • ED; or • Chairman of AC. The Whistleblowing Policy is made available on the Company's website at www.velocitymy.com.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Group's sustainability efforts are governed through the corporate structure with ultimate responsibility from the Board who is responsible for overseeing sustainability roles across the Company. The RMC, chaired by the NED, Dato' Kang Chez Chiang, is tasked for driving and managing the sustainability across the business and ensures that key sustainability results are met with the support of the Management. The RMC reports key sustainability matters to the Board. The Management implements sustainability strategies and monitors the progress of the Company's sustainability performance. The degree of significance of the sustainable matters to influence the assessment and decision by internal and external stakeholders was performed by using informal stakeholders' engagement through direct communication with relevant internal and external stakeholders by Head of Departments/Divisions and EDs. In addition, the respective division's management heads are responsible for identifying, evaluating, monitoring, and managing economic, environmental, and social risks and opportunities directly. The sustainability related activities undertaken and targets set out by the Company have been disclosed in the Sustainability Statement in the Annual Report in respect of the FY2025 ("Annual Report 2025").
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	The Board is constantly looking for opportunities within and outside its industries in order to enhance the Group's competitiveness and risk management through growth and diversification. The Group believes that continual engagement with our stakeholders is crucial in making the sustainability focus known. The needs and expectations of the stakeholders can be met through open two-way communication, which subsequently enhances trust from the stakeholders and promotes Group's accountability. For internal stakeholders, the sustainability matters are communicated to the employees in training programs and workshops, townhall meetings, internal newsletters, memos and corporate events. For external stakeholders, the sustainability strategies, priorities, targets and progress are communicated via corporate website, annual report, social media, general meetings, quarterly financial announcements and etc. Further details on the practices that the Group adopted to engage with internal and external stakeholders are disclosed in the Sustainability Statement of the Annual Report 2025.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is cognisant that Directors are expected to have a strong understanding and be able to engage with Management in addressing sustainability-related risks. The Board members keep themselves apprised with relevant sustainability developments by presentation of updates, reading and also discussions. The Board is committed to staying abreast with sustainability issues associated with the ever-evolving operating environment which are relevant to its business, including supply-chain risk, supporting labour rights, and others. This may include, but is not limited to periodical updates by Bursa Securities, Securities Commission Malaysia (“SC”) and the training programmes attended by them respectively. If necessary, external consultants will be engaged to provide training and knowledge development on sustainability matters to the Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	The Board had through its NC, has conducted an annual performance evaluation on the Board itself, focusing on various aspects including its size, structure, mix of skills, knowledge, experience, qualities, diversity in age, gender, race and ethnicity. The evaluation also assessed the effectiveness and frequency of Board Meetings held during FY2025, as well as the Board's effectiveness in addressing the Company's material sustainability risks and opportunities in general.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	The NC oversees the overall composition of the Board in terms of size, mix of skills, experience, diversity and core competencies and the balance between EDs, NEDs and Independent Directors. The effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board and the contribution of the Board's various committees will be assessed on an annual basis. In addition, the Board Charter provides that the tenure of an independent director does not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the Board as a non-independent Director, provided the Board shall first justify and obtain annual shareholders' approval via a two-tier voting process as guided by the MCCG, for his or her retention, failing which, he or she may still serve on the Board, but as a Non-Independent Director. An Independent Director shall resign/retire from the Board or be redesignated as a Non-Independent Director when his tenure exceeds a cumulative term of twelve (12) years. The annual re-election of retiring Directors has been contingent on satisfactory evaluation of the Director's performance and contribution to 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

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board acknowledges the importance of Independent Non-Executive Director (“INED”), who provide objectivity, impartiality, and independent judgement to ensure an adequate check and balance on the Board. The INEDs ensure that business and investment proposals presented by Management are fully deliberated and examined. They perform a key role by providing unbiased and independent views, advice, and judgement, which take into account the interests of the Group and all its stakeholders, including shareholders, employees, customers, business associates, and the community as a whole. The Board currently comprises seven (7) Directors made up of two (2) EDs, three (3) INEDs, one (1) INEC and one (1) Non-Independent and Non-Executive Director (“NINED”).	
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	:	The NC and the Board take cognisance that under the MCCG, should the Board wish to retain any of its Independent Directors who have served the Board for a cumulative term of nine (9) years, the Board should seek annual shareholders' approval via a two-tier voting process as guided by the MCCG, in the AGM. However, this does not apply to the Company at this juncture. An Independent Director shall resign/retire from the Board or be re-designated as a Non-Independent Director when his tenure exceeds a cumulative term of twelve (12) years. Currently, the tenure of INEDs, namely En. Azman, Dato' Chong Mun Phing, Mr. Krishnan A/L Dorairaju ("Mr. Krishnan") and Dato' Kang Chez Chiang are less than nine (9) years.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

<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 :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges the crucial role that diversity plays in facilitating constructive debates and healthy discussions during the Board's deliberations and believes that diverse senior management is critical in enhancing the Company's overall credibility and driving the Company forward. This can be reflected in the Company's stance as an equal opportunity employer and its stance against discrimination of any form, whether based on age, gender, race, religion, identity or ethnicity throughout the organisation. In this regard, the Directors and senior management personnel are recruited based on objective criteria, merit, and due regard for diversity in skills, experience, age, cultural background, and gender. The Board appoints its members through a formal and transparent selection process. The new appointees will be considered and evaluated by the NC, and the NC will then recommend the candidates to be approved and appointed by the Board. The Company Secretaries will ensure all appointments are properly documented. During the FY2025, the NC and the Board had undertaken this process during the appointment of Dato' Fam Chee Way ("Dato' Fam") as NINED and Mr. Teh How Tze as Principal Officer of the Company. While there is diversity in skills, experience, age, and cultural background on the Board, there is one (1) woman Director on the Board. The Board will continue to consider this in its recruitment of Board members where necessary while also ensuring that the recruitment is based on objective criteria, merit, and due regard for diversity in skills and experience, not solely gender. During the FY2025, the Company has one (1) woman INED.

	In addition to the above, the Board would take into consideration the following criteria as indicated in the Directors' Fit and Proper Policy which can be referred to on the Company's website at www.velocitymy.com, for assessment of the suitability of candidates to be appointed as Directors of the Company moving forward: - Probity, personal integrity and reputation, where the candidate must have personal qualities such as honesty, integrity, diligence, independence of mind and fairness, as well as financial integrity, where the candidate must manage his debts or financial affairs prudently; - Competence and capability, where the candidate must possess the qualifications, skills, working experience, expertise and capability necessary to carry out the role; and - Committed and demonstrates willingness to devote time and effort to understand the business of the Group and participate in board activities, and able to judge independently, objectively and provide constructive comments.	
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	Although the Board did not utilise independent sources to identify new Board members, when a vacancy exists or when it is considered that the Board would benefit from the services of additional Board members with particular skills, the NC shall recommend to the Board one (1) or more candidates with the appropriate expertise or experience. The NC may source from its peers, networking or recommendation from the Management and within the bounds of practicability, by any Director and by the shareholder or may use the services of a professional recruitment firm. The NC will then make its recommendation on the candidates for submission to the Board for approval. During the FY2025, the Board appointed Dato' Fam on 3 January 2025 as additions to the Board. All the Board members were identified through the recommendation from the Management, after considering the academic qualifications, legal expertise, relevant experience, and capacity to provide independent judgment and opinions of the Board members. The Company will utilise independent sources should there be no suitably qualified candidates recommended by the existing board member, shareholders, and senior management.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.7

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 information of the retiring Directors is disclosed in the Company's Annual Report 2025 which includes: 1) Biography including academic/ professional qualification and present directorships with other public listed companies; 2) Any family relationship with Directors and/or any major shareholders of the Company; 3) Any conflict of interest or potential conflict of interest with the Company; 4) Any convictions for offences within the past five (5) years (other than traffic offences), public sanctions/ any penalties imposed by the relevant regulatory bodies; and 5) Details of meeting attendance. The explanatory notes accompanying the Notice of 25th AGM have included a statement by the Board and NC being satisfied with the performance and effectiveness of the retiring Directors who offered themselves for re-election. For independent directors, the NC assesses their relationship with the executives that might influence, or reasonably be perceived to influence their capacity to bring an independent judgement and to act in the best interests of the listed company as a whole.
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 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	During the FY2025, the NC was chaired by an INED, Dato’ Chong Mun Phing. As the Chairperson of the NC, Dato’ Chong Mun Phing is leading the selection and nomination process of the new Board members as well as the annual review of the effectiveness of each individual director, ensuring that the performance of each individual Director is objectively assessed.	
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Currently, there is one (1) female Director, representing 14% women representation on the Board. The Board does not have a specific policy on gender, ethnicity, and age group for candidates to be appointed to the Board and does not have a specific policy on setting a target for women candidates in the workforce.	
		Nonetheless, the Board does not practise discrimination of any form, whether based on age, gender, race, religion, identity or ethnicity throughout the organisation, and due considerations will be given based on objective criteria, merit, and due regard for diversity in skills and experience, and not solely gender.	
		The Board will continue in its endeavour to meet the gender diversity target of 30% women's participation.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board acknowledges the importance of boardroom diversity and the recommendation of the MCCG pertaining to the establishment of a gender diversity policy. Insofar as board diversity is concerned, the Board does not have a gender diversity policy but the practice of equal gender composition has been implemented throughout the Group.	
	:	The Board is cognisant of the recommendation in the MCCG on gender diversity policies and targets, as well as the measures to be taken to meet the targets. The Board will prioritise the appointment of women to the Board as per the recommendation of the MCCG.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	The Board had, through the NC, conducted annual assessments to determine the effectiveness of the Board, its Committees, and each individual Director for the FY2025 on 25 August 2025. The same annual assessment was conducted for the financial year ended 30 June 2024 on 29 August 2024. The independence of the Independent Directors was also assessed on the same dates. The system of assessment is as described below:- (i) Directors' peer assessment The annual assessment of the Directors commences with the completion of a set of comprehensive Peer Assessment Forms detailing all assessment criteria, which must be completed by each Director who will evaluate one peer Director selected at random confidentially. The Peer Assessment Form will then be submitted to the Company Secretaries confidentially, who will table the results to the NC. Criteria for the peer assessment include peer ratings on the Director's knowledge, contribution, performance, calibre, and personality. (ii) Evaluation on the effectiveness of the Board as a whole and Board Committees The criteria for assessing the performance of the Board as a whole and the Board Committees cover composition, processes, accountability as well as the fulfilment of duties and responsibilities. (iii) Peer evaluation of AC Members

The annual assessment commences with the completion of a set of comprehensive assessment forms detailing all assessment criteria that must be completed by each AC member on the performance of their AC peers during the financial year. Such an assessment form will then be submitted to the Company Secretaries confidentially to table the consolidated results to the NC. Criteria for the assessment include ratings on the AC members' knowledge, contribution, performance, calibre, and commitment.

(iv) **Assessment of Independent Directors**

All Independent Directors had signed an undertaking/confirmation that they remain independent. The NC had considered each Independent Director's independence and advised the Board accordingly.

All the above assessment results were reported to the Board for notation, discussion, and further improvements. Based on the aforesaid evaluations conducted for the FY2025, the NC and the Board were satisfied with the performance of each Director, the Board as a whole, and the Board Committees.

The Board was also satisfied with the level of time commitment given by all the Directors towards fulfilling their roles and responsibilities as Directors of the Company. This is evidenced by the attendance record of the Directors at the Board meetings during the FY2025 as set out in the table below:-

Name of Director	Attendance
Azman Bin Mat Ali	5/5
Dato' Chong Mun Phing	5/5
Krishnan A/L Dorairaju	5/5
Dato' Kang Chez Chiang	5/5
Lim Peng Tong	5/5
See Toh Kean Yaw	5/5
Dato' Fam Chee Way (appointed on 3 January 2025)	2/2
Tan Yip Jiun	1/3

	<i>(resigned on 3 January 2025)</i> All Directors shall, prior to accepting new directorships in other companies, notify the Chairman of the Board and/or the Company Secretaries, and inform them of the indication of the time that will be spent on the new appointment to ensure that the Director would still have the time to focus and fulfill their roles and responsibilities effectively. The Directors are also required to submit a timely update on their other relevant directorships to the Company Secretaries, who will, in turn, update the Board accordingly. Such information is used to monitor the number of directorships held by the Directors and to notify the CCM accordingly, where required. During the FY2025, none of the Directors had directorships in public listed companies that exceeded the maximum limit of five (5) directorships.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	The RC has been entrusted by the Board to determine that the level of remuneration is sufficient to attract and retain Directors of quality required to manage the business of the Group. The RC is entrusted under its Terms of Reference to assist the Board, amongst others, to recommend to the Board the remuneration of EDs. In the case of NEDs, the level of remuneration shall reflect the experience and level of responsibilities undertaken by the NEDs concerned. In all instances, the deliberations are conducted, with the Directors concerned abstaining from discussions on their individual remuneration. The Board has adopted the Policies and Procedures to Determine the Remuneration of Directors and Senior Management, by taking into consideration the demands, complexities and performance of the Company as well as the skills and experience required of Directors, to guide the Board in ensuring that the remuneration levels are sufficient to attract, retain and motivate Directors. The policy is published on the Company's website at www.velocitymy.com.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has a RC, whose principal objective is to assist the Board in structure and clearly link Directors' and Senior Management's remuneration to the Company's strategic objectives, which rewards contribution to the Company's long-term success in promoting business stability and growth. The RC assists the Board in implementing its policies and procedures on remuneration, which includes reviewing and recommending the proposed remuneration packages of the Directors of the Company. The RC has a detailed Terms of Reference in writing, which includes the RC's :- • Objectives • Composition of members • Chairman • Secretary • Meetings • Quorum • Minutes • Circular resolutions • Reporting • Authority • Duties and responsibilities The Board had adopted the Terms of Reference of the RC which was published on the Company's website at www.velocitymy.com. The RC of the Company is currently chaired by Dato' Chong Mun Phing, an INED of the Company.

	The RC currently consists exclusively of INEDs, which is in line with the MCCG's guidance. The Directors who are shareholders of the Company would abstain from voting in respect of their fees and benefits at the 25th AGM.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The Company discloses in detail, on a named basis, the remuneration of its individual Directors which includes fees, salary, emoluments and benefits. The details of the remuneration of Directors during the FY2025 are appended 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	Lim Peng Tong	Executive Director	36.00	3.00	84.00	-	-	4.22	127.22	66.14	3.00	84.00	-	-	4.22	157.36
2	See Toh Kean Yaw	Executive Director	36.00	3.00	180.00	-	-	22.94	241.94	36.00	3.00	180.00	-	-	22.94	241.94
3	Tan Yip Jiun (resigned on 3 January 2025)	Executive Director	18.29	1.50	-	-	-	-	19.79	18.29	1.50	150.00	-	-	18.64	188.43
4	Azman Bin Mat Ali	Independent Director	120.00	3.00	-	-	-	-	123.00	120.00	3.00	-	-	-	-	123.00
5	Dato' Chong Mun Phing	Independent Director	36.00	3.00	-	-	-	-	39.00	36.00	3.00	-	-	-	-	39.00
6	Krishnan A/L Dorairaju	Independent Director	36.00	3.00	-	-	-	-	39.00	36.00	3.00	-	-	-	-	39.00
7	Dato' Kang Chez Chiang	Independent Director	36.00	3.00	-	-	-	-	39.00	36.00	3.00	-	-	-	-	39.00
8	Dato' Fam Chee Way (appointed on 3 January 2025)	Non-Executive Non-Independent Director	17.81	1.00	-	-	-	-	18.81	17.81	1.00	-	-	-	-	18.81

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The remuneration of the senior management who is not a member of the Board is not disclosed on named basis in bands, in view of the competitive nature of the human resource market and to support the Company’s effort in attracting and retaining executive talents.	
		The Board vide the Nomination Committee will ensure that the remuneration of senior management is fair and commensurate with the performance of the Company and the contribution made by the senior management.	
<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	:	

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	:	During the FY2025, the AC is chaired by an INED, namely Mr. Krishnan, whereas the Chairman of the Board is En. Azman. These positions being held by two (2) different individuals have ensured that the objectivity of the Board's review of the AC's findings and recommendations is not undermined. As Chairman of the AC, Mr. Krishnan was responsible for ensuring the AC's overall effectiveness and independence. Together with other members of the AC, they have ensured amongst others that:- - the AC is fully informed about significant matters related to the Company's audit and its financial statements, and these matters are addressed; - the AC appropriately communicates its insights, views, and concerns about relevant transactions and events to Internal and External Auditors; and - the AC's concerns on matters that may have an effect on the financial or audit of the Company are communicated to the External Auditors.
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 Board has adopted the Terms of Reference of AC to formalise the appointment of a former key audit partner of the Company's External Auditors as an AC member requires observance of a cooling-off period of at least three (3) years. The Board has also adopted the Policies and Procedures to Assess the Suitability, Objectivity, and Independence of External Auditors which requires a cooling-off period of at least three (3) years to be observed by the former key audit partner of the Company's External Auditors before being appointed as a member of the AC. This is to safeguard the independence of the audit and preparation of the Company's financial statements. The Terms of Reference of the AC and the Policies and Procedures to Assess the Suitability, Objectivity, and Independence of External Auditors are accessible on the Company's website at www.velocitymy.com.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	The Board has adopted the Policies and Procedures to Assess the Suitability, Objectivity, and Independence of External Auditors, which requires the AC to conduct an annual assessment of the External Auditors' suitability, objectivity, and independence in every financial year. In assessing the suitability, objectivity, and independence of the External Auditors, the AC is required to consider amongst others:- - the competence, audit quality, experience, and resource capacity of the External Auditors and its staff assigned to the audit; - the audit firm's other audit engagements; - the adequacy of the scope of the audit plan; - the External Auditors' ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan; - the nature and extent of the non-audit services rendered and the appropriateness of the level of fees; and - obtaining 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. Upon conducting the annual evaluation of the performance of the External Auditors, namely Messrs. Crowe Malaysia PLT, the AC was satisfied with the quality of audit, competency, and sufficiency of resources, and audit independence of the External Auditors in respect of the services rendered for the FY2025.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 – Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The AC comprises exclusively of three (3) INEDs, namely Mr. Krishnan, Dato' Chong Mun Phing and Dato' Kang Chez Chiang.

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	:	All members of the AC are financially literate and are able to understand the Company's business and matters under the purview of the AC including the financial reporting process. They have continuously applied a critical and probing view on the Company's financial reporting process, transactions, and other financial information and effectively challenged Management's assertions on the Group's financials. Any inconsistencies or irregularities in the financial and operational reports would be questioned to ascertain that the unaudited quarterly financial results and the annual audited financial statements taken as a whole provide a true and fair view of the Group's financial position and performance. In addition to financial literacy, the members of the AC have been proactive in advising the Board of any concerns that have come to the AC's attention and are committed to maintaining high ethical standards in their decisions. All members of the AC have undertaken and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules as needed.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is supported by a RMC, which oversees risk management of the Group. Besides adopting Risk Management Policy, the Company has also adopted an Enterprise Risk Management (“ERM”) Framework: Integrating with Strategy and Performance to ensure sustainable growth and promote a proactive approach in reporting evaluating and managing risks associated within the respective companies, in line with the agreed risk framework and accepted by the RMC and approved by the Board. The internal audit function is outsourced to an independent professional firm that provides an independent assessment of the adequacy and effectiveness of the Group’s risk management and internal control system. Please refer to the Statement on Risk Management and Internal Control of the Company’s Annual Report 2025 for further information.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	The Board had adopted a Risk Management Policy that includes key internal control structures that show the Group's commitment to ensuring business growth and promoting a proactive approach in reporting, evaluating, and managing risks associated with the Group. Furthermore, the Board via the RMC oversees the risk management of the Group. The RMC, with the assistance of the Management, assesses the Group's risk tolerance, identifies the risk issues faced by the Group, and takes appropriate and prompt actions to manage the identified risks within defined parameters. The Company also engages Internal Auditors to provide independent assessments of the adequacy, efficiency, and effectiveness of the Group's internal control system. The Internal Auditors report directly to the AC on a regular basis, and internal audit plans are tabled to the AC for review and subsequently approved by the Board to ensure adequate coverage. The risk management and internal control are ongoing processes, which are undertaken in each department. The Group will continuously enhance the existing system of risk management and internal control by taking into consideration the changing business environment and regulatory requirements. This is evidenced by the adoption of the ERM Framework: Integrating with Strategy and Performance to ensure sustainable growth and promote a proactive approach in reporting evaluating and managing risks associated within the respective companies, in line with the agreed risk framework and accepted by the RMC and approved by the Board. The review and periodic testing of the Group's internal control and risk management strategy, policy, and ERM framework are conducted as and when required.
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	:	Adopted
Explanation on adoption of the practice	:	The Board has established a RMC, which comprises exclusively three (3) INEDs, namely Dato' Kang Chez Chiang, Dato' Chong Mun Phing and Mr. Krishnan.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	The internal audit function of the Group is carried out by an outsourced professional service firm that assists the AC and the Board in managing the risks and establishment of the internal control system and processes of the Group by providing an independent assessment on the adequacy, efficiency, and effectiveness of the Group's risk management and internal control system and processes. The Internal Auditors report directly to the AC. To ensure an effective and independent internal audit function, the AC has been entrusted with the following duties and responsibilities:- • review the adequacy of the scope, competency, and resources of the internal audit function, and that it has the necessary authority to carry out its work; • review the internal audit plan and results of the internal audit assessments, investigation undertaken, and ensure that appropriate action is taken on the recommendations of the internal auditors; • consider the internal audit reports and findings of the internal auditors, fraud investigations and actions and steps taken by Management in response to the audit findings; • appraise or assess the performance of members of the internal audit function; and • monitor the overall performance of the Group's internal audit function. In developing the scope of the internal audit function, the AC is satisfied that:- a. the person responsible for the internal audit has relevant experience, sufficient standing, and authority to enable him to discharge his functions effectively;

	b. the firm appointed to carry out the Group's internal audit function has sufficient resources and is able to access information to enable it to carry out its role effectively; and c. the personnel assigned to undertake internal audits have the necessary competency, experience, and resources to carry out the function effectively. The Internal Auditors have and will continue to keep abreast with developments in the profession, relevant industry, and regulations. The internal audit function is independent of the operations of the Group and provides reasonable assurance that the Group's system of internal control is satisfactory and operating effectively. Areas for improvement are highlighted to the AC, who will report the same to the Board. The implementation of recommendations is consistently and closely monitored. None of the internal control weaknesses has resulted in any material losses, contingencies, or uncertainties that would require disclosure in the Annual Report 2025.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies 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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Group outsourced its internal audit function to an independent professional internal audit service provider. The role of the internal audit function, which reports directly to the AC, is to support the AC by providing it with independent and objective reports on the adequacy and effectiveness of the system of internal control and the extent of compliance with the procedures and by recommending ways to rectify shortfall and improve the existing control environment in relation to the Group's operations. It submits its findings and recommendations to the AC and Management of the Group. The internal audit function is outsourced to Synergy LLT Consultants Sdn. Bhd. and the internal audit staff on the engagement are free from any relationships or conflicts of interest, which could impair their objectivity and independence. The audit was conducted and lead by the Associate Director, who being a chartered member of the Institute of the Internal Auditors Malaysia. The firm has expressed a preference not to disclose the name of the engagement partner heading the internal audit function. Nevertheless, the Board is satisfied that the internal audit function is carried out by personnel who are professionally qualified and possess the relevant experience to discharge their duties effectively. The number of staff deployed for the internal audit reviews ranges from three (3) to four (4) per visit. The staff involved in the internal audit reviews possess professional qualifications and/or a university degree. Amongst the staff, there are members of the IIAM. The internal audits carried out by the Internal Auditors utilising risk assessment, structured risk management techniques and assessing the adequacy and integrity of internal controls based on the Committee of

	Sponsoring Organizations of the Treadway Commission (COSO) Framework.	
	The Board will continue to engage with the internal audit service provider to assess the possibility of disclosing the name of the engagement partner in future, in line with best practices under the MCCG.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board believes that a constructive and effective investor relationship is essential in enhancing shareholder value. The Board, in its best efforts, always keeps the shareholders and various stakeholders informed of the Group's business and corporate developments and ensures that the Company's communication with them is transparent and timely. Announcements and all relevant updates are posted on the Company's website regularly. Shareholders may also communicate with the Company on investor relation matters by emailing to corporate@velocitymy.com. The Company will endeavour to reply to these enquiries in the shortest possible time. The Board has also adopted Corporate Disclosure Policy to ensure the communications to the investing public regarding the business, operations and financial performance of the Group are accurate, timely, factual, informative, consistent, broadly disseminated and where necessary, are appropriately advised to the regulators in accordance with applicable legal and regulatory requirements. The Corporate Disclosure Policy applies to all Directors, officers, Management and employees of the Group and those authorised to speak on their behalf. The Corporate Disclosure Policy is available at the Company's corporate website via www.velocitymy.com. The Board is also mindful of the disclosure obligations as stipulated in MMLR of Bursa Securities and strives to ensure compliance at all times. The Board endeavours to provide timely and accurate disclosure of all material or price sensitive information of the Group to shareholders and investors and may provide additional disclosure of information on a voluntary basis, where possible and applicable, as soon as practicable through various appropriate channels and announcements made to Bursa Securities. The Board ensures that all material information and corporate disclosures are discussed with Management prior to dissemination to ensure compliance with the MMLR. In deciding on the necessary disclosures and announcements, the Board is also guided by Bursa Securities' Corporate Disclosure Guide as published by Bursa Securities from time to time. All public announcements are electronically published and can be assessed publicly at Bursa

	Securities' website at www.bursamalaysia.com or the Company's website at www.velocitymy.com. Besides that, the Annual Report to shareholders is also one of the main communication channels between the Company and its shareholders and stakeholders. The Annual Report, which is prepared in accordance with the requirements of the MMLR, communicates comprehensive information on the financial results and activities undertaken by the Group. All information to shareholders is available electronically as soon as it is announced or published. Another key avenue of communication with its shareholders is the Company's AGM or any other General Meetings, which provide a useful forum for dialogue with shareholders where they may raise questions or seek clarifications on the Group's business and reports from the Company's 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

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The 24th AGM of the Company was held on 3 December 2024. The Annual Report 2024 and the notice of the 24th AGM were issued to the shareholders and made available on the Company’s website on 30 October 2024, which was more than twenty-eight (28) days before the AGM. The Company will give all shareholders at least twenty-eight (28) days’ notice before the date of the 25th AGM this year. The Notice of the 24th AGM provides a detailed explanation for the resolutions proposed along with any background information and reports or recommendations that is relevant, where required and necessary, to enable shareholders to make informed decisions when exercising their voting rights.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	During the financial year ended 30 June 2024, all Directors of the Company attended the 24th AGM of the Company held on 3 December 2024. During the 24th AGM, the Chairman opened the floor to questions from the shareholders present, and the EDs responded to the questions raised by the shareholders or their proxy(ies) during the 24th AGM. All Company Directors will endeavour to attend all General Meetings. The Chairman of the AC, NC, RC and RMC will provide meaningful responses to questions addressed to them. The minutes of the AGM containing the proceedings of the meeting, questions and responses by the Company are available on the Company’s website at www.velocitymy.com.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board recognises the importance of leveraging on technology to facilitate remote shareholders' participation and voting on all resolutions via remote participation and voting facilities. The Company had after due considerations conducted its 24th AGM via physical mode on 3 December 2024. The Board would ensure that the General Meetings have always been held at venues which are easily accessible in order to encourage shareholders to attend and participate in the meeting. Although the Company conducted its 24th AGM at a physical venue, shareholders were allowed to vote in absentia by way of appointing the Chairman of the AGM as their proxy to vote on their behalf by submitting their proxy form with pre-determined voting instructions for the Chairman to vote for and on their behalf. The Company also encourages shareholders, especially those who were not able to attend the meeting, either in person or via proxy, to submit questions ahead of the AGM by email and such questions will be addressed at the AGM if time permits or by email after the AGM.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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	:	During the 24th AGM, the Chairman ensured that shareholders and proxies were given adequate time and opportunity to participate the meeting effectively as well as to engage with the Board for them to make informed voting decisions. During the Question & Answer session, the Chairman and the EDs addressed all questions raised and ensured that sufficient time was allocated to allow shareholders to pose questions at the 24th AGM.
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	
	:	

Intended Outcome

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>			
Application	:	Not applicable – only physical general meetings were conducted in the financial year	
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 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Minutes of the 24th AGM of the Company held on 3 December 2024 was circulated to the shareholders, via publishing on the Company’s website on 15 January 2025, which was within thirty (30) business days after the 24th AGM. The Minutes of the 24th AGM is available on the Company’s website at www.velocitymy.com.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

Not Applicable
