

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0147
COMPANY NAME : INNITY CORPORATION BERHAD
FINANCIAL YEAR : June 30, 2026

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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 assumes full responsibility for the long-term sustainability of the Group through effective stewardship and the application of good corporate governance practices. In discharging its fiduciary duties and leadership functions, the Board sets the strategic direction of the Group, ensures that the necessary resources are available to meet the Group's objectives and exercises oversight over Management's performance. The Board regularly reviews the Group's financial performance and strategic plan. Key matters reserved for the Board include the annual business plan and budget, capital and risk management, investment policies, authority and discretionary limits, issuance of securities, business restructuring, dividend policy, capital or operating expenditure exceeding authorised limits, and material acquisitions and disposals.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is led by the Executive Chairman, Mr. Phang Chee Leong, one of INNITY's principal founders. He leads the overall functioning of the Board so that the Board and Board Committees can discharge their responsibilities effectively. The Executive Chairman sets the Board agenda, ensures Directors receive complete and accurate information in a timely manner, facilitates effective deliberation at Board meetings, promotes constructive relations between the Board and Management, and leads the adoption and implementation of good corporate governance practices.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	The positions of Chairman and Chief Executive Officer, designated as Managing Director in the Company, are held by different individuals. Mr. Phang Chee Leong serves as Executive Chairman, while Mr. Looa Hong Tuan serves as Managing Director. Their roles and responsibilities are clearly distinguished, with the Executive Chairman providing Board leadership and strategic direction, and the Managing Director overseeing the day-to-day management of the Group. This separation ensures a balance of authority and accountability, with no single individual having unfettered decision-making powers.	
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 Executive Chairman, Mr. Phang Chee Leong, is not a member of the Audit and Risk Management Committee, Nomination Committee or Remuneration Committee. These Board Committees are chaired by Independent Non-Executive 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

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

Practice 1.5

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is supported by two externally appointed Company Secretaries, Ms. Fong Seah Lih and Ms. Tham Yin Tong. The Company Secretaries are qualified Chartered Secretaries with relevant experience in supporting public listed companies. They provide advice on corporate governance, Board procedures, corporate disclosures and regulatory compliance, and keep the Board abreast of relevant changes in securities laws, listing requirements and governance practices.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	The agenda for Board meetings, together with a complete set of Board papers and preceding Board minutes containing information relevant to the meeting agenda, are circulated to all Directors at least five (5) business days before the meeting. This provides Directors sufficient time to review the materials and seek clarification where necessary. All Directors have access to information within the Group and may communicate directly with Management or seek independent professional advice at the Group's expense on specialised matters where necessary.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has adopted a Board Charter which sets out the Board's strategic intent and clearly defines the roles and responsibilities of the Board, Board Committees, individual Directors and Management, including matters reserved for the Board. The Board Charter is reviewed and updated from time to time to ensure its continued relevance and effectiveness and is available on the Company's website at www.innity.com . The Company Secretary confirmed that there were no amendments to the Board Charter during the financial period.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Group has formalised a Business Code of Conduct which reflects its core values of integrity, teamwork, learning and performance and establishes standards of ethical and legal behaviour for employees. The Board has also adopted an Anti-Bribery and Corruption Policy to reinforce the Group's zero-tolerance approach towards bribery and corruption and to support the identification and management of corruption risks. The relevant policies are available on the Company's website at www.innity.com .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The 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 has established a Whistle-Blowing Policy which sets out the governing principles, reporting channels, investigation and follow-up procedures and remedial actions for suspected misconduct or wrongdoing. Employees may raise genuine concerns in good faith through the designated reporting channels, including to the Chairman and a member of the ARMC. The Group seeks to maintain confidentiality and protect genuine whistle-blowers from retaliation. The policy covers, among others, fraud, corruption, bribery, criminal offences, regulatory breaches and concealment of wrongdoing.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has ultimate responsibility for integrating sustainability into INNITY's strategic direction and operations. Together with Senior Management, the Board oversees the Group's sustainability strategy, business plans, risk management and compliance framework and takes sustainability considerations into account in its decision-making. Strategic management of material sustainability matters is driven by Senior Management within the sustainability governance framework, with oversight by the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 Group communicates its sustainability strategy, priorities, targets and performance to internal and external stakeholders through its Annual Report and Sustainability Statement, as well as other stakeholder communication channels. The Sustainability Statement describes the Group's approach to sustainability management, material sustainability matters and the integration of environmental, social and governance considerations into its business.	
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 keeps abreast of sustainability matters relevant to the Group through the Group's sustainability governance and risk management processes and through relevant training and updates. During the financial period, Directors attended relevant programmes including the Mandatory Accreditation Programme Part II: Leading for Impact. The Board also considers ESG risks and opportunities when reviewing the Group's strategy, business plans and risk management framework, including emerging sustainability and climate-related considerations relevant to the Group.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	The Board's governance framework places responsibility on the Board and Senior Management for addressing material sustainability risks and opportunities. Sustainability responsibilities form part of the matters considered in the annual assessment of Board and Senior Management effectiveness. For the financial period under review, the annual evaluation process was initiated after the period end, with the results scheduled for deliberation and review by the Nomination Committee on 7 October 2026.	
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 Nomination Committee ("NC") reviews the composition, size and effectiveness of the Board and Board Committees, the independence of Independent Directors and the performance and contribution of individual Directors. The NC also considers succession planning and Directors due for re-election. The NC held one (1) meeting during the financial period on 8 April 2025, attended by all three members. The Board and the NC apply the Directors' Fit and Proper Policy in the appointment and re-election process.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board currently comprises nine (9) principal Directors, of whom three (3) are Independent Non-Executive Directors. Accordingly, Independent Directors represent 33.3% of the principal Board, and the Company has not yet achieved the practice of having at least 50% Independent Director representation. The Board plans to progressively strengthen its composition and independence by targeting the appointment of one (1) additional Independent Non-Executive Director annually in 2027, 2028 and 2029, subject to the identification of suitably qualified candidates who meet the Group's Fit and Proper Policy and the Board's requirements. This phased approach is intended to allow sufficient time for a proper selection and evaluation process while progressively enhancing Board independence.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board and the Nomination Committee will continue to identify suitable Independent Non-Executive Director candidates, including through independent sources, with the intention of increasing the number of Independent Non-Executive Directors from three (3) to six (6).
Timeframe	:	Within 3 years

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	:	None of the Independent Directors has exceeded a cumulative tenure of nine (9) years. Mr. Cheong Chee Yun was appointed on 27 September 2018, Mr. Fung Kam Foo on 1 August 2019 and Puan Norliza Binti Rasool Khan on 1 September 2022. The Board will apply the relevant MCCG requirements should it propose to retain an Independent Director beyond nine years.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	Appointments to the Board and Senior Management are based on merit and objective criteria, with due regard to the Group's needs and diversity in skills, experience, age, cultural background and gender. The Directors' Fit and Proper Policy requires consideration of character, experience, integrity, competence, time and commitment. The Board Diversity Policy supports equal opportunity and diversity in the Boardroom, Senior Management and workforce and forms an integral part of the Board nomination process.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee is open to recommendations and suggestions from independent external sources, including professional associations and executive search agencies, when identifying candidates for appointment to the Board. This approach is intended to broaden the candidate pool and reduce reliance solely on recommendations from existing Directors, Management or major shareholders.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	The Company provides shareholders with the information required to consider the appointment or re-election of Directors through the Annual Report and the notice of general meeting, including the relevant Director profiles and the Board's recommendation where applicable. For the forthcoming Nineteenth Annual General Meeting, Mr. Looa Hong Tuan, Mr. Fung Kam Foo and Puan Norliza Binti Rasool Khan are due to retire pursuant to Clause 76(3) of the Company's Constitution and, being eligible, will be considered for re-election subject to the applicable fit and proper assessment and Board recommendation.
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee is chaired by Mr. Fung Kam Foo, an Independent Non-Executive Director. The other members are Mr. Cheong Chee Yun and Puan Norliza Binti Rasool Khan, both Independent Non-Executive Directors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board currently has one (1) female principal Director out of nine (9) principal Directors, representing 11.1% of the principal Board. Accordingly, the Board has not yet achieved the target of at least 30% women Directors. The Board remains committed to strengthening gender diversity while ensuring that appointments continue to be made on merit and meet the Group's fit and proper requirements.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board and the Nomination Committee will continue to identify suitably qualified female candidates based on merit, skills, experience and the needs of the Group, with a view to progressing towards at least 30% female Board representation.
Timeframe	:	Before 31 December 2028

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	The Group has in place a Board Diversity Policy which recognises diversity in gender, skills, experience, age and cultural background as important to effective decision-making and good corporate governance. The Annual Report discloses the Board's approach to diversity for both the Board and Senior Management, including the commitment to provide fair and equal opportunities in recruitment, remuneration and promotion.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Nomination Committee is responsible for the formal and objective annual evaluation of the effectiveness of the Board, Board Committees, individual Directors and Key Officers. The evaluation of individual Directors is based on Self and Peer assessment. For the financial period under review, the evaluation process was initiated after the period end. Management was requested to circulate the relevant evaluation forms and compile the results for deliberation and review by the Nomination Committee at its meeting scheduled for 7 October 2026. The evaluation covers the Board, Board Committees, individual Directors, the independence of Independent Directors and Key Officers.
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 Group has a remuneration framework designed to attract, retain and motivate individuals of the appropriate calibre and to link rewards to individual and corporate performance. The framework takes into account market practice, the responsibilities undertaken and the different roles of Executive Directors, Non-Executive Directors and Senior Management. The Remuneration Policy and Procedures are periodically reviewed and are available on the Company's website at www.innity.com .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established a Remuneration Committee ("RC") to review and recommend matters relating to the remuneration of Executive Directors, Non-Executive Directors and Senior Management. The RC is governed by written Terms of Reference which are available on the Company's website. The RC comprises three (3) Independent Non-Executive Directors: Mr. Fung Kam Foo as Chairman, Mr. Cheong Chee Yun and Puan Norliza Binti Rasool Khan. The RC held two (2) meetings during the financial period, on 21 February 2025 and 25 February 2026, with full attendance by all members.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The Company discloses the remuneration of individual Directors on a named basis in the Annual Report, with the relevant remuneration components including salary, Directors' fees, bonus, allowances and other emoluments. The table below reproduces the Group remuneration figures disclosed in the Corporate Governance Overview Statement for the financial period from 1 January 2025 to 30 June 2026. The amounts are presented in RM'000 in accordance with this template.

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	Cheong Chee Yun	Independent Director	-	-	-	-	-	-	-	69,300	-	-	-	-	5,000	74,300
2	Fung Kam Foo	Independent Director	-	-	-	-	-	-	-	69,300	-	-	-	-	5,000	74,300
3	Gregory Charles Poarch	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	34,650	-	-	-	-	-	34,650
4	Liong Wei Li	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	34,650	-	-	-	-	-	34,650
5	Norliza Binti Rasool Khan	Independent Director	-	-	-	-	-	-	-	69,300	-	-	-	-	5,000	74,300
6	Phang Chee Leong	Executive Director	-	-	-	-	-	-	-	543,472	9,000	898,982	-	-	111,055	1,562,509
7	Looa Hong Tuan	Executive Director	-	-	-	-	-	-	-	300,791	9,000	793,123	-	-	98,356	1,201,270
8	Wong Kok Woh	Executive Director	-	-	-	-	-	-	-	-	9,000	489,310	-	-	61,893	560,203
9	Seah Kum Loong	Executive Director	-	-	-	-	-	-	-	-	9,000	447,898	-	-	56,929	513,827
10	Michihiko Suganama	Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11	Mina Kitamura	Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
12	Input info here	Choose an item.														
13	Input info here						Input info here									
14	Input info here															
15	Input info here															

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board considers individual Senior Management remuneration arrangements to be confidential and commercially sensitive. Detailed named disclosure may affect recruitment and talent retention in a competitive market. Accordingly, the Company does not disclose the names or detailed remuneration packages of the top five Senior Management personnel. The Group instead provides disclosure of its remuneration framework and detailed Directors' remuneration in the Annual Report.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board will continue to review the Senior Management remuneration disclosure approach periodically, taking into account shareholder information needs, confidentiality, commercial sensitivity and talent retention considerations.
Timeframe	:	Ongoing / reviewed periodically

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1								
2								
3								
4								
5								

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								
2								
3								
4								
5								

Intended Outcome

There is an effective and independent Audit Committee.

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

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Audit and Risk Management Committee ("ARMC"), Mr. Cheong Chee Yun, is an Independent Non-Executive Director and is not the Chairman of the Board. The Board is chaired by Mr. Phang Chee Leong, Executive Chairman.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 Terms of Reference of the ARMC require a former partner of the external audit firm of the Company to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC. The Company Secretary confirmed that there were no amendments to the Board Committee Terms of Reference during the financial period.	
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 ARMC has established criteria to assess the suitability, objectivity and independence of the external auditors. The assessment considers, among other matters, the adequacy of resources, qualifications and service quality of the audit team, relevant experience, global presence, audit framework, compliance with applicable auditing and accounting standards, ability to communicate effectively and independence. During the financial period, the ARMC reviewed the external auditors' performance and independence, including the impact of non-audit services, and was satisfied that their objectivity and independence had not been compromised. A private session between the ARMC and the external auditors was also held without Management present.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The ARMC comprises solely Independent Non-Executive Directors, namely Mr. Cheong Chee Yun as Chairman, Mr. Fung Kam Foo and Puan Norliza Binti Rasool Khan.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	The ARMC comprises members with the skills and experience necessary to discharge its responsibilities and to understand matters under its purview, including the financial reporting process. The Board has confirmed compliance with the applicable ARMC composition and competency requirements. ARMC members are required to undertake continuous professional development to keep abreast of relevant developments in accounting and auditing standards, practices and rules.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established an Enterprise Risk Management Framework ("ERMF") to support the identification, evaluation, monitoring and management of risks across the Group and to improve the effectiveness of risk management and internal control. The Board, through the ARMC, oversees the Group’s risk management framework and reviews the effectiveness of the risk management processes. The Group Risk Management Committee ("GRMC") and Management Risk Committee ("MRC") support the Board and ARMC in the implementation and monitoring of the Group’s risk management processes.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Group's risk management and internal control framework is described in the Statement on Risk Management and Internal Control. The framework includes annual identification and review of new and existing key risks, assessment of mitigation plans against the Group's risk appetite and tolerance, and monitoring of the effectiveness of mitigation actions. The GRMC comprises four (4) Executive Directors. The MRC comprises Senior Management and key personnel across the Group and supports the GRMC in implementing and monitoring the Group's risk management processes. Group risk assessments and significant changes to the risk profile are reported to the ARMC and the Board for review and oversight.	
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 ARMC, which comprises solely Independent Non-Executive Directors, has oversight of the Group's risk management framework and policies. The ARMC reviews the risk management process and the key risks identified by Management and recommends the relevant risk responses and actions for the Board's endorsement.

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

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	RESOLVE is independent of the activities it audits and, to the best of the Group's knowledge, its internal audit personnel are free from relationships or conflicts of interest that could impair their objectivity and independence. RESOLVE is a corporate member of the Institute of Internal Auditors Malaysia and is adequately resourced and staffed with personnel having the relevant qualifications and experience. The internal audit work is conducted using a risk-based approach and is guided by the International Professional Practices Framework on Internal Auditing promulgated by the Institute of Internal Auditors Malaysia. The engagement continues to be led by RESOLVE personnel with appropriate internal audit, risk management and corporate governance experience. The Annual Report describes the outsourced internal audit arrangement and the scope of work performed during the financial period.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:		
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	:	INNITY is not classified as a Large Company for the purpose of this practice. Accordingly, the integrated reporting encouragement applicable to Large Companies is not applicable. The Group nevertheless provides comprehensive financial, governance and sustainability disclosures through its Annual Report and Sustainability Statement.	
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	:	Notice of the Annual General Meeting, the Annual Report and the relevant circulars are issued to shareholders at least twenty-eight (28) days before the date of the meeting. During the financial period, the Company held its Eighteenth Annual General Meeting on 6 June 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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, Nomination, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	All nine (9) principal Directors attended the Eighteenth Annual General Meeting held on 6 June 2025. At the Extraordinary General Meeting held on 4 June 2026, eight (8) of the nine (9) principal Directors attended; Mr. Fung Kam Foo was not recorded as attending. Accordingly, the practice that all Directors attend General Meetings was not fully met for the Extraordinary General Meeting during the financial period.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board will endeavour to ensure that all principal Directors, including the respective Board Committee Chairmen, attend future General Meetings so that they are available to engage with shareholders and respond to questions within their areas of responsibility.
Timeframe	:	From the next General Meeting onwards

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Applied
Explanation on application of the practice	:	The Company leverages technology to facilitate the voting process at its general meetings to ensure transparency, efficiency and accuracy. At the Extraordinary General Meeting (“EGM”) held on 4 June 2026, all resolutions were voted on by way of poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). The Company appointed an independent poll administrator to facilitate the voting process and an Independent Scrutineer to verify the poll results, ensuring the integrity and transparency of the voting process. Upon completion of the voting process, the poll results, including the number of votes cast for and against each resolution, were announced to shareholders at the EGM and subsequently released to Bursa Malaysia.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	General Meetings are the principal forum for dialogue with shareholders and investors. The Board presents the progress and performance of the Group and, where relevant, corporate proposals, and shareholders are encouraged to participate in question-and-answer sessions. The Chairman, Executive Directors and, where appropriate, the Chairmen of the respective Board Committees are available to respond to shareholders' questions and support meaningful engagement during General Meetings.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	The Company's Eighteenth AGM was conducted physically, taking into account its relatively small shareholder base and the lower costs compared with a virtual general meeting. The venue, which has been used for the Company's physical AGMs since 2010, was easily accessible and familiar to most shareholders. Shareholders attending the AGM were given the opportunity to speak and raise questions with the Board, which were addressed by the Chairman and relevant Board members. Shareholders could vote in person or appoint proxies or, where applicable, corporate representatives to attend and vote 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	:	

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 Company makes the minutes of its General Meetings available to shareholders within the timeframe prescribed by the MCCG, no later than thirty (30) business days after the General Meeting.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

Not applicable to Innity Corporation Berhad.
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