

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0368  
**COMPANY NAME** : OXFORD INNOTECH BERHAD  
**FINANCIAL YEAR** : December 31, 2025

## OUTLINE:

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

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

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

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

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

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors (the "Board") of Oxford Innotech Berhad ("OXB" or the "Company") is collectively responsible in establishing the objectives, provides strategic direction to the Group in achieving its business plan and overseeing the conduct, performance and internal controls of the Group's business activities as well as reviewing the financial and operating performance of the Group. These include determining some of the key strategies, financial and organisational matters and long-term strategic planning including strategies on economic, environmental, social and governance considerations in the sustainability for the Group.</p> <p>The Board assumes, amongst others, leadership, due care and fiduciary duties under the Companies Act 2016 (the "Act") and applicable laws, and the following principal duties and responsibilities:-</p> <ul style="list-style-type: none"><li>(i) reviewing and if thought fit, approving the management's strategic action plans including setting performance objectives and policies which have long-term value creation and include strategies on economic, environmental and social considerations underpinning sustainability;</li><li>(ii) monitoring the implementation of the strategic action plans by the management on a regular basis;</li><li>(iii) overseeing the conduct of the business of the Group and monitoring whether the businesses are being properly managed in line with the Group's policies and procedures as well as any relevant rules and regulations;</li><li>(iv) promoting good corporate governance culture within the Group which reinforces ethical, integrity, prudence and professional behaviour;</li><li>(v) overseeing and reviewing the risk management systems of the Group, including the management of principal risks affecting the Group's businesses, continuously identifying, assessing, evaluating, treating/mitigating potential risks that might affect the Group's operations, setting the appropriate risk appetite for the risk management framework as well as monitoring of significant financial and non-financial risks affecting the Group, including sustainability considerations;</li><li>(vi) reviewing the adequacy and the integrity of the internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines and continuously identifying, assessing, evaluating,</li></ul>

	<p>addressing weaknesses in the internal controls that might affect the Group's operations and implementing appropriate internal controls and mitigation measures;</p> <p>(vii) establishing a succession plan, including the appointment of senior management and to provide them with appropriate guidance as and when needed;</p> <p>(viii) evaluating and fixing the remuneration of the executive directors of the Company;</p> <p>(ix) monitoring and reviewing the Group's policy and procedures for effective communication with its stakeholders, including having an effective investor relations programme and shareholders communication;</p> <p>(x) overseeing and monitoring the policies and processes relating to quality, safety &amp; health, environmental considerations and compliance with relevant laws and regulations relating to work health and safety;</p> <p>(xi) establishing appropriate ethical standards and behaviour and an appropriate code of conduct and integrity for adherence by the Directors, management and employees at all times; and</p> <p>(xii) overseeing and monitoring the sustainability practices of the Group, including setting sustainability strategies, priorities, targets and risks and ensuring that sustainability considerations are incorporated in the Group's businesses and strategies so as to create value for its businesses and stakeholders in the longer term as well as to support business continuity and competitiveness over the longer term.</p> <p>The Board may, subject to their responsibilities, from time-to-time delegate specific functions to a Board Committee, a Director, an employee or any other person to assist them in the discharge of their duties and responsibilities, as and when required.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>
<p><b>Timeframe</b></p>	<p>:</p>

## Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Dr. Hari Narayanan a/l P.Ondiveeran, was appointed as an Independent Non-Executive Chairman of the Board.</p> <p>The Chairman is primarily responsible for ensuring the Board's effectiveness and conduct as well as facilitating constructive deliberation of all matters presented to the Board. The Chairman of the Board is not a member of any Board Committees.</p> <p>The key roles and responsibilities of the Chairman shall include, amongst others, the following:-</p> <ul style="list-style-type: none"><li>(i) to preside at all Board and general meetings of the Company, unless he/she so delegates to another Director;</li><li>(ii) to lead the Board in establishing and maintaining good corporate governance practices in the Group;</li><li>(iii) to lead the Board in developing corporate strategies for the Group;</li><li>(iv) to facilitate the constructive and effective contribution from all Directors at Board meetings;</li><li>(v) to promote constructive and respectful relations amongst Directors, and between the Board and management;</li><li>(vi) to manage the boardroom dynamics by promoting a culture of openness and debate;</li><li>(vii) to set the board meeting agenda and ensuring the Board members receive complete and accurate information in a timely manner to facilitate deliberation and decision-making;</li><li>(viii) to represent the Company at shareholders' meetings and promote effective communication between the Company and shareholders and all stakeholders; and</li><li>(ix) to oversee the annual evaluation of performance of the Board, Board Committees and individual directors as well as to discuss the performance and assessment with the individual director concerned and the chairmen of the respective Board Committees.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.3**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The position of the Chairman and the Managing Director of the Board are assumed by different persons with a clear division of power and responsibilities to ensure a balance of power and authority as well as a clear demarcation of power between strategy and policy-making process and the day-to-day management of the Group.</p> <p>Dr. Hari Narayanan a/l P.Ondiveeran, the Chairman of the Board while Mr. Ng Thean Gin, the Managing Director of the Company.</p> <p>The Chairman is primarily responsible for ensuring the Board's effectiveness and conduct as well as facilitating constructive deliberation of all matters presented to the Board. The Managing Director has the overall responsibility for the business and operation units, organisational effectiveness and implementation of the Board's policies, strategic plans and decisions.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 1.4**

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	: Dr. Hari Narayanan a/l P.Ondiveeran, the Chairman of the Board is not a member of any Board Committees.  Following the Company's listing on 29 July 2025, he was invited to attend the Audit Committee meeting on 22 August 2025 to observe its procedures and flow. He has not participated in any other Committee meetings since then.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by two (2) professionally qualified and competent Company Secretaries, both of whom are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"). Both Company Secretary are also qualified to act as company secretary under Section 235(2) of the Act.</p> <p>The Company Secretaries work closely with the Board and Board Committees and play an important role in implementation of corporate governance by advising the Board and its Committees in compliance with the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Act and other relevant laws and regulations.</p> <p>Company Secretaries ensure that deliberations at Board and Board Committee meetings are well documented and follow-up on matters arising are subsequently communicated to the relevant management personnel for appropriate actions.</p> <p>The Company Secretaries have and will constantly keep themselves abreast, through continuous training on regulatory changes and development.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board members are provided with the meeting agenda and meeting papers on financial performance, business progress reports, corporate development, regulatory updates, business development, audit reports, risk management reports and material updates with accompanying notes and explanations to be provided to the Board members on a timely basis and before the Board meeting to ensure the Board members are well informed and have sufficient time to review the same as well as to seek additional information, clarification and advice, if required.</p> <p>The Board may invite the management, Company's auditors and any other external advisors to attend the Board meeting, as and when necessary, to provide the Board with the information, clarification and/or advice needed to assist the Board in its deliberation and any decision making.</p> <p>The minutes of meetings are tabled for confirmation as a correct record of the proceedings at the subsequent meetings and signed by the Chairman. Any outstanding matters arising were also tracked and reviewed by the Board at the next meeting.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 2.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Charter promotes a high standard of corporate governance within the Group and to ensure that each Board member acts on behalf of the Company and is always aware of his/her fiduciary duties and responsibilities, the legislations and regulations affecting their duties as directors; and the principles and practices of good corporate governance which apply to the Group.</p> <p>The Board Charter also acts as a primary source of reference and induction literature to provide insights to prospective Board members. In addition, the Board Charter will assist the Board in the assessment of its own performance and of its members. The Board Charter shall be read together with the Company's Constitution and the provision of the Act.</p> <p>The Board has established the following Board Committees with written terms of reference, which shall be periodically reviewed and updated as may be required, to assist the Board in furtherance of its duties and responsibilities:</p> <ul style="list-style-type: none"> <li>(i) Audit Committee</li> <li>(ii) Nomination and Remuneration Committee</li> <li>(iii) Risk Management Committee</li> </ul> <p>The Board Charter will be reviewed periodically and updated in accordance with the needs of the Group and in line with any new regulations that may have an impact on the discharge of the Board's responsibilities.</p> <p>The details of the Board Charter are available for reference on the Company's website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

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

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

### Practice 3.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In line with good corporate governance practices, the Company has made a commitment to create a corporate culture within the Group to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct. The Code of Ethics and Conduct sets out the principles and standards of business ethics and conduct embraced by all the Directors and employees of the Group.</p> <p>The Board and the management are committed to the highest standard of integrity, openness and accountability in the conduct of its businesses and operations. In respect to this, the Board has developed a Whistleblowing Policy and Procedures, a policy and framework on whistleblowing to facilitate the reporting of suspected and/or known improper conduct involving any employee or Director of the Group without being concerned with reprisal and/or retaliation (including victimisation, harassment or discriminatory treatment) against him/her, and such reported concerns shall be investigated and appropriate actions shall be taken if an improper conduct has been committed.</p> <p>The Group is fully committed to take all reasonable and appropriate measures to ensure that the Group and the Parties Involved do not participate in corrupt activities for the advantage or benefit of the Group. The Anti-Bribery and Corruption Policy sets out the parameters to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Company.</p> <p>The details of the Code of Ethics and Conduct, Whistleblowing Policy and Procedures and Anti-Bribery and Corruption Policy are available for reference on the Company's website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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**Intended Outcome**

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

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

**Practice 3.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company has formalised Whistleblower Policy and Procedures (“Whistleblowing Policy”) are available for reference on the Company’s website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a>.</p> <p>The Whistleblowing Policy provides an avenue for all Directors, employees, and stakeholders of the Group to disclose or report any improper conduct and to provide protection for them who report such allegations.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company is dedicated to maintaining high standards of ethical business conduct characterised by integrity, transparency and an unwavering commitment to excellence across all operational domains, while emphasising responsible corporate citizenship by incorporating Economic, Environmental, Social and Governance ("EESG") in its sustainability initiatives. The Company recognises the importance of sustainability to the organisation and its stakeholders and is committed to implement sustainable practices to meet its goals while achieving balance of the needs of the wider community, the requirements of shareholders and stakeholders as well as economic success of the Group.</p> <p>The Board and the management hold the responsibility for overseeing sustainability within the Company including setting the Company's sustainability strategies, priorities, and targets.</p> <p>The Board ensure that sustainability considerations are integrated into various aspects of decision-making and governance processes.</p> <p>Sustainability related activities undertaken and targets set out by the Company has been disclosed in the Sustainability Statement of the Company's Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board, via its disclosures in its Sustainability Statement in Annual Report, strives to keep external stakeholders informed on the Group’s sustainability strategies, targets, priorities as well as performance against these targets.</p> <p>Sustainability strategies, targets, priorities as well as performance against these targets set out by the Company has been disclosed in the Sustainability Statement of the Company’s Annual Report.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.3**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board are committed to abreast with and understand the sustainability issues relevant to the Company and its business and will attend the necessary training courses as and when deemed appropriate to equip themselves and enhancing their EESG. Competency in other to provide guidance on the sustainability related matters.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.4**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board takes into consideration sustainability matters, including material sustainability risks and opportunities, as part of the performance evaluation of the Board and senior management, where relevant.</p> <p>The evaluation focuses on the extent to which the Board and senior management demonstrate awareness of sustainability-related issues and how such matters are identified, discussed and addressed at Board meetings when necessary. Senior management’s role in managing these matters within their respective areas of responsibility is also taken into account.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.5- Step Up**

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

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

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

**Intended Outcome**

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

**Practice 5.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Nomination Committee and Remuneration Committee has merged into one (1) Committee, i.e. Nomination and Remuneration Committee ("NRC").</p> <p>The NRC oversees the overall composition of the Board in terms of size, mix of skills, experience and core competencies, as well as the balance between Executive Directors and Independent Non-Executive Directors.</p> <p>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 are assessed on an annual basis.</p> <p>The annual re-election of retiring Directors has been contingent on satisfactory evaluation of the retiring Directors' performance and contribution to the Board.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	As at the issuance of the Corporate Governance Report, the Board comprises of eight (8) members, of whom four (4) are Independent Non-Executive Directors; i.e. 50% of the Board comprises Independent Directors. All Independent Directors satisfied the independence criteria as set out in the Main Market Listing Requirements of Bursa.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.3**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	At present, the tenure of existing Independent Non-Executive Directors on Board does not exceed a cumulative term of nine (9) years.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.4 - Step Up**

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

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

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

**Intended Outcome**

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

**Practice 5.5**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NRC assists the Board in identifying and recommending for the Board's approval new appointments and/or re-elections of Directors, review the terms of employment and propose remuneration for Directors and senior management as well as the diverse set of skills, knowledge, professional/industry experiences, gender, age, cultural and educational backgrounds, ethnicity and length of service of the Directors and senior management.</p> <p>The Company also adopted a Fit and Proper Policy for Directors in ensuring that they are of high calibre, have sound judgement, high integrity and credibility on a continuing basis.</p> <p>The Directors' Fit and Proper Policy is available for reference on the Company's website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.6**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The selection and appointment of a new member to the Board is made only with the recommendation from the NRC based on his/her merits and potential contribution which he/she brings to the Board having due regard to the benefit of diversity and the depth of experience of the Board in line with the provisions provided under the Company's Directors' Fit and Proper Policy to ensure a formal, rigorous and transparent process for the appointment and re-election of directors of the Group. Nonetheless, the NRC and the Board do not solely rely on recommendations from major shareholders or existing Directors and would consider utilising independent sources such as directors' registry, recruitment agency or industry and professional associations to identify suitably qualified candidates when necessary.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Shareholders are kept informed of the Board's decision in respect of the appointment of Director via announcement(s) to Bursa Securities and updates in the Company's website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a>.</p> <p>The performance of retiring Directors who are recommended for re-election at the forthcoming Annual General Meeting ("AGM") would be assessed through the Board annual evaluation (including the independence of Independent Non-Executive Director, if any). A statement by the Board and NRC being satisfied with the performance and effectiveness of the retiring Directors who offer themselves for re-election at the AGM was stated in the notes accompanying the Notice of AGM.</p> <p>The profile of the Directors who are due for retirement and eligible for re-election, is set out in the Annual Report of the Company.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The NRC is chaired by Pn. Che Rogayah binti Sudin, who is an Independent Non-Executive Director.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

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

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the significance of diversity in attaining effective strategic objectives to enhancing sustainable growth and development and in promoting better corporate governance within the Group. Diversity refers to all the attributes or characteristics that make individuals different from each other which includes, but is not limited to age, gender, experience, education, background, expertise, origin, disability, race, nationality, culture, language and perspectives.</p> <p>The Board also acknowledges the importance of gender diversity by embracing greater participation of women at the board and senior management level, which is an essential element of good governance and a critical attribute of a well-functioning board. As at the date of this Statement, the Board has three (3) female Directors, representing 37.5% of the Board composition.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 6.1**

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Board, through the NRC has undertaken a formal and objective annual evaluation to determine the effectiveness of the Board, its Board Committees, and each individual Director.  The Board was satisfied with the results of the annual evaluation carried out for FYE 2025. The current size and composition of the Board is well diverse with the appropriate the right mix of skills, competency and experience.  The NRC had also reviewed and accessed the independence of the Independent Non-Executive Directors and was satisfied that they performed their roles in corporate accountability through their objective participation in discussions in Board and Board Committee meetings by providing unbiased, impartial and objective opinion.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has adopted a Remuneration Policy and Procedures for the purpose of setting the general policies of the Board of Company as well as the procedures relating to the remuneration of Directors and senior management of the Group, with the objectives to</p> <ul style="list-style-type: none"><li>(a) provide a formal, fair and transparent approach to determine the remuneration package of the Board and Senior Management based on their respective roles and responsibilities and comparable with their peers in the industry.</li><li>(b) attract, develop and retain competent, experienced and quality talents of high calibre to oversee and manage the Group's business and continuing growth.</li><li>(c) provide basis to determine equitable and market-competitive remuneration packages that support the performance culture and enable the achievement of strategic business goals of the Group.</li><li>(d) encourage prudent risk taking in decision making in undertaking the business activities of the Group in line with the risk appetite determined by the Board.</li></ul> <p>The procedures for determining remuneration packages of Executive Directors, Senior Management, Independent Directors and Non-Executive Directors of the Group.</p> <p>The NRC of the Company shall assist the Board in overseeing the implementation the Remuneration Policy and Procedures including reviewing and recommending matters relating to the remuneration of Directors and senior management of the Group.</p> <p>The Remuneration Policy and Procedures shall be reviewed periodically or where necessary by the NRC of the Company taking into consideration the changes in the relevant rules and regulations. Any amendments to the Remuneration Policy and Procedures shall be subject to the approval by the Board.</p>
<b>Explanation for departure</b>	:	

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

### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b> :	Applied												
<b>Explanation on application of the practice</b> :	<p>The NRC of the Company shall assist the Board in overseeing the implementation the Remuneration Policy and Procedures including reviewing and recommending matters relating to the remuneration of Directors and senior management of the Group.</p> <p>The NRC comprises three (3) members, all of whom are Independent Non-Executive Directors, as set out below:-</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th><th>Directorship</th></tr></thead><tbody><tr><td>Pn. Che Rogayah binti Sudin</td><td>Chairman</td><td>Independent Non-Executive Director</td></tr><tr><td>Mr. Khoo Lay Tatt</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>Ms. Kaoy Lay Min</td><td>Member</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>The roles and responsibilities of the NRC are set out in its Terms of Reference, which is available for reference on the Company's website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a>.</p>	Name	Designation	Directorship	Pn. Che Rogayah binti Sudin	Chairman	Independent Non-Executive Director	Mr. Khoo Lay Tatt	Member	Independent Non-Executive Director	Ms. Kaoy Lay Min	Member	Independent Non-Executive Director
Name	Designation	Directorship											
Pn. Che Rogayah binti Sudin	Chairman	Independent Non-Executive Director											
Mr. Khoo Lay Tatt	Member	Independent Non-Executive Director											
Ms. Kaoy Lay Min	Member	Independent Non-Executive Director											
<b>Explanation for departure</b> :													
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>													
<b>Measure</b> :													
<b>Timeframe</b> :													

**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The detailed disclosure on named basis for the remuneration of individual directors, including the breakdown of individual directors on fees, salary, bonus, benefits in-kind and other emoluments for FYE 2025 are as disclosed 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	Dr. Hari Narayanan a/l P.Ondiveeran	Independent Director	60	0	0	0	0	0	60	60	0	0	0	0	0	60
2	Ng Thean Gin	Executive Director	0	0	300	0	0	37	337	0	0	360	0	7	46	413
3	Lee Lai Chan	Executive Director	0	0	300	0	0	37	337	0	0	360	0	19	46	425
4	Teh Teng Wah	Executive Director	0	0	300	0	0	37	337	0	0	360	0	0	46	406
5	Oh Yen San	Executive Director	0	0	300	0	0	37	337	0	0	360	67	0	54	481
6	Khoo Lay Tatt	Independent Director	72	0	0	0	0	0	72	72	0	0	0	0	0	72
7	Kaoy Lay Min	Independent Director	48	0	0	0	0	0	48	48	0	0	0	0	0	48
8	Che Rogayah binti Sudin	Independent Director	36	0	0	0	0	0	36	36	0	0	0	0	0	36
	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
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	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
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**Intended Outcome**

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

**Practice 8.2**

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

<b>Application</b>	:	Departure									
<b>Explanation on application of the practice</b>	:										
<b>Explanation for departure</b>	:	<p>The Board is of the view that disclosure of the top five senior management’s remuneration broken down into remuneration components is not in the best interest of the Group due to confidentiality and the sensitive nature of such information. The Company business environment is competitive for talents and skills and the Company wants to ensure every effort is made in retaining its talents. In addition, the disclosure of remuneration of Senior Management on a named basis may potentially raise security and staff morale issues.</p> <p>As an alternative, the Company discloses the remuneration details for its top 3 Senior Management for FY2025 in the bands of RM 50,000, as follows:</p> <table border="1" data-bbox="587 1192 1378 1314"> <thead> <tr> <th>Range of Remuneration (RM'000)</th> <th>No. of person</th> </tr> </thead> <tbody> <tr> <td>150 – 200</td> <td>1</td> </tr> <tr> <td>200 – 250</td> <td>1</td> </tr> <tr> <td>250 – 300</td> <td>1</td> </tr> </tbody> </table> <p>The Company believes that such disclosure would still allow stakeholders to have a fair view of the remuneration paid as it is linked to the Group’s performance.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>		Range of Remuneration (RM'000)	No. of person	150 – 200	1	200 – 250	1	250 – 300	1
Range of Remuneration (RM'000)	No. of person										
150 – 200	1										
200 – 250	1										
250 – 300	1										
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>											
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.									
<b>Timeframe</b>	:	Choose an item.									

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.

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

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of the Audit Committee is Mr. Khoo Lay Tatt, an Independent Non-Executive Director and he is not the Chairman of the Board.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Presently, none of the Audit Committee members was a former key audit partner of the Company's auditors.  In line with the MCCG, the Board has adopted the Terms of Reference outlined that a former key audit partner is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee.  The Terms of Reference of Audit Committee is available for reference on the Company's website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a> .
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.3**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Audit Committee reviewed and monitored the suitability and independence of the External Auditors. As part of the annual audit exercise, assurance from the External Auditors was sought in 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 reviewed and being satisfied with the results, the same has been recommended to the Board for approval.</p> <p>The Audit Committee also evaluated the External Auditors by considering their qualification, credentials, reputation and experience prior to their re-appointment.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted																
<b>Explanation on adoption of the practice</b>	:	<p>As to date of this report, the Audit Committee of the Company comprises solely of Independent Directors.</p> <p>The composition of the Audit Committee is as follows:-</p> <table border="1"> <thead> <tr> <th><b>Name</b></th> <th><b>Designation</b></th> <th colspan="2"><b>Directorship</b></th> </tr> </thead> <tbody> <tr> <td>Mr. Khoo Lay Tatt</td> <td>Chairman</td> <td>Independent</td> <td>Non-Executive Director</td> </tr> <tr> <td>Ms. Kaoy Lay Min</td> <td>Member</td> <td>Independent</td> <td>Non-Executive Director</td> </tr> <tr> <td>Pn. Che Rogayah binti Sudin</td> <td>Member</td> <td>Independent</td> <td>Non-Executive Director</td> </tr> </tbody> </table>	<b>Name</b>	<b>Designation</b>	<b>Directorship</b>		Mr. Khoo Lay Tatt	Chairman	Independent	Non-Executive Director	Ms. Kaoy Lay Min	Member	Independent	Non-Executive Director	Pn. Che Rogayah binti Sudin	Member	Independent	Non-Executive Director
<b>Name</b>	<b>Designation</b>	<b>Directorship</b>																
Mr. Khoo Lay Tatt	Chairman	Independent	Non-Executive Director															
Ms. Kaoy Lay Min	Member	Independent	Non-Executive Director															
Pn. Che Rogayah binti Sudin	Member	Independent	Non-Executive Director															

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.5**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The members of Audit Committee are financially literate and possess a mix of skills, knowledge and experience to enable them to discharge their duties and responsibilities. An annual self and peer evaluation of Audit Committee is carried out and reviewed by the NRC.  Trainings attended by Audit Committee members during FYE 2025 is disclosed in the Annual Report.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 10.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Risk Management Committee (“RMC”) is to assist the Board in overseeing the risk management activities of the Group and reviewing and recommending the appropriate risk management policies and procedures and methodologies across the Group, including overseeing the compliance management system relating to anti-bribery and anti-corruption. In addition, RMC is also responsible to oversee sustainability-related risks and ensure that sustainability considerations are incorporated into the Group’s businesses and strategies so as to create value for its businesses and stakeholders in the longer terms as well as to support business continuity and competitiveness over the longer term.</p> <p>The Board affirms its responsibilities over the Group’s system of risk management and internal control and acknowledges that such system is an integral part of effective management practice. To this end, the Board confirms that the Group has implemented an ongoing process of identifying, evaluating, monitoring and managing the significant risks faced by the Company and the Group under its risk management and internal control framework.</p> <p>Details of the Group’s risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in the Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 10.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Details of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in the Annual Report.</p> <p>The Board has delegated the review on the adequacy and effectiveness of the Group's risk management and internal control framework to the RMC.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 10.3 - Step Up

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

<b>Application</b>	:	Adopted												
<b>Explanation on adoption of the practice</b>	:	<p>As to date of this report, the RMC of the Company comprises solely of Independent Directors.</p> <p>The composition of the RMC is as follows:-</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th><th>Directorship</th></tr></thead><tbody><tr><td>Ms. Kaoy Lay Min</td><td>Chairman</td><td>Independent Non-Executive Director</td></tr><tr><td>Mr. Khoo Lay Tatt</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>Pn. Che Rogayah binti Sudin</td><td>Member</td><td>Independent Non-Executive Director</td></tr></tbody></table>	Name	Designation	Directorship	Ms. Kaoy Lay Min	Chairman	Independent Non-Executive Director	Mr. Khoo Lay Tatt	Member	Independent Non-Executive Director	Pn. Che Rogayah binti Sudin	Member	Independent Non-Executive Director
Name	Designation	Directorship												
Ms. Kaoy Lay Min	Chairman	Independent Non-Executive Director												
Mr. Khoo Lay Tatt	Member	Independent Non-Executive Director												
Pn. Che Rogayah binti Sudin	Member	Independent Non-Executive Director												

**Intended Outcome**

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

**Practice 11.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group has appointed an independent professional firm of consultant to support the internal audit function, namely GovernAce Advisory &amp; Solutions Sdn. Bhd. to act as the Internal Auditors of the Group and reports directly to the Audit Committee.</p> <p>The internal audit function's principal role is to assist the Audit Committee and the Board in conducting independent assessment and systematic reviews on the Group's internal control system and governance practices, so as to provide reasonable and objective assurance on the adequacy, integrity and effectiveness of the Group's overall system of internal controls, risk management and governance. The Audit Committee reviews the adequacy of the scope, functions, competency and resources of the internal audit function to ensure that it is adequately resourced with competent and proficient internal auditors.</p> <p>The internal audits were conducted in accordance with an approved risk-based internal audit and were guided by the International Professional Practice Framework.</p> <p>Further details of the activities of the internal audit function are set out in the Statement on Risk Management and Internal Control in the Annual Report.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 11.2

The board should disclose–

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group has appointed an independent professional firm of consultant to support the internal audit function, namely GovernAce Advisory &amp; Solutions Sdn. Bhd. to act as the Internal Auditors of the Group and reports directly to the Audit Committee. GovernAce Advisory &amp; Solutions Sdn. Bhd. manages the resource requirements by deploying 2 to 3 internal auditors for every audit cycle to ensure comprehensive coverage.</p> <p>GovernAce's engagement director in charge of the Group's IA is Mr Chong Chee Seng, who is a certified internal auditor of the Institute of Internal Auditors Inc, a Fellow Certified Practising Accountant with CPA Australia, a Chartered member of Institute of Internal Auditors Malaysia and Accountant registered with the Malaysian Institute of Accountants with more than 20 years of international and local audit experiences.</p> <p>The IA function is to undertake independent regular and systematic reviews of the system of internal controls so as to provide reasonable assurance to the Audit Committee ("AC") that such systems continue to operate satisfactorily and effectively in the Group.</p> <p>None of the IA personnel has any relationships or conflict of interest that could impair their objectivity and independence in conducting their IA function.</p> <p>The internal audits procedures performed by the outsourced internal auditor are guided by International Professional Practices Framework issued by The Institute of Internal Auditors Inc.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the importance of keeping the shareholders informed and updated of development concerning the Group. In this regard, the Group strictly adheres to the disclosure requirements of Bursa Securities. The Group practices open communication with its investors.</p> <p>In order to maintain its commitment of effective communication with shareholders, the Group embrace the practice of comprehensive, timely and continuing disclosures of information to its shareholders as well as the general investing public.</p> <p>To facilitate continuous and accessible disclosure, the Group maintains a corporate website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a>, which includes a dedicated Investor Relations where shareholders and members of the public may access the latest information on the Group, including annual reports, quarterly results, press releases and corporate announcements. Shareholders are also encouraged to obtain the Company's announcements and corporate governance-related information via Bursa Securities' website at <a href="http://www.bursamalaysia.com">www.bursamalaysia.com</a>.</p> <p>The AGM serves as the principal forum for dialogue and interaction between the Board and shareholders.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 12.2**

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

<b>Application</b>	:	Not applicable – Not a Large Company	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Company is not a “Large Company” as defined in the MCGG and hence this Practice is not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company was listed on 29 July 2025, and the forthcoming Fifth (5<sup>th</sup>) Annual General Meeting ("AGM"), to be held in June 2026, will be its first AGM since listing. In line with good corporate governance practice, the notice of the forthcoming Fifth (5<sup>th</sup>) AGM and the Annual Report would be issued to the shareholders at least twenty-eight (28) days before the AGM.</p> <p>This is to ensure that shareholders are given sufficient time to review and consider the agenda item of the AGM, and to seek clarifications during general meetings on any matters pertaining to the issues in the Annual Report, corporate developments in the Group, the resolutions being proposed and the operational and financial performance of the Company.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company was listed on 29 July 2025 and the forthcoming AGM to be held in June 2026 will be its first AGM since listing.</p> <p>All the Directors, Chairman of the Board and Board Committees will attend the AGM to provide meaningful response to questions addressed to them. They are fully aware of their respective scope of responsibilities and will come prepared to address any issues that the shareholders may raise within the scope of the responsibilities of the Board Committees that they lead.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Company was listed on 29 July 2025 and is scheduled to convene its Fifth (5<sup>th</sup>) AGM physically at Mezza Room, Level 2, Iconic Hotel, 71, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Pulau Pinang on 24 June 2026 at 9.00 a.m..</p> <p>Shareholders who are not able to attend the physical general meetings, are encouraged to appoint the Chairman or any other person(s), as their proxy(ies) to attend, participate, speak and vote at the meetings on their behalf.</p> <p>The Board will consider implementing virtual annual general meeting in the future to allow remote shareholders' participation and voting.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The Chairman of the Board will ensure that the upcoming Fifth (5th) AGM supports meaningful engagement between the Board, key senior management and the shareholders.</p> <p>The Chairman shall ensure that shareholders are given the opportunity to pose questions regarding the resolutions being proposed before voting as well as matters relating to the Group’s operations.</p> <p>The Chairman will ensure that sufficient time is allocated for discussion and to address questions raised.</p>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**Intended Outcome**

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

**Practice 13.5**

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.*

<b>Application</b>	:	Not applicable – only physical general meetings were conducted in the financial year	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.6**

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Company was listed on 29 July 2025, the upcoming AGM will be the Company's First AGM since listing.  The Company will publish the minutes of the AGM on the Company's website at <a href="https://oxfordinnotech.com">https://oxfordinnotech.com</a> within thirty (30) business days from the date of the AGM.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

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

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

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