



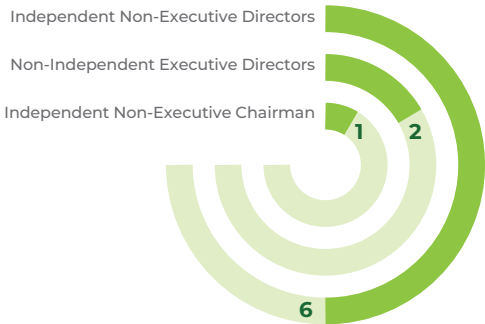
05

Leadership

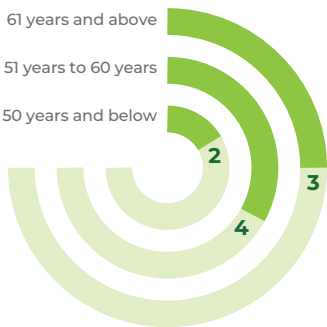
BOARD COMPOSITION

As at October 2025

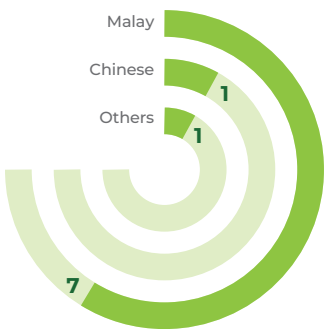
Demographic



Age group



Ethnicity



Gender

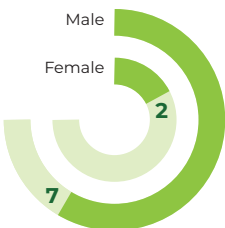


Diagram 11: JENTAYU's Board composition

BOARD OF DIRECTORS' PROFILE



Abdul Halim Jantan

Independent Non-Executive Chairman

(Redesignated from Senior Independent Non-Executive Director to Independent Non-Executive Chairman on 2 May 2025)

- 68 years old
- Male
- Malaysian

Date of appointment:

- 2 November 2020 - Independent Non-Executive Director
- 23 November 2023 - Redesignated to Senior Independent Non-Executive Director
- 5 May 2025 - Redesignated to Independent Non-Executive Chairman

Board meetings attended:

- 8/9 as at 30 June 2025

Membership of board committees:

- Nil

Academic/professional qualification(s)/recognition:

- Fellow of Malaysian Insurance Institute ("FMII")
- Certified Risk Practitioner

Present directorship(s) in other public/listed companies:

- Chairman of the Academy of Risk Management Malaysia Berhad

Areas of expertise:

- Strategic Development and Implementation, Corporate Leadership, Risk Management Practitioner

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

As a 44-year veteran in the practice of Risk Management and Risk Transfer, the art and science of developing an insurance solution has always been a passionate and enjoyable part of his life.

Prior to embarking on his enterprising journey as the Founder of Sterling Group of Companies, Abdul Halim spent 14 years at American Malaysian Insurance Berhad ("AMI"), ending his tenure as their CEO.

Through the years, he has successfully established Sterling as the Premium Independent Power Plant Broker in the insurance and reinsurance market and he is focused on expanding its portfolio into specialised industries such as Space, Aviation, Marine Hull and Employee Benefits continuously, by leveraging on technological advancement in Artificial Intelligence and Predictive Modelling.

Since then, he has evolved into becoming an entrepreneur with other business interests taking a third of his time, whilst remaining centrally focused on Engineering Services, Insurance Advisory and Risk Management Services. This has given him 'across the board' hands-on experience and the leading-edge to craft his transactional and consultancy enterprise, to forge ahead of the curve.

Today, the Sterling Group comprises of the following subsidiaries;

- Sterling Insurance Brokers Sdn. Bhd.
- Sterling Risks Solution Sdn. Bhd.
- Sterling I-Tech Sdn. Bhd.
- Sterling Foundation / Sterling Health Care Sdn. Bhd.
- TÜV-NORD Engineering Services Sdn. Bhd.
- Wing Cycle Sdn. Bhd.

The Group provides a sustainable ecosystem and intellectual capital to deliver high-end comprehensive total solutions with a competitive cost structure to selected and targeted industries.

As a pastime indulgence, he thoroughly enjoys endurance sport, hence is a triathlete at heart, with swimming and cycling being his biggest passions. His day is not complete without doing one or the other, six days a week. Somewhere in between, playing and walking nine holes in the golf course occasionally take precedence.

In 2023, he was appointed as a Commissioner for Suruhanjaya Perkhidmatan Air Negara. He hopes to pass down to future generations the same love for 'business enterprise', that he passionately inherited from his revered predecessors.

BOARD OF DIRECTORS' PROFILE



Datuk Haji Beroz Nikmal Mirdin

Group Managing Director

(Redesignated from Executive Chairman to Group Managing Director on 2 May 2025)

- 47 years old
- Male
- Malaysian

Date of appointment:

- 18 June 2020 - Executive Chairman
- 2 May 2025 - Group Managing Director

Board meetings attended:

- 9/9 as at 30 June 2025

Membership of board committees:

- Nil

Academic/professional qualification(s)/recognition:

- Bachelor of Science in Electrical Engineering from Widener University, USA.
- Master of Science in Management Information Systems from Pennsylvania State University, USA.
- Executive Education in Circular Economy and Sustainability Strategies from University of Cambridge, UK

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- Strategy Development and Implementation, Hydropower, Renewable Energy, Sustainable Energy

Family relationship with any director and/or major shareholder of the company:

- Datuk Haji Beroz is the spouse of Datin Hajjah Nurhaida Abu Sahid, who is a major shareholder of the Company. Save as disclosed above, Datuk Haji Beroz does not have any family relationship with any Director and/or other major shareholder of the Company

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- The details of conflict of interest, including interest in any competing business involving Datuk Haji Beroz Nikmal Mirdin are disclosed in the section of Additional Compliance in this Report

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Datuk Haji Beroz Nikmal Mirdin is the GMD of the Group. He was appointed to the Board on 18 June 2020. He spearheads the direction and development of the renewable energy business of the Group and is responsible for the overall overseeing of the corporate goals.

He obtained his Bachelor of Science in Electrical Engineering from Widener University, United States of America ("USA") in August 2000 and a Master of Science in Management Information Systems from Pennsylvania State University, USA in June 2006. In October 2021, he completed an online course on Circular Economy and Sustainability Strategies from the University of Cambridge.

He joined PJM Interconnection LLC, USA, a regional transmission organisation that coordinates the movements of wholesale electricity in some regions of the USA in December 1999 as an Engineer and left in November 2006. He was mainly involved in high level decision making and external communications with the IPP developers and regulatory bodies.

After his return to Malaysia, he served as the Manager (Operation Studies), System Operations Department of Tenaga Nasional Berhad from January 2007 to December 2009 where he was in charge of the operation studies section in the company to perform system reliability studies on a periodic basis. In February 2010, he became the Vice President, Investments of Khazanah Nasional Berhad where he was seconded to lead a special task force in MyPOWER Corporation to restructure and improve efficiencies of delivery of electricity in the Malaysia Electric Supply Industry ("MESI") and left the company in December 2010. Subsequently, he was appointed as the Director of Perak Hydro Renewable Energy Corporation Sdn. Bhd. from July 2010 to August 2017 where he was involved in the development of the comprehensive master plan of 150 MW small hydropower plant in Perak, as well as preserving the interests of the company's stakeholders. He was also an Executive Director at Gunung Capital Berhad from November 2013 to November 2016 where he was responsible in overseeing the development of small hydropower plant projects in Perak.

He has 26 years of experience in the renewable energy sector in which he was involved in the development of various small hydropower and LSS projects. Currently, he is also the CEO of Telekosang Hydro One and Telekosang Hydro Two since October 2018 and is responsible for managing the day-to-day operations. He spearheaded the development of the project in all aspects from identifying the suitability of the site to obtaining the approvals to develop the project from the state government. He was also in charge of the process of issuance greenfield mini-hydro green SRI Sukuk, covering key activities, such as discuss with credit rating agency and fund-raising roadshows.

BOARD OF DIRECTORS' PROFILE



Datin Noor Afzalinah Mohd Afzul Khan Non-Independent Executive Director

- 46 years old
- Female
- Malaysian

Date of appointment:

- 29 April 2024

Board meetings attended:

- 9/9 as at 30 June 2025

Membership of board committees:

- Nil

Academic/professional qualification(s)/recognition:

- Diploma in Computer Science from Universiti Putra Malaysia
- Bachelor in Computer Science from Universiti Putra Malaysia
- Bachelor of Jurisprudence from University of Malaya
- Certified Licensed Secretary (LS 0010298)

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- Corporate Law, Corporate Governance and Compliance, Company Secretarial and Human Resources

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Datin Noor Afzalinah Mohd Afzul Khan ("Datin Afzalinah") was appointed Non-Independent Executive Director of JENTAYU on 29 April 2024. She first joined JENTAYU on 1 July 2022 as Chief Corporate Officer and was subsequently designated to Director of Operations (HQ) in June 2025.

Datin Afzalinah is a seasoned corporate leader with over 18 years of experience spanning law, corporate governance, investments, and operations. A strong advocate for ethical leadership and institutional accountability, she brings a distinctive blend of legal expertise, strategic insight, and executive management to her role as Director of Operations and Board Member of JENTAYU.

She began her career in 2008 as a Paralegal Officer with Messrs Angela Ubu & Associates in Kota Kinabalu, Sabah, before joining Suria Capital Holdings Berhad (concessionaire for port operations in Sabah) as a Legal Executive in 2011.

In 2016, she joined Warisan Harta Sabah Sdn. Bhd. (now known as Qhazanah Sabah Berhad ("QSB")), the state's leading investment arm, as Legal Manager. Following her admission as a licensed company secretary, she was appointed Group Company Secretary in 2019.

She was then promoted to Executive Director /CEO of WHS Sterilization Services Sdn. Bhd. and entrusted with directorship roles across several QSB subsidiaries, namely Qhazanah Technology Sdn. Bhd., Common Tower Technologies Sdn. Bhd., and Angkatan Hebat Sdn. Bhd. She also served as an active member of QSB's Integrity Unit, underscoring her commitment to governance, transparency, and accountability.

In 2021, she was appointed Deputy Group CEO of QSB. In this capacity, she played a pivotal role in driving investment negotiations with both local and international investors, while also spearheading efforts to secure regulatory approvals for the group's strategic initiatives.

Through her diverse career, Datin Afzalinah has established herself as a trusted leader in governance, investment, and corporate strategy. Her extensive experience across the public and private sectors continues to shape her contributions to JENTAYU, where she remains committed to driving sustainable growth and long-term value creation.

BOARD OF DIRECTORS' PROFILE



Dato' Amiruddin Abdul Satar Independent Non-Executive Director

- 61 years old
- Male
- Malaysian

Date of appointment:

- 19 August 2020

Board meetings attended:

- 9/9 as at 30 June 2025

Membership of board committees:

- Chairman of the Board Audit Committee ("BAC")
- Member of the Board Nomination and Remuneration Committee ("BNRC")
- Member of the Board Investment Committee ("BIC")

Academic/professional qualification(s)/recognition:

- Member of the Association of Chartered Certified Accountants ("ACCA")
- Masters in Business Administration from Henley Business School, University of Reading, United Kingdom

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- Strategic Leadership, Accounting, Healthcare Delivery System and Plantation Management

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Dato' Amiruddin Abdul Satar was appointed as the Independent Non-Executive Director of the Company on 19 August 2020. He is the Chairman of the BAC, a member of BNRC and BIC of the Company.

An accountant by profession, he was admitted as a graduate member of the ACCA in July 1994 and he has also obtained a Master in Business Administration ("MBA") from Henley Business School, University of Reading, United Kingdom in May 2010. He is also a member of the Malaysian Institute of Accountants since July 2017.

He began his career in January 1989 as an Accountant Officer at UMW Toyota Motor Sdn. Bhd. until September 1989 when he joined Boustead Estates Agency Sdn. Bhd., a subsidiary of Boustead Holdings Berhad as an Accountant. He later joined INC Sdn. Bhd. as a Finance Manager in February 1992 until May 1993 before joining KPJ Healthcare Berhad ("KPJ Healthcare") in June 1993 as Finance Manager. He served in various roles including Chief Operating Officer and eventually left KPJ Healthcare as Managing Director in July 2020.

In October 2020, he was appointed as the Director-General of the Federal Land Development Authority ("FELDA"), where he oversees and provides leadership for the group's strategies and activities until his resignation in October 2024.

BOARD OF DIRECTORS' PROFILE



Pamela Kung Chin Woon Independent Non-Executive Director

- 57 years old
- Female
- Malaysian

Date of appointment:

- 27 December 2021

Board meetings attended:

- 8/9 as at 30 June 2025

Membership of board committees:

- Chairperson of the Board Risk Committee ("BRC")
- Member of the BAC
- Member of the BIC
- Member of the Board Sustainability Committee ("BSC")

Academic/professional qualification(s)/recognition:

- LL.B (Hons) from University of Leicester
- Certificate in Legal Practice

Present directorship(s) in other public/listed companies:

- Karex Berhad

Areas of expertise:

- Company Law, Banking and Securities Law, Corporate Debt Restructuring

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Kung Chin Woon ("Pamela") was appointed as an Independent Non-Executive Director of the Company on 27 December 2021. She is the Chairperson of the BRC and a member of the BAC, BIC, and BSC.

She is an Advocate and Solicitor of the High Court of Malaya and has been in legal practice since 1995. Currently, she is a partner and a member of the Management Committee of Messrs. Shearn Delamore & Co. Her legal practice portfolio covers a broad range of banking and debt capital markets across a diverse spectrum of corporates and institutions. She advises on loans and financing facilities, Islamic banking as well as issuance of bonds, debt instruments and Sukuk. She represents lenders, borrowers, guarantors and financial advisers in domestic as well as cross-borders transactions and financing arrangements. She also advises on corporate debt restructuring and provides regulatory advice on exchange control regulations, banking regulations, finance and securities laws. She is also involved in private wealth and succession planning, and advises on trusts and foundation structures.

BOARD OF DIRECTORS' PROFILE



Tobias Hjalmar Mangelmann Independent Non-Executive Director

- 50 years old
- Male
- Germany

Date of appointment:

- 4 September 2023

Board meetings attended:

- 9/9 as at 30 June 2025

Membership of board committees:

- Chairman of the BSC
- Member of the BNRC
- Member of the BRC
- Member of the BIC

Academic/professional qualification(s)/recognition:

- German equivalent of a Bachelor in Business Administration
- Masters in Business Administration both from WHU - Otto Beisheim School of Management, Vallendar, Germany

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- Carbon Markets, Energy and Waste Management Sectors

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Tobias Hjalmar Mangelmann was appointed as an Independent Non-Executive Director of the Company on 4 September 2023. He is the Chairman of the BSC and a member of the BNRC, BRC, and BIC.

In December 1996, he obtained the 'Vordiplom in Betriebswirtschaftslehre' from WHU – Otto Beisheim Graduate School of Management and subsequently obtained the 'Diplom-Kaufmann' from the same institution in September 1999.

He commenced his career as a Business Analyst at MCF Corporate Finance GmbH in 1998, focusing on financial analysis before leaving in 1999. In 1999, he co-founded and served as the Managing Director/Chief Financial Officer ("CFO") of Pragma Holding AG, Germany, overseeing financial matters and operations until 2003. Moving to Malaysia, he joined McKinsey & Company, Inc in August 2004, initially as an Associate and later as a Senior Expert. At McKinsey, he advised governments and the private sector, particularly in the energy industry with a focus on sustainability, until April 2012.

In June 2012, he was appointed Director and Head of Asia Pacific at Pöyry Management Consulting (Singapore) Pte Ltd, advising on electricity and land-use sectors. He left in August 2014 to set up Lasaju Consulting Sdn. Bhd. in October 2014, focusing on sustainability.

He also served as Executive Director of Merica Holdings Pte Ltd from February 2015 to April 2018, forming downstream strategies for sustainable forest business in Sabah. He was the representative Director at Asian Forestry Company (Sabah) Sdn. Bhd. (May 2015 to November 2018) and Gerak Saga Sdn. Bhd. (June 2015 to April 2017). Additionally, he was an Executive Director at WeGen Energy Pte Ltd from July 2015 to August 2017, involved in strategy development and representing WeGen Energy Sdn. Bhd. during the same period.

From July 2018 to December 2020, he served as Senior Advisor at SYSTEMIQ Ltd, supporting sustainability projects in Malaysia, including biomass and bioeconomy assessments and improving municipal waste management.

Currently, he also serves as director of various other companies but, apart from JENTAYU, does not sit on the board of any public listed company.

BOARD OF DIRECTORS' PROFILE



Ahmad Shahizam Mohd Shariff Independent Non-Executive Director

- 54 years old
- Male
- Malaysian

Date of appointment:

- 8 November 2023

Board meetings attended:

- 8/9 as at 30 June 2025

Membership of board committees:

- Chairman of the BIC
- Member of the BAC
- Member of the BRC
- Member of the BSC

Academic/professional qualification(s)/recognition:

- Bachelor of Laws (LLB) from The London School of Economics and Political Science, United Kingdom
- Master's Degree in Public Administration from Harvard University's Kennedy School of Government, United States of America

Present directorship(s) in other public/listed companies:

- The MCKK Foundation
- Malaysia Healthcare Travel Council

Areas of expertise:

- Healthcare, Finance, and Investment Management

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Ahmad Shahizam Mohd Shariff ("Ahmad") is a highly experienced professional with a 30-year track record in leadership roles across healthcare, finance, and investment management. His current roles include serving as an Independent Director of the Malaysia Healthcare Travel Council, member of the Investment Panel of Tabung Haji, and manages venture capital and private equity investments in growth companies at Mekar Capital.

With a Master's degree in Public Administration from Harvard University's Kennedy School of Government and Bachelor of Laws degree from The London School of Economics and Political Science, Ahmad's previous roles at Khazanah Nasional Berhad saw him play a pivotal role in strengthening corporate governance, instituting performance metrics, and elevating the overall performance of Malaysian government-linked companies ("GLCs"). While at Khazanah, Ahmad also led the work on restructuring the Malaysia electricity supply industry, leading to the establishment of MyPower Corporation.

From 2010 to 2022, Ahmad held key leadership positions in the healthcare sector, overseeing the two largest private healthcare systems in Malaysia, including over 55 private hospitals, healthcare facilities, and 25,000 healthcare professionals.

BOARD OF DIRECTORS' PROFILE



Dato' Sri Mohd Kamarudin Md Din Independent Non-Executive Director

- 61 years old
- Male
- Malaysian

Date of appointment:

- 6 June 2025

Board meetings attended:

- Nil as at 30 June 2025 (*Dato' Sri Mohd Kamarudin was appointed as Director on 6 June 2025*)

Membership of board committees:

- Member of the BNRC
- Member of the BAC

Academic/professional qualification(s)/recognition:

- Bachelor of Computer Science from University Technology Malaysia
- Master's Degree in Information Security from University Technology Malaysia

Present directorship(s) in other public/listed companies:

- Bina Puri Holdings Berhad

Areas of expertise:

- Investigation of white-collar crimes such as fraud, embezzlement, money laundering, cyber-crime and corporate theft

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Dato' Sri Mohd Kamarudin bin Md Din ("Dato' Sri Kamarudin") is a retired Commissioner of Police with over 30 years of distinguished service in the Royal Malaysia Police ("PDRM"), specialising in investigating white-collar crimes such as fraud, embezzlement, money laundering, cyber-crime and corporate theft. Throughout his career, he held numerous key leadership roles, including Director of Internal Security and Public Order, Director of Narcotic Crime Investigation, and Director of the Commercial Crime Investigation Department at Bukit Aman.

He began his career in district policing before moving into specialised roles in cybercrime, technology-related investigations, and computer forensics. His deep expertise in commercial crime led him to spearhead complex investigations into fraud, money laundering, and cybercrime, working closely with local and international enforcement agencies. He was instrumental in modernising investigative approaches and implementing systems to enhance operational efficiency.

Dato' Sri Kamarudin also held strategic leadership positions at the state level, notably as the Chief Police Officer of Johor, where he oversaw public safety, crime prevention, and community engagement. His service reflects a strong commitment to integrity, innovation and national security.

BOARD OF DIRECTORS' PROFILE



Dato' Azra Kamarudin Independent Non-Executive Director

- 53 years old
- Male
- Malaysian

Date of appointment:

- 6 June 2025

Board meetings attended:

- Nil as at 30 June 2025 (*Dato' Azra was appointed as Director on 6 June 2025*)

Membership of board committees:

- Chairman of the BNRC
- Member of the BIC

Academic/professional qualification(s)/recognition:

- Bachelor of Laws (Hons) from IIUM
- Advocate and Solicitor of High Court of Malaya
- Master's Degree in Business Administration from Universiti Putra Malaysia

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- Law, Corporate Governance, Healthcare and Social impact

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Dato' Azra is the Chairman of the Board of UKM Specialist Centre ("UKMSC"). Save for the above, he does not have any family relationship with any directors and/or major shareholders of UKMSC nor any conflicts of interest / potential conflicts of interest in any business arrangement involving UKMSC or any other competing business with the Company.

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Dato' Azra Bin Kamarudin ("Dato' Azra") is a practicing Advocate and Solicitor with over 25 years of experience in corporate and commercial law. He was called to the Malaysian Bar in 1997 and is currently practicing at Messrs. Azra & Associates, where he advises clients on corporate governance, regulatory compliance, legal risk, and commercial transactions across diverse sectors. He is a member of the Malaysian Bar.

He holds a Bachelor of Laws (LLB) from the IIUM, conferred in 1996, and a MBA from Putra Business School, obtained in 2001. His interdisciplinary background in law and business enables him to offer well-rounded insights into complex corporate and regulatory environments.

In addition to his legal practice, Dato' Azra is actively involved in governance and leadership roles across various organizations. He currently serves as Chairman of the Board at UKMSC and UKM Medicare, and sits on the boards of UKM Holdings and UKM Digital, contributing to strategic development in healthcare, education, and digital transformation.

He is also a former Director of Golsta Synergy Berhad, a company listed on Bursa Malaysia, as well as a former Director of UM Specialist Centre, underscoring his experience in both public-listed and healthcare institutions.

In the non-profit space, he served as a Member of the Board of Trustees of the Breast Cancer Foundation, where he supports advocacy, community engagement, and access to care initiatives. With his extensive experience in law, corporate governance, healthcare, and social impact, Dato' Azra brings a wealth of knowledge and strategic perspective to the Board.

EXECUTIVE LEADERSHIP COMPOSITION

As at October 2025

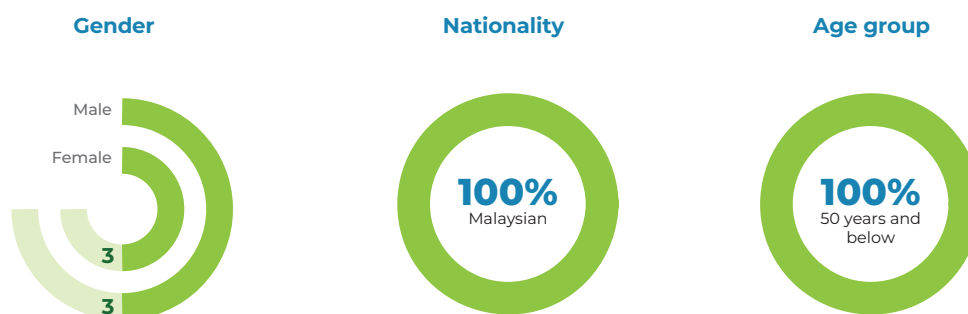


Diagram 12: JENTAYU's Executive Leadership composition

EXECUTIVE LEADERSHIP'S PROFILE



Datuk Haji Beroz Nikmal Mirdin
Group Managing Director

Note:
Pleaser refer profile on page 35, under section Board of Directors' profile.



Datin Noor Afzalinah Mohd Afzul Khan
Director of Operations (HQ)

Note:
Pleaser refer profile on page 36, under section Board of Directors' profile.

EXECUTIVE LEADERSHIP'S PROFILE



Nor Azlina Baharuddin Acting Chief Financial Officer

• 45 years old • Female • Malaysian

Membership of board committees:

- Nil

Academic/professional qualification(s)/recognition:

- Bachelor Degree in Accounting from Universiti Tenaga Nasional

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- Accounting and Finance

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Puan Nor Azlina Baharuddin ("Puan Azlina") began her career in 2002 at Grand Bluewave Hotel Shah Alam as an Accounts Officer, assisting the Finance Manager with account closings and reconciliations. Over five years, she was promoted several times, eventually becoming Assistant Manager – Finance.

She then joined Quality Hotel Shah Alam as Assistant Accountant, where she managed full sets of accounts, supervised finance sub-sections, and handled year-end audits, liaising with auditors and tax agents.

In 2013, she became Head of Finance at Intekma Resort & Convention Centre, a subsidiary of UiTM Holdings Sdn. Bhd., overseeing finance operations including procurement, inventory, and hotel activities. She also prepared quarterly reports for the Board and ensured regulatory compliance.

In 2019, she was transferred to UiTM Holdings, managing financial reporting for the Hospitality and Technology Divisions. Promoted to Senior Manager – Finance, her role expanded to group account consolidation, monthly closings, Board reporting, and leading the migration to a new accounting system.

In 2022, she joined JENTAYU as Vice President I – Finance, responsible for the Group's consolidated accounts across multiple divisions, Bursa Malaysia reporting, and development of finance policies. She supported the previous CFO on all finance-related matters at Group level.

EXECUTIVE LEADERSHIP'S PROFILE



Ahmad Azwan Ahmad Shukor Director of Operations (KL)

• 42 years old • Male • Malaysian

Membership of board committees:

- Nil

Academic/professional qualification(s)/recognition:

- Master of Business Administration with Distinction, Concentration in International Business, Universiti Malaya (2018)
- Bachelor of Information Technology (Hons.) (Multimedia Technology Management, Computer Engineering), Multimedia University (2006)

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- International Business, Strategic Ventures, Commercial and Business Development, Strategy, and Transformation

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Ahmad Azwan Ahmad Shukor ("Ahmad Azwan") is a seasoned executive with over 19 years of senior leadership experience spanning the oil and gas, energy, technology, and real estate sectors. A passionate advocate for clean energy and sustainable development, he brings a distinctive blend of strategic foresight, operational excellence, and transformation leadership to his role as Director of Operations.

Throughout his distinguished career, Ahmad Azwan has held transformative leadership roles across strategic industries and government-linked sectors. As CEO of a regional oil and gas company headquartered in the Gulf Cooperation Council ("GCC"), he led the organisation's growth in advanced energy solutions—specialising in the design, testing, and manufacturing of high-performance technologies for the upstream and midstream markets. Prior to that, he played a foundational role in shaping Malaysia's national economic trajectory as a founding member of a flagship industry transformation initiative under the Economic Transformation Program ("ETP"), a cornerstone of the country's high-income ambition. Across every role, Ahmad Azwan has consistently driven innovation, unlocked enterprise value, and redefined industry benchmarks through visionary leadership and operational rigor.

Prior to his appointment, Ahmad Azwan served as Head of Transformation at JLG Investment Holdings Sdn. Bhd., the real estate arm of Johor Corporation. There, he led the group's strategic transformation, laying the foundation for Malaysia's next generation integrated real estate solutions provider. His leadership was marked by a strong focus on value creation, digital enablement, and sustainable growth.

Ahmad Azwan's track record includes leading complex mergers and acquisitions, forging strategic partnerships, and driving international expansion. His global perspective and deep operational insight uniquely position him to steer JENTAYU toward becoming a regional leader in clean energy – supporting national and regional sustainability agendas through innovative, scalable solutions.

EXECUTIVE LEADERSHIP'S PROFILE



Syahrulnizam Yek Abdullah @ Johnny Yek Shyh-Lung

Head of Energy Division

• 49 years old • Male • Malaysian

Membership of board committees:

- Nil

Academic/professional qualification(s)/recognition:

- Bachelor of Applied Science in Planning from Royal Melbourne Institute of Technology ("RMIT") University, Melbourne, Australia.

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- Design, Construction and Commissioning of Run-Off-River Hydro Powerplants, Australian Good Design Guide, Malaysian Green Building Index

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Syahrulnizam Yek Abdullah @ Johnny Yek Shyh-Lung is the Head of Energy Division in JENTAYU. He oversees the overall development of Project Oriole and other energy-related businesses such as hydro-mechanical equipment consultancy, rooftop solar plant and Green Initiatives.

He obtained his Bachelor of Applied Science in Planning from RMIT University, Melbourne, Australia in 2002. He was awarded the Borrie Prize, Award for Planning Excellence by the Planning Institute of Australia. He served as an intern and was subsequently absorbed into the Town Planning Department of City of Boroondara in Melbourne.

Since his return to Malaysia, he has served in various capacities in the Information Technology and construction industries. He has acquired priceless knowledge and experiences whilst working as a Project Manager in a Sabah-based, China's construction company that utilises workers from People's Republic of China.

Prior to joining JENTAYU in 2024, he was the Project Director for Telekosang Hydro One and Telekosang Hydro Two, a combined 40 MW Run-Off-River hydro powerplants in Tenom, Sabah. He was involved in the planning, design, construction and commissioning of the hydro power plants.

He is well-versed in the Australian Good Design Guide as well as the Malaysian Green Building Index, which encourages sustainable development and environmentally friendly construction methodologies.

EXECUTIVE LEADERSHIP'S PROFILE



Sarah Azman

Head of Group Managing Director Office

• 37 years old • Female • Malaysian

Membership of board committees:

- Nil

Academic/professional qualification(s)/recognition:

- Bsc. (Hons) Biotechnology Industry from Universiti Selangor ("UNISEL")
- Master of Business Administration from Universiti Malaysia Pahang ("UMP")

Present directorship(s) in other public/listed companies:

- Nil

Areas of expertise:

- Strategic Leadership and Operational Management, Project Development and Execution (Renewable/Sustainable Energy)

Family relationship with any director and/or major shareholder of the company:

- Nil

Disclosure of conflict of interest or potential conflict of interest, including interest in any competing business with the company or its subsidiaries:

- Nil

Conviction for offences within the past five years and any public sanction or penalty imposed by relevant regulatory bodies (other than traffic offences) during the financial year end:

- Nil

Sarah Azman ("Sarah") is currently the Head of GMD Office and joined JENTAYU in July 2020. She is responsible for providing strategic and operational support to the GMD, with a focus on governance, sustainability, corporate coordination, and the implementation of key business initiatives to ensure effective execution of the Group's objectives.

Prior to joining JENTAYU, Sarah was with Jentayu Capital Sdn. Bhd., an investment holding company that focuses on key sectors that are deemed to be sustainable in the long run, promoting social and economic development. She was responsible for the company's operational matters and held a significant role in the development of two renewable energy projects namely 40 MW Small Hydropower Plant ("SHP") at Telekosang River, Tenom, Sabah and 5.99 MW LSS plant at Pokok Sena, Kedah. In addition, she substantially involved in raising Telekosang ASEAN Green SRI Sukuk and Telekosang ASEAN Green Junior Bonds to part finance the SHP project in Sabah.

Sarah began her career at Malaysian Bioeconomy Development Corporation Sdn. Bhd., an agency that leads the development of bio-based industry in Malaysia and responsible for executing the objectives of the National Biotechnology Policy ("NBP"), then under the purview of Ministry of Science, Technology and Innovation ("MOSTI").

Sarah holds a Bsc. (Hons) Biotechnology Industry from UNISEL and an MBA from UMP.

ORGANISATIONAL STRUCTURE

As at October 2025

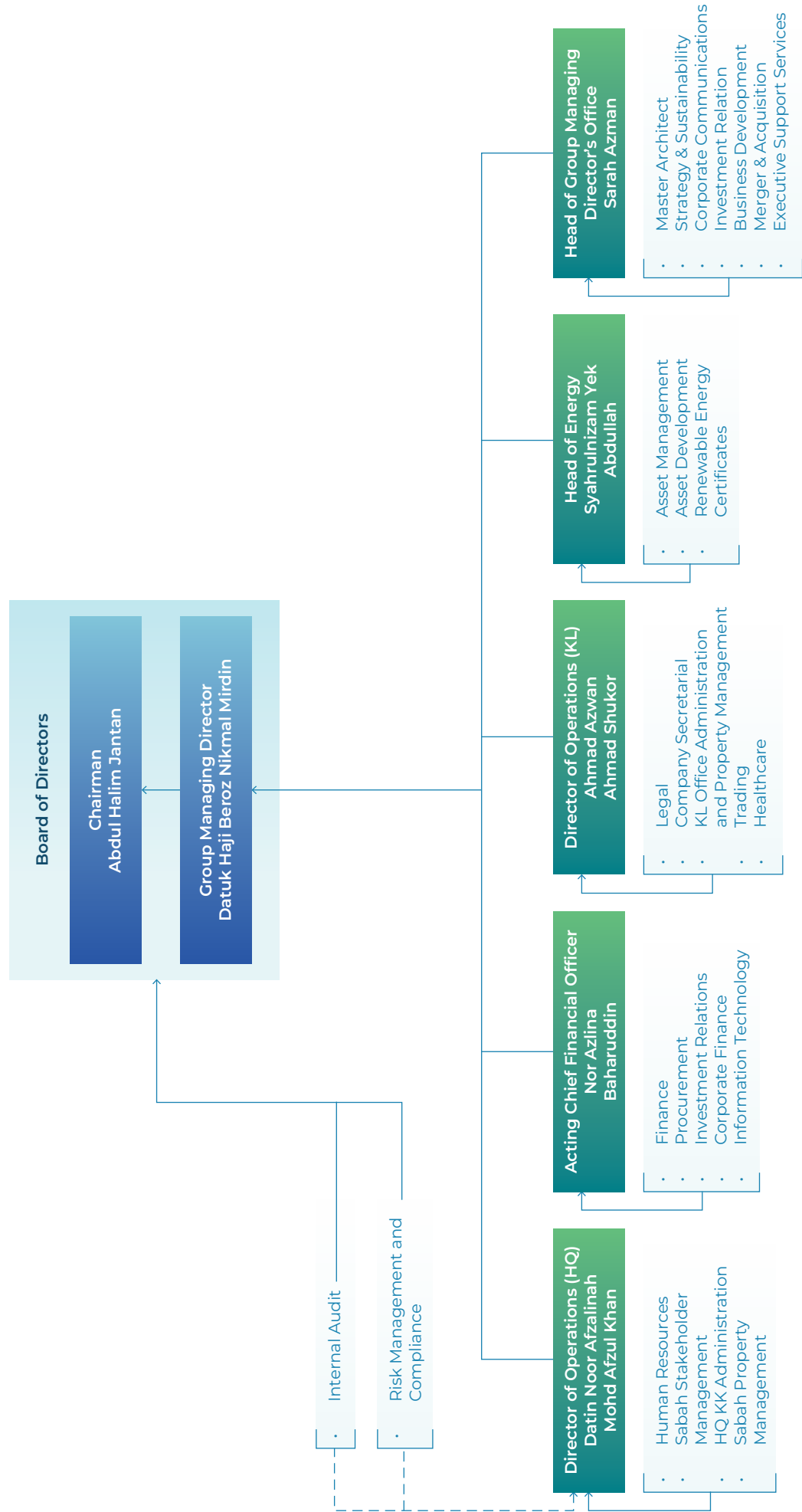


Diagram 13: JENTAYU Sustainable Berhad's organisational structure



06

Governance

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of JENTAYU fully supports the principles and best practices as set out in the MCCG 2021 and the relevant provisions in the MMLR of Bursa Securities which the Group will endeavour to adopt in making good corporate governance an integral part of its business dealings and culture.

This Corporate Governance Overview Statement ("CGOS") provides a summary of the principles and practices as set out in the MCCG 2021 and MMLR of the Group during FY 2025 up until the date of Statement with reference to the three key principles as follows:

PRINCIPLE A

Board Leadership and Effectiveness

PRINCIPLE B

Effective Audit and Risk Management

PRINCIPLE C

Integrity in Corporate Reporting and
Meaningful Relationship with Stakeholders

This CGOS is prepared in compliance with the MMLR and shall be read together with the Group's Corporate Governance Report ("CG Report") for FY 2025 which is publicly available on Bursa Securities' website at www.bursamalaysia.com and also the Company's website at www.jentayu-sustainables.com.

This statement is made in accordance with the resolution of the Board of Directors dated 31 October 2025.

PRINCIPLE A : BOARD LEADERSHIP AND EFFECTIVENESS

BOARD'S ROLES AND RESPONSIBILITIES

The Board is responsible for the leadership, oversight and the long-term success of the Group. The Board members fully understand their collective responsibilities in guiding the business activities of the Group towards reaching an optimum balance of a sound and sustainable business operations in order to safeguard shareholders' value.

In discharging its fiduciary duties and leadership functions, it is imperative for the Board to govern and set the strategic direction of the Group while exercising oversight on Management. To ensure the effective discharge of its function and duties in the best interest of the Group, the key responsibilities of the Board include the following specific areas:

- i. Reviewing and adopting the overall strategic plans and programmes for the Company and Group to be in line with the Company and Group's core values, vision and mission.
- ii. Overseeing and evaluating the conduct of business of the Company and Group, ensuring the business is being properly managed and sustained.
- iii. Identifying principal business risks and ensuring the implementation of a proper risk management system to manage such risks under the guidance of the Risk Management Committee ("RMC"). This includes reviewing procedures to identify the main risks associated with the Group's businesses and the implementation of appropriate systems to manage these risks.
- iv. Establishing a succession plan.
- v. Reviewing the adequacy and the integrity of the management information and internal control systems of the Company and Group including systems for compliance with applicable laws, regulations, rules, directives and guidelines.
- vi. Monitoring Board composition, processes and performance with the guidance of the BNRC.
- vii. Promoting better investor relations and shareholders' communications.
- viii. Ensuring that the Group's core values, vision and mission and shareholders' interests are met.
- ix. Establishing such committees, policies and procedures to effectively discharge the Board's roles and responsibilities.
- x. Monitoring and reviewing policies and processes relating to occupational health and safety, compliance with laws, and the maintenance of high ethical standards.
- xi. Ensuring that the Group has the appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate responsibility.
- xii. Performing other such functions as are prescribed by law or are assigned to the Board.

BOARD CHARTER, CODE OF CONDUCT AND ETHICS FOR DIRECTORS

The Board has adopted a Board Charter which clearly defines the respective roles, responsibilities and authorities of the Board (both individually and collectively) and Management in setting the direction, the management and the control of the Company as well as matters reserved for the Board.

The formal schedule of matters reserved for the Board is set out in the Board Charter whilst the Code of Conduct and Ethics for Directors (which is incorporated in the Board Charter) formalises the standard of ethical values and behaviour that is expected of its Directors at all times.

The current Board Charter is available for reference on the Company's website at www.jentayu-sustainables.com. The Board Charter is reviewed from time to time to ensure its relevance and compliance.

The Board is helmed by the Independent Non-Executive Chairman ("INEC"), Abdul Halim Jantan who demonstrates strong leadership and oversees the effectiveness of the Board. Abdul Halim works closely with the rest of the Board members in forming policies and strategies to align business activities driven by the Management team.

The INEC is responsible for leading the Board in its collective oversight of Management and ensuring the effectiveness of the Board matters whilst the GMD is responsible to implement the policies and strategies approved by the Board for the purposes of running the business and the day-to-day management of the Company.

The GMD together with Senior Management Team ("SMT") remain accountable to the Board for the authority being delegated to the SMT by the GMD. However, the schedule of matters reserved for the Board's decision includes key strategic, financial, operational, compliance and governance issues as well as acquisition/disposal of assets, subject to regulatory requirements.

The various powers delegated to the SMT is based on the Group's Limits of Authority ("LOA"), which is also subject to periodic review based on changes in organisation structure and business requirements for efficient decision making.

In addition, the Board also expects the SMT to:

- i. Review the Group's strategies and their implementation in all key areas of the Group's activities.
- ii. Carry out a comprehensive budgeting process and monitor the Group's financial performance against the budget.
- iii. Identify opportunities and risks affecting the Group's business and find ways of dealing with them.

The GMD together with the SMT meets as and when necessary to review and monitor the performances of the Group's operating divisions, review shared initiatives and update the operational policies which are more efficient and practical. The Board also keeps itself abreast of the operational progress and/or issues and the mitigation plans by the reporting of the GMD at the quarterly Board meetings or at such earlier time as may be required from time to time.

The Independent Non-Executive Directors ("INEDs") are not involved in the day-to-day management of the Group but contribute their particular skills, expertise and experiences in assisting the development of business strategies of the Group and to make insightful contribution to the Board's deliberations to ensure that the interest of all shareholders and the general public is given due consideration in the decision-making process. They also assist and ensure the Board adopts a good corporate governance practice within the Group.

As at the date of the CGOS, the current Board members are as follows:

Directors



Abdul Halim Jantan*
Independent Non-Executive Chairman



Datuk Haji Beroz Nikmal Mirdin**
Group Managing Director



Datin Noor Afzalinah Mohd Afzul Khan
Non-Independent Executive Director



Dato' Amiruddin Abdul Satar
Independent Non-Executive Director



Pamela Kung Chin Woon
Independent Non-Executive Director



Tobias Hjalmar Mangelmann
Independent Non-Executive Director



Ahmad Shahizam Mohd Shariff
Independent Non-Executive Director



Dato' Sri Mohd Kamarudin Md* Din**
Independent Non-Executive Director



Dato' Azra Kamarudin***
Independent Non-Executive Director

Notes:

- * Redesignated from Senior Independent Non-Executive Director to Independent Non-Executive Chairman on 2 May 2025
- ** Redesignated from Executive Chairman to Group Managing Director on 2 May 2025
- *** Appointed on 6 June 2025

SEPARATION OF THE POSITION OF CHAIRMAN AND GMD

The roles of the INEC and GMD of the Group are separate with clear division of responsibilities between them to ensure balance of power and authority:

- i. The INEC provides leadership and guidance to the Board in meeting corporate goals and manages the processes in ensuring the Board discharges its duties. He encourages healthy debates on issues raised at Board Meetings and gives opportunities to Directors who wish to speak on motions, either for or against them.

- ii. The GMD has the overall responsibility for the day-to-day management of the Group's business and operations and implementation of the Board's policies and decisions. He is responsible for the due execution of strategic goals, effective operations within the Group and to explain, clarify and inform the Board on key matters pertaining to the Group. By virtue of his position as a Board member, he also acts as the intermediary between the Board and Management.

Details of the roles and responsibilities of the Chairman and the GMD are defined in the Board Charter.

COMPANY SECRETARIES

In compliance with Practice 1.5 of the MCCG 2021, the Board members have full access to the two Company Secretaries who are members of the MAICSA and are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016.

The Board receives regular updates and notices from the Company Secretaries to ensure compliance with applicable laws, regulations and corporate governance matters. The Company Secretaries attend and ensure that all Board and Board Committees meetings are properly convened and that all deliberations and decisions are properly minuted and kept. They are also responsible for ensuring that the Board's policies and procedures are followed and the applicable statutory and regulatory requirements are observed.

BOARD MEETING AND MEETING MATERIAL

The Board meets regularly on a quarterly basis, with additional or special Board meetings convened as and when necessary to consider and deliberate on any urgent proposals or matters that require the Board's expeditious review or consideration. Such meetings will enable the Board members to effectively assess the viability of the business and corporate proposals and the principal risks that may have significant impact on the Group's business or on its financial position and the mitigating factors. All Board approvals sought are supported with all the relevant information and explanations required for an informed decision to be made.

Circular resolutions shall be circulated as the need arises on matters requiring urgent Board decision or approvals which are supported with the relevant information and explanations required for an informed decision to be made. Nevertheless, the Management endeavours to ensure that all resolved circular resolutions are tabled at the subsequent Board meetings to provide Board members sufficient avenue to discuss the matter during the scheduled Board meetings.

Prior to a Board meeting, the Directors will be provided with the relevant agenda and Board papers within a reasonable timeframe prior to the respective meetings to enable them to have an overview of matters to be discussed or reviewed at the meetings and to seek further clarifications, if any. The Board papers provide, among others, the minutes of preceding meetings of the Board, summary of dealings in shares by the directors or affected persons, if any, and directors' circular resolutions passed since the last Board meeting, reports on the Group's financial statements, operations, any relevant corporate developments and proposals.

For a Board Committee Meeting, the Board Committee members will be provided with the relevant agenda and Committee meeting papers as per the Terms of Reference ("TOR") of the respective Board Committees.

Further, there is a schedule of matters reserved for Board's deliberations and decision, including among others, to review, evaluate, adopt and approve the policies and strategic plans for the Group. The Board will ensure that the strategic plans of the Group support long term value creation, including strategies on economic, environmental and social considerations underpinning sustainability as well as to review, evaluate and approve any material acquisitions and disposals of undertakings and assets in the Group and any new major ventures.

The Chairman of the respective Board Committees is responsible for informing the Board at the Board meetings of any salient matters noted by the Committees and which may require the Board's direction.

As the Group's quarterly results is one of the regular scheduled matters which are tabled to the Board for approval at the quarterly Board meetings, the notices on the closed periods for dealings in the securities of the Group are circulated to all Directors and principal officers who are deemed to be privy to any sensitive information and knowledge in advance of whenever the closed period is applicable based on the targeted date of announcement of the quarterly results of the Group.

INFORMATION ACCESS AND ADVICE

The Directors have unrestricted access to the advice and services of the Company Secretaries and SMT in the Group to assist them in carrying out their duties. The Directors, whether as a full Board or in their individual capacity, may seek independent professional advice at the Group's expense on specific issues and gain access to relevant information whenever required to enable the Directors to discharge their duties more effectively.

BOARD COMMITTEES

The Board is assisted by its Board Committees, which have been established under defined TOR, in accordance with the MMLR of Bursa Securities and best practices prescribed by the MCCG 2021 to assist the Board in discharging its responsibilities. The Board Committees are as follows:

- i. Board Audit Committee
- ii. Board Nomination and Remuneration Committee
- iii. Board Risk Committee
- iv. Board Investment Committee
- v. Board Sustainability Committee

The Board Committees examine specific issues and the Chairman of the respective Board Committees report to the Board on proceedings and outcome of the Board Committee meetings, together with their recommendations, while the ultimate responsibility for decision making lies with the Board.

TIME COMMITMENT

The Board requires its members to devote sufficient time to effectively discharge their responsibilities and commitment as Directors.

The Board meets every quarter, with the Board meeting scheduled well in advance before the commencement of the calendar year to facilitate the Directors in managing their meeting plans. Additional meetings, including special or ad-hoc meetings are convened whenever necessary.

Directors



Abdul Halim Jantan*

(Redesignated from Senior Independent Non-Executive Director to Independent Non-Executive Chairman on 2 May 2025)
Independent Non-Executive Chairman

No. of meetings attended/held during appointment:



Datuk Haji Beroz Nikmal Mirdin**

(Redesignated from Executive Director to Group Managing Director on 2 May 2025)
Group Managing Director/
Non-Independent Executive Director

No. of meetings attended/held during appointment:



Datin Noor Afzalinah Mohd Afzul Khan

Non-Independent Executive Director

No. of meetings attended/held during appointment:



Dato' Amiruddin Abdul Satar

Independent Non-Executive Director

No. of meetings attended/held during appointment:



Pamela Kung Chin Woon

Independent Non-Executive Director

No. of meetings attended/held during appointment:



Tobias Hjalmar Mangelmann

Independent Non-Executive Director

No. of meetings attended/held during appointment:



Ahmad Shahizam Mohd Shariff

Independent Non-Executive Director

No. of meetings attended/held during appointment:



Dato' Sri Mohd Kamarudin Md Din***

Independent Non-Executive Director

No. of meetings attended/held during appointment: Nil



Dato' Azra Kamarudin***

Independent Non-Executive Director

No. of meetings attended/held during appointment: Nil

Notes:

* Redesignated from Senior Independent Non-Executive Director to Independent Non-Executive Chairman on 2 May 2025

** Redesignated from Executive Chairman to Group Managing Director on 2 May 2025

*** Appointed on 6 June 2025

All the Directors holding office as indicated above have complied with the minimum attendance at Board meetings as stipulated by the MMLR of Bursa Securities.

The dates of Board and Board Committee meetings as well as Annual General Meeting ("AGM") are scheduled before the beginning of each year. Board meetings for each financial year are scheduled at the end of the preceding financial year to give the Directors sufficient time to plan their own schedules and be able to attend the meetings.

TIME COMMITMENT OF ACCEPTING NEW DIRECTORSHIPS

Directors are expected to have such expertise so as to qualify them to make a positive contribution to the Board's performance of their duties and to give sufficient time and attention to the affairs of the Group. Any Director shall notify the Chairman before accepting any new directorship and the notification shall include the indication of time that will be spent on the new appointment. The aforesaid is set out in the approved Board Charter.

The Directors remain fully committed in discharging their statutory duties and responsibilities, as reflected by their strong attendance at Board meetings held during the FY 2025. All Directors complied with the minimum attendance requirement of at least 50 percent of Board meetings held in the FY 2025 pursuant to the MMLR of Bursa Securities.

None of the Directors mentioned above hold more than five directorships in public listed companies in Bursa Securities.

DIRECTORS' TRAINING

All Directors have attended the Mandatory Accreditation Programme ("MAP Part I") as required by Bursa Securities. Bursa Securities has introduced a new mandatory sustainability training for Directors ("MAP Part II") in June 2023. The Directors will endeavour to attend MAP Part II within the stipulated timeframe given by Bursa Securities.

The BNRC will also assess the training needs of the Directors from time to time to ensure the Directors are equipped with relevant knowledge and skills to discharge their duties more effectively.

During the FY 2025, the Directors in office attended the conferences, training programmes and seminars as mentioned below. They will continue to attend other training programmes from time to time to keep abreast of the relevant changes and development in laws and regulations as well as business developments. The Board is updated by the Company Secretaries on latest updates/amendments to the MMLR of Bursa Securities and other regulatory requirements relating to the discharge of the Directors' duties and responsibilities.

Abdul Halim Jantan

 Date attended	 Trainings/Programmes/Conferences attended
• 12 July 2024	• Climate Resilience in Southeast Asia: Strengthening the Role of Parliament
• 16 July 2024	• Tech Talk: Cybersecurity Resilience in the Era of Digital Transformation
• 19 September 2024	• Asian Captive Conference Optimising Employee Benefits through Captive
• 14 October 2024	• Academy of Risk Management Malaysia ("ARiMM") Module 5 Teaching (Level 5)
• 23 October 2024	• JENTAYU Internal Sustainability Training ("IST") – Climate Change and GHG Emissions
• 25 October 2024	• Machinery Insurance Policy: Brokers Prospective
• 7-8 November 2024	• ESG Training for Management & Materiality Assessment
• 20 November 2024	• SP Setia Board Engagement Session ERSM/Sustainability with the Business
• 3 December 2024	• Risk Awareness & Upskilling SETEL
• 11 March 2025	• Risks Management Appreciation & Workshop ("PROKHAS")
• 23 April 2025	• Oversight on Enterprise Risks Workshop
• 7 May 2025	• Building Client Trust in a Digital Disruption Landscape
• 18 June 2025	• Risks Management Anticipate, Adapt & Alleviate
• 23-24 June 2025	• MAP Part II: Leading for Impact
• 25 June 2025	• Tech Talk: Cybersecurity Resilience in the Era of Digital Transformation

Datuk Haji Beroz Nikmal Mirdin

 Date attended	 Trainings/Programmes/Conferences attended
• 22 October 2024	• IEM CAFEO2024 Panel Session – CAFEO Energy Forum Session
• 23 October 2024	• JENTAYU IST – Climate Change and GHG Emissions
• 14 December 2024	• The Asean Youth Science Forum
• 22 April 2025	• RAM C-Suite Roundtable 2025
• 24 April 2025	• Sabah Renewable Energy Conference ("SAREC") 2025
• 11-12 June 2025	• MAP Part II: Leading for Impact

Datin Noor Afzalinah Mohd Afzul Khan**Date attended**

- 14-15 August 2024
- 23 October 2024
- 24 April 2025

**Trainings/Programmes/Conferences attended**

- MAP Part I
- JENTAYU IST – Climate Change and GHG Emissions
- SAREC 2025

Dato' Amiruddin Abdul Satar**Date attended**

- 4 July 2024
- 10-11 October 2024
- 23 October 2024
- 20 January 2025
- 26 June 2025

**Trainings/Programmes/Conferences attended**

- Program Pemindahan Teknologi Sawit Malaysian Palm Oil BoardKali Ke-30 ("TOT MPOB") 2024
- Bengkel Pelan Strategik FELDA 2025 – 2029
- JENTAYU IST – Climate Change and GHG Emissions
- Certified Capital Market Professional ("CCMP") in Sustainable and Responsible Investment 1 ("CCMP-SRI1") Intake 3/2024
- MIA Capital Market Conference

Pamela Kung Chin Woon**Date attended**

- 23 October 2024
- 11-12 June 2025

**Trainings/Programmes/Conferences attended**

- JENTAYU IST – Climate Change and GHG Emissions
- MAP Part II: Leading for Impact

Tobias Hjalmar Mangelmann**Date attended**

- 23 October 2024
- 12-13 February 2025

**Trainings/Programmes/Conferences attended**

- JENTAYU IST – Climate Change and GHG Emissions
- MAP Part II: Leading for Impact

Ahmad Shahizam Mohd Shariff**Date attended**

- 30 July 2024
- 1 August 2024
- 2 September 2024
- 7-8 September 2024
- 28 September 2024
- 2 October 2024
- 7-8 October 2024
- 7 October 2024
- 9 October 2024
- 9 October 2024
- 23 October 2024
- 19 November 2024

**Trainings/Programmes/Conferences attended**

- Catalyst Series: Transforming the Global Digital Economy with Generative AI (The Hive x Securities Commission Malaysia)
- Reach and Relevance: How Social Finance makes Islamic Finance More Relevant Globally INCEIF Seminar
- IFN UK Forum 2024
- SC-OCIS Roundtable 2024
- London School of Economics ("LSE") Alumni Workshop on the Malaysian Education Blueprint Proposal
- Lembaga Tabung Haji Directors Training on Zakat & Institutionalising Maqasid Syariah
- Khazanah Megatrends Forum 2024
- Digital Health Dialogue with Health Minister
- INPHO Summit VC Pitching Jury
- LSE Alumni Talk – Prof Muthukrishna on his book "A Theory of Everyone"
- JENTAYU IST – Climate Change and GHG Emissions
- John Monash Lecture on Health Equity by Prof Sir John Marmot

Ahmad Shahizam Mohd Shariff (continued)

 Date attended	 Trainings/Programmes/Conferences attended
• 9 January 2025	• Forum Ekonomi Malaysia by Ministry of Economy
• 9 January 2025	• Ministry of Health Dialogue on Diagnosis-related Group ("DRG")
• 16 January 2025	• Invest Malaysia Investment Conference London 2025
• 17 January 2025	• Speech and Dialogue by Prime Minister of Malaysia at Malaysia Auditorium Inauguration LSE
• 22 January 2025	• Workshop on Autism Disorder by Venus Healthcare
• 23 January 2025	• The UK Islamic Finance Group Quarterly Meeting
• 6 February 2025	• Launch of National AI Office and Seminar
• 22 May 2025	• GEAR-uP Healthcare – The Vital Exchange Forum by EPF
• 20 June 2025	• PWC Indirect Tax Seminar on Expanded Scope of Sales and Service Tax

Dato' Sri Mohd Kamarudin Md Din

 Date attended	 Trainings/Programmes/Conferences attended
• 13-14 May 2025	• MAP Part I

Dato' Azra Kamarudin

 Date attended	 Trainings/Programmes/Conferences attended
• Nil	• Nil

SUSTAINABILITY OF BUSINESS

The Board recognises the importance of business sustainability and is committed to deliver long term sustainable values to the stakeholders of the Group. The Group's workplace, marketplace, community, environment, social, cultural and governance aspects of business operations are an integral part of the Group's social obligation in conducting its business.

Details of the Group's sustainability governance framework and efforts are set out in the Sustainability Statement of this Report, to be read together with JENTAYU Sustainability Report which can be found on our corporate website at www.jentayu-sustainables.com.

CODE OF CONDUCT AND ETHICS

In addition to the Directors' Code of Conduct, the Group has also in place a Code of Conduct and Ethics covering the general employment terms and conditions, compensation and benefits, proprietary information, conflict of interest, indulging in private businesses and sexual harassment to ensure all employees maintain and uphold a high standard of ethical and professional conduct in the course of performance of their duties and responsibilities. The Code of Conduct and Ethics is embedded in the Group's Human Resources Handbook.

WHISTLEBLOWING

The Board acknowledges the importance of lawful and ethical behaviours in all its business activities and is committed to adhere to the values of transparency, integrity, impartiality and accountability in the conduct of its business and affairs in its workplace.

The Board has thus established a Whistleblowing Policy with the aim to provide an avenue to employees or external parties to report any improper conduct, unethical, fraudulent and malpractices by employees, management or Directors regardless of their position so that damage controls and remedial actions can be taken properly. The Whistleblowing Policy is available on the Company's website at www.jentayu-sustainables.com.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

The Board has established its Anti-Bribery and Anti-Corruption ("ABAC") Policy that contains policies and guidelines relating to standards and ethics that all employees are expected to adhere to in the course of their work and to the public at large, as part of the Group's commitment in combating bribery and corruption. The ABAC Policy is available on the Company's website at www.jentayu-sustainables.com.

BOARD COMPOSITION AND BALANCE

The Board currently has nine members, comprising one INEC, one GMD, one Non-Independent Executive Director, and six INEDs. The composition of the Board complies with the MMLR of Bursa Securities which requires a minimum of two directors or 1/3 of the Board, whichever is higher, to be Independent Directors. The current Board composition also complies with Practice 5.2 of the MCCG 2021 as more than half of the Board members are Independent Directors. Together, the Board has a good mix of business, accounting, corporate finance, technical expertise and experience to lead and control the Group. A brief profile of each Director is presented in the section of Board of Directors' Profile of this Report.

The presence of a majority of INEDs will serve to bring objective, unbiased and independent views, advice and judgment to the decision-making of the Board and provide the necessary checks and balances to ensure that the interests of all shareholders and the general public are given due consideration in the decision-making process.

The composition and size of the Board are reviewed from time to time to ensure appropriateness. BNRC examines the size and composition of the Board with a view of determining the impact of the number upon effectiveness and makes recommendations to the Board on what it considers an appropriate size and composition for the Board.

TENURE OF INDEPENDENT DIRECTORS

The Board is mindful that Practice 5.3 of MCCG 2021 recommends that the tenure of an independent director should not exceed a cumulative term of nine years. Upon completion of the nine years, an independent director may continue to serve on the Board subject to his/her redesignation as a non-independent director. In the event such director is to be retained as an independent director, the Board must first justify and seek annual shareholders' approval through a two-tier voting process as described in the Guidance to Practice 5.3 of MCCG 2021 provided the tenure does not exceed a cumulative term of 12 years.

None of the independent directors have served more than nine years on the Board as at the date of this CGOS.

BOARD DIVERSITY

The Board is supportive of gender diversity on the Board and in the SMT.

Whilst acknowledging the recommendation of the MCCG 2021 on gender diversity, the Board is of the collective opinion that there is no necessity to adopt a formal gender diversity policy as the Group is committed to provide fair and equal opportunities and nurturing diversity within the Group. BNRC and the Board will consider gender diversity as part of its future selection process and will look into increasing female Board representation going forward.

The Board has always placed gender diversity as an agenda in strengthening the performance of its Board and Board Committees.

The Board is of the view that while it is important to promote gender diversity, the normal selection criteria of a Director, based on effective blend of competencies, skills, extensive experience and knowledge in areas identified by the Board, should remain a priority so as not to compromise on qualification, experience and capabilities.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

BOARD AUDIT COMMITTEE

The BAC (guided by its TOR) assists the Board to review the adequacy and integrity of the Group’s financial administration and reporting and internal control.

The present composition of the BAC is as follows:

Board Audit Committee



Chairman
Dato' Amiruddin Abdul Satar
Independent Non-Executive Director

No. of meetings attended/held during appointment:



Former Member
Abdul Halim bin Jantan*
Independent Non-Executive Chairman
No. of meetings attended/held during appointment:



Member
Pamela Kung Chin Woon
Independent Non-Executive Director

No. of meetings attended/held during appointment:



Member
Ahmad Shahizam Mohd Shariff
Independent Non-Executive Director

No. of meetings attended/held during appointment:



Member
Dato' Sri Mohd Kamarudin Md Din**
Independent Non-Executive Director

No. of meetings attended/held during appointment: Nil

Notes:

- * Ceased as Board Audit Committee member on 28 August 2025
- ** Appointed as Board Audit Committee member on 28 August 2025

The Chairman of BAC is appointed by the Board and is not the Chairman of the Board. The composition, authority as well as the duties and responsibilities of the BAC are set out in its TOR approved by the Board and is available on the Group’s website at www.jentayu-sustainables.com.

All the members of the BAC possess a mix of skills, knowledge and experience and financial literacy to enable them to discharge their duties and responsibilities pursuant to the TOR of the BAC.

RELATIONSHIP WITH EXTERNAL AUDITORS

The Group maintains an appropriate and transparent relationship with the External Auditors in seeking their professional advice and towards ensuring compliance with the accounting standards.

During the financial year under review, the BAC met with KPMG and discussed the Audit Plan for FY 2025. The BAC had three private sessions with KPMG without the presence of Management and Executive Directors. The BAC and KPMG exchanged independent views and considerations on matters that require their attention.

The criteria for the External Auditors Assessment include quality of services, sufficiency of resources, communication and interaction, independence, objectivity and professional skepticism pursuant to the Group’s External Auditors Policy (“EAP”). The EAP has outlined the guidelines and procedures for the assessment. The details of the EAP are available for reference at the Group’s website.

The amount of audit fees and non-audit fees paid or payable to the External Auditors and their affiliates for FY 2025 are as follows:

Fee incurred	Audit Fee (RM)	Non-Audit Fee (RM)	Total (RM)
The Company	80,000	270,000	350,000
The Group	352,000	280,000	632,000

The non-audit services rendered include the review of the Project Young, Statement on Risk Management and Internal Control, as well as review of Housing Development Account reports.

Details on the composition, roles and responsibilities of the BAC and activities during the FY 2025 are available in the section of BAC Report of this Report.

RISK MANAGEMENT AND INTERNAL CONTROL

The BRC is responsible to assist the Board of the Group to fulfil the risk management and compliance functions. The BRC is responsible for the Group's enterprise risk management ("ERM") framework, system of internal controls, and regularly reviewing their adequacy and integrity to ensure effectiveness.

The BRC is also responsible to assist the Board in establishing an ongoing process for identifying, evaluating, monitoring, and managing significant risks faced by the Group in safeguarding the shareholders' investment, Group's assets and other stakeholders' interests.

Additionally, BRC provides guidance and oversight on regulatory compliance which includes but not limited to non-compliance practices regarding bribery, corruption, environmental, social, governance risks, and trade regulatory requirements.

The Group's system of internal controls provides reasonable assessment of operations, financial controls, and compliance with laws and regulations as well as internal procedures and guidelines are in place. BRC will ensure that the Group's risk register is kept current and advises the Board on the Group's strategic direction in all areas under its mandate. BRC ensures adequate infrastructure, resources and system software are implemented for effective risk and compliance management.

The BRC is aware that the Group's system of internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives and therefore can only provide reasonable and not absolute assurance against material misstatements and losses.

The details of the risk management and internal control framework are set out in the section of Statement of Risk Management and Internal Control of this Report.

The present composition of the BRC is as follows:

Board Risk Committee



Chairperson
Pamela Kung Chin Woon
Independent Non-Executive Director



Member
Ahmad Shahizam Mohd Shariff
Independent Non-Executive Director



Member
Tobias Hjalmar Mangelmann
Independent Non-Executive Director

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

COMMUNICATION WITH STAKEHOLDERS

The Board is committed to maintaining transparency and accountability to the Company's stakeholders and acknowledges the necessity of keeping shareholders informed about significant business developments. To achieve this, the Board provides clear, comprehensive, and timely information through various disclosures and announcements, including quarterly and annual financial results. This ensures that investors have up-to-date financial insights about the Company. All relevant announcements and information can be accessed on the Company's website at www.jentayu-sustainables.com.

Shareholders can access information through the following channels:

- i. Annual Report detailed financial and non-financial performance for the fiscal year, available on the Company's website.
- ii. The Company's corporate website: www.jentayu-sustainables.com.
- iii. Announcements on Bursa Securities' website.
- iv. Briefing sessions, roadshows, investor conferences and media releases.

The SMT participates in investor relations activities, such as meetings with fund managers and analysts, and media interviews, to discuss the Company's strategy, performance, and key developments.

While the Company aims to provide comprehensive information to its shareholders and stakeholders, it remains vigilant about complying with legal and regulatory requirements concerning the disclosure of material and price-sensitive information.

Further inquiries regarding investor relations matters can be directed to:



Qarin Irfan Razak Lokman Razani
irfanqarin@jentayu-sustainables.com
 03 – 9212 7878

CONDUCT OF GENERAL MEETINGS

The AGM and general meetings serve as the principal avenue for shareholders to engage the Board and Management in a constructive two-way interaction. Shareholders are encouraged to actively participate in discussions on proposed resolutions and future developments of the Group, as well as provide feedback on performance. The Board views the AGM as a pertinent event, where Directors, SMT and the Company's External Auditors are present to participate in the Question-and-Answer ("Q&A") session to provide clarification to shareholders.

To ensure the effective participation of, and engagement with, shareholders at the AGM held on 3 December 2024, the Chairman encouraged the shareholders to participate in the Q&A session on the resolutions being proposed and on the Group's operational and financial performance. The former CEO also shared with the shareholders the Company's responses to questions received during the last AGM. Written queries from the Minority Shareholders Watch Group ("MSWG") and the corresponding responses from the Company were also presented. The External Auditors were present to provide professional and independent clarification on issues and concerns raised by the shareholders in connection with the Audited Financial Statements.

The voting at the AGM was conducted through electronic voting system to facilitate greater shareholders' participation, as well as to expedite verification and counting of votes. An Independent Scrutineer appointed by the Company to verify the results of the poll voting.

KEY FOCUS AREAS

The Board is fully committed to compliance with regulatory requirements under MCGG 2021, Bursa Securities Listing Requirements and the other applicable rules and regulations.

For the near-and long-term business strategies of the Group, the Board has identified as the key focus areas, the following:

- i. ESG matters which includes sustainability, circular economy and climate change issues.
- ii. Product innovation.
- iii. Supply chain enhancement, business process redesign, and automation.

This CGOS was made in accordance with the approval of the Board on 31 October 2025.

BOARD NOMINATION AND REMUNERATION COMMITTEE REPORT

The BNRC comprises four INEDs.

The BNRC held five meetings during the FY 2025. The details of attendance of the BNRC members who were in office during FY 2025 up to the reporting date are as follows:

Board Nomination and Remuneration Committee



Chairman
Dato' Azra Kamarudin**
Independent Non-Executive Director

No. of meetings attended/held during appointment: Nil



Former Member
Abdul Halim bin Jantan*
Independent Non-Executive Chairman
No. of meetings attended/held during appointment:



Member
Dato' Amiruddin Abdul Satar
Independent Non-Executive Director

No. of meetings attended/held during appointment:



Member
Tobias Hjalmar Mangelmann
Independent Non-Executive Director

No. of meetings attended/held during appointment:



Member
Dato' Sri Mohd Kamarudin Md Din***
Independent Non-Executive Director

No. of meetings attended/held during appointment: Nil

Notes:

- * Ceased as Board Nomination and Remuneration Committee Member on 20 June 2025
- ** Appointed as Board Nomination and Remuneration Committee Chairman on 20 June 2025
- *** Appointed as Board Nomination and Remuneration Committee Member on 20 June 2025

The roles and responsibilities of the BNRC are set out in its TOR which is available for reference on the Company's website at www.jentayu-sustainables.com.

SUMMARY OF WORK OF THE BNRC

The BNRC in discharging and meeting its functions, duties and responsibilities, carried out the following work during the FY 2025:

1. Nomination Matters

Reviewed and recommended to the Board the following:

- i. Performance of the Board as a whole, the Board Committees and individual Board members (including the assessment of independence of the Independent Directors) for FY 2024.

- ii. Performance of the BAC and each of its members to determine whether the BAC and members have carried out their duties in accordance with their TOR.
- iii. Re-election of Directors retiring by rotation pursuant to Article 145 of the Company's Constitution at the 49th AGM of the Company.
- iv. Re-election of Directors retiring by casual vacancy pursuant to Article 138 of the Company's Constitution at the 49th AGM.
- v. Succession planning policy statement and framework.
- vi. Extension of the contract for Datuk Haji Beroz Nikmal Mirdin as the Company's Executive Chairman.

- vii. Appointment of INEDs to the Board.
- viii. Leadership restructuring and organisational chart update.
- ix. Contract of service for Dr. Noor Haliza Yussoff, Head of Healthcare of OHANA.
- x. Appointment of Syahrulnizam Yek Abdullah @ Johnny Shyh-Lung as Senior Vice President I – Energy.

2. Remuneration Matters

Reviewed and recommended to the Board:

- i. The Directors' fees for FY 2025.
- ii. The payment of Directors' benefits for the period from a day after the 49th AGM until the next AGM of the Company to be held in year 2025.
- iii. The acting allowance for CFO.

DIRECTORS' FIT AND PROPER POLICY

The Group has adopted a Directors' Fit and Proper Policy to ensure a formal and transparent process for the appointment and re-election of Directors and the appointment of Key Senior Management of the Group. The Directors' Fit and Proper Policy is available on the Company's website at www.jentayu-sustainables.com.

APPOINTMENT TO THE BOARD AND RE-ELECTION OF DIRECTORS

The Board delegates to the BNRC the responsibility of recommending the appointment of any new Director. The process for the appointment of a new Director is summarised in the sequence as follows:

- i. A candidate is identified by recommendation of existing Directors, Senior Management employees, shareholders, and/or other consultants.
- ii. In evaluating the suitability of the candidate to the Board, the BNRC considers, inter-alia, the competency, expertise and experience, commitment, contribution and integrity of the candidate, and in the case of a candidate proposed for appointment as Independent Non-Executive Director, the candidate's independence.
- iii. Recommendation is made by the BNRC to the Board, on whether the proposed candidate is found to be suitable. This also includes a recommendation for appointment as a member of the various Board Committees, where necessary.
- iv. Final decision is made by the Board on the proposed new appointment, including appointment to the various Board committees.

The Company's Constitution stipulates that a newly appointed Director shall hold office until the next AGM and shall then be eligible for re-election by shareholders and that at least 1/3 or the number nearest to 1/3 of the Directors are required to retire by rotation at every AGM and be subject to re-election by obtaining approval of shareholders.

Abdul Halim Jantan, Dato' Amiruddin Abdul Satar and Pamela Kung Chin Woon are the Directors due for retirement by rotation at the forthcoming 50th AGM of the Company pursuant to Article 145 of the Company's Constitution. Dato' Sri Kamarudin and Dato' Azra who were appointed to the Board on 6 June 2025, will be retiring at the forthcoming 50th AGM of the Company pursuant to Article 138 of the Company's Constitution.

All the retiring Directors, except for Pamela Kung Chin Woon have consented to their re-election and abstained from deliberation as well as the decision on their own eligibility to stand for re-election at the relevant BNRC and Board meetings, where applicable.

ANNUAL ASSESSMENT

The BNRC reviews annually, the effectiveness of the Board and all the Board Committees as well as the performance of individual Directors. The evaluation involves individual Directors and Committee members completing separate evaluation questionnaires regarding the processes of the Board and its Committees, their effectiveness and where improvements could be considered.

During the meeting of BNRC held on 26 August 2025, the BNRC carried out the annual assessment and evaluation of the Board, Board Committees, Independent Directors and individual Directors for the reporting FY 2025. The performance evaluations of the Board, Board Committees and individual Directors are conducted by way of self/peer assessment. The Directors are given a set of questionnaires covering assessments of the Board, Board Committees, individual Director and independence assessments for Independent Directors to collect their feedback, views, commentary and suggestions for improvements.

The Board and BNRC are satisfied with the current composition of Board members and believe that the Board is well balanced with the right mix of high-calibre Directors with the necessary skill and qualifications, capacity and independence to discharge their duties and responsibilities effectively.

REMUNERATION

The details on the Directors remuneration paid or payable made available from the Group and its subsidiaries for the FY 2025 were as follows:

1. Details of the Directors' remuneration paid or payable for the FY 2025:

Group

Executive Directors	Fees (RM)	Meeting Allowances (RM)	Salary, Bonus & EPF/SOCSSO/EIS/LEVY (RM)	Benefits-in-kind (RM)	Total (RM)
Datuk Haji Beroz Nikmal Mirdin	-	-	1,200,490	25,000	1,225,490
Baevinraj Thiagarajah (Resigned as the CEO on 2 May 2025)	-	-	909,118	22,917	932,035
Datin Noor Afzalinah Mohd Afzul Khan	-	-	680,690	-	680,690
Subtotal	-	-	2,790,298	47,917	2,838,215
Non-Executive Directors	Fees (RM)	Meeting Allowances (RM)	Salary, Bonus & EPF/SOCSSO/EIS/LEVY (RM)	Benefits-in-kind (RM)	Total (RM)
Abdul Halim Jantan	60,000	26,500	-	-	86,500
Dato' Amiruddin Abdul Satar	70,000	28,500	-	-	98,500
Pamela Kung Chin Woon	60,000	29,500	-	-	89,500
Tobias Hjalmar Mangelmann	60,000	28,500	-	-	88,500
Ahmad Shahizam Mohd Shariff	60,000	29,500	-	-	89,500
Datuk Hajah Masnah Matsalleh (Resigned on 10 September 2024)	12,500 (July 2024 - Sept 2024)	1,000	-	-	13,500
Dato' Sri Mohd Kamarudin Md Din (Appointed on 6 June 2025)	5,000 (June 2025)	-	-	-	5,000
Dato' Azra Kamarudin (Appointed on 6 June 2025)	5,000 (June 2025)	-	-	-	5,000
Subtotal	332,500	143,500	-	-	476,000
Total	332,500	143,500	2,790,298	47,917	3,314,215

Company

Non-Executive Directors	Fees (RM)	Meeting Allowances (RM)	Salary, Bonus & EPF/SOCSSO/EIS/LEVY (RM)	Benefits-in-kind (RM)	Total (RM)
Abdul Halim Jantan	60,000	26,500	-	-	86,500
Dato' Amiruddin Abdul Satar	70,000	28,500	-	-	98,500
Pamela Kung Chin Woon	60,000	29,500	-	-	89,500
Tobias Hjalmar Mangelmann	60,000	28,500	-	-	88,500
Ahmad Shahizam Mohd Shariff	60,000	29,500	-	-	89,500
Datuk Hajah Masnah Matsalleh (Resigned on 10 September 2024)	12,500 (July 2024 - Sept 2024)	1,000	-	-	13,500
Dato' Sri Mohd Kamarudin Md Din (Appointed on 6 June 2025)	5,000 (June 2025)	-	-	-	5,000
Dato' Azra Kamarudin (Appointed on 6 June 2025)	5,000 (June 2025)	-	-	-	5,000
Subtotal	332,500	143,500	-	-	476,000

Non-Executive Directors only received Directors' fees and meeting allowances from the Company and did not receive any other form of remuneration from the Group for FY 2025.

2. Remuneration of Senior Management for FY 2025

The MCCG 2021 recommends that the Group should disclose on a named basis, the detailed remuneration of the top key senior management.

For the FY 2025, the aggregate total remuneration paid to the key senior management personnel, who are not Directors of the Group:

Name of Senior Management	Salaries and Other Emoluments (RM)	Defined Contribution Plan (RM)	Benefits-in-kind (RM)	Total (RM)
Senior Management	704,200.00	91,876.65	-	796,076.65

The Board has considered and is of the opinion that the disclosure of the Senior Management's remuneration on a named basis would not be in the best interest of the Group due to confidentiality and security concerns.

This BNRC Report was made in accordance with the approval of the Board on 31 October 2025.

BOARD AUDIT COMMITTEE REPORT

ROLE OF THE AUDIT COMMITTEE

The primary function of BAC is to assist the Board in fulfilling the following oversight objectives on the Group's activities:

- Assess the Group's processes relating to its risk and control environment.
- Oversee financial reporting.
- Review the internal and external audit reports.
- Assess the suitability, objectivity and independence of the External Auditors.
- Review any conflict of interest situation that arise, persist or may arise within the Company and the Group and the measure taken to resolve, eliminate or mitigate such conflicts.

The TOR, including the duties and responsibilities of the BAC are available on the Company's official website and the TOR was last reviewed by the Board on 23 November 2023.

MEMBERSHIP AND MEETINGS

The BAC consists of four INEDs which is in line with Paragraph 15.09 of the MMLR of Bursa Securities.

In FY 2025, a total of five BAC meetings were conducted, fulfilling the stipulation in BAC TOR that mandates a minimum of four meetings per year. Attendance at all meetings met the requisite quorum as stipulated in the BAC TOR.

The members and details of attendance of Directors at the BAC Meetings during FY 2025 up to the reporting date are as follows:

Board Audit Committee



Chairman
Dato' Amiruddin Abdul Satar
Independent Non-Executive Director

No. of meetings attended/held during appointment:



Former Member
Abdul Halim bin Jantan*
Independent Non-Executive Chairman
No. of meetings attended/held during appointment:



Member
Pamela Kung Chin Woon
Independent Non-Executive Director

No. of meetings attended/held during appointment:



Member
Ahmad Shahizam Mohd Shariff
Independent Non-Executive Director

No. of meetings attended/held during appointment:



Member
Dato' Sri Mohd Kamarudin Md Din**
Independent Non-Executive Director

No. of meetings attended/held during appointment: Nil

Notes:

* Ceased as Board Audit Committee member on 28 August 2025

** Appointed as Board Audit Committee member on 28 August 2025

The meetings were convened with proper notices and agenda, which were distributed to all members of the BAC with sufficient notification. The minutes of each BAC meeting was recorded and tabled for confirmation at the next BAC meeting. The confirmed BAC meeting minutes are subsequently tabled to the Board for notation.

At the Board meetings, the Chairman of the BAC would provide a report, highlight pertinent issues, significant points of the decisions and recommendations made by the BAC to the Board and matters reserved for the Board's approval, if any.

The CEO and CFO were invited to all BAC meetings to facilitate direct communication, as well as to provide clarification on audit issues and the Company's operations. The Head of Internal Audit ("IA") attended all BAC meetings to table the respective IA reports. The relevant responsible Management members were invited to brief the BAC on specific issues arising from the audit reports or on any matters of interest.

Other than the results of IA reports, the Head of IA also presented the progress of audit activities, status of audit issues and action plans, IA plan as well as audit staff strength. The External Auditors were also invited to attend the BAC meetings to present their audit scope and plan, and the auditor's report on the audited annual financial statements. A private session between the BAC and the External Auditor without the presence of the Executive Board members and Management is held at least once every year.

Nonetheless, the BAC has free and direct access to consult, communicate and enquire with any member of the Senior Management of the Group as well as the External Auditors at any time.

The BAC reported to the Board on significant audit issues and concerns discussed during the BAC meetings which have significant impact on the Group from time to time, for consideration and deliberation by the Board.

SUMMARY OF WORK

The BAC executed the following main scope of works for FY 2025:

1. Financial Reporting

The BAC reviewed and endorsed the following financial matters before recommending the same to the Board for approval:

- i. Quarterly unaudited financial results of the Group and the draft announcements with considerations on key developments during the period, significant accounting matters, and other review matters.
- ii. Audited financial statements of the Group and of the Company for the financial year ended 30 June 2025 and agreed that the financial statements were prepared in accordance with the relevant standards and regulatory requirements as to give a true and fair view of the Group's financial performance.

In the review of the annual audited financial statements, the BAC discussed with the Management and the External Auditors, the accounting principles and standards that were applied and their judgement of the items that may affect the financial statements.

2. External Audit

- i. On 26 May 2025, the BAC reviewed the Audit Plan prepared by the External Auditors for the financial year ended 30 June 2025 outlining the detailed terms and responsibilities of KPMG and KPMG's affirmation of their independence as External Auditors, areas of audit emphasis identified in response to changes within the Group's business and the reporting requirements during the financial year, on the ways KPMG would continue to deliver an audit that is efficient and effective while also keeping pace with the Group's changes and in what way KPMG intended to work with the team from the Group.

- ii. Performed the annual assessment of the performance, suitability, and independence of the external auditors. The BAC agreed to recommend to the Board for approval the payment of audit fees to KPMG for the statutory audit conducted on the Company and the Group for FY 2025, to the Board for consideration.
- iii. Reviewed the Audited Financial Statements of the Group for the financial year ended 30 June 2024 on 22 October 2024 to ensure that the financial statements and disclosures presented a true and fair view of the Group's financial position and performance for the said year and are in compliance with the provisions of the Companies Act 2016 as well as the applicable MFRS Accounting Standards and recommended the same to the Board for approval.
- iv. Reviewed the audit findings including internal control concerns highlighted by the external auditors in relation to the financial statements of the Group for the financial year ended 30 June 2025 on 27 October 2025.
- v. Held three private sessions with KPMG without the presence of the Management and Executive Directors on 22 October 2024, 26 August 2025 and 27 October 2025.
- vi. Reviewed the suitability, effectiveness and independence of the external auditors, and recommended their re-appointment to the Board to recommend the same to the shareholders for approval.
- vii. Every year, the BAC has obtained assurance from the external auditor confirming their independence throughout their term of engagement for the financial year.

3. Internal Audit

- i. Reviewed issues highlighted in the IA reports including its recommendations.
- ii. Review status of corrective actions agreed to be implemented by Management.
- iii. Reviewed and discussed the IA progress report on quarterly basis.
- iv. Reviewed and approved the IA's Annual Audit Plan FY 2025 and the methodology applied in formulating a risk-based audit plan to ensure adequacy of audit scope and comprehensive coverage of the Group's activities.
- v. Monitored IA's activities, the staffing requirements, skills and the core competency of the IA, and ensuring Internal Audit Department ("IAD") has the necessary authority to carry out its work.
- vi. Reviewed and approved the methodology and scope of work for assurance of the FY 2025 Sustainability Statement. The assurance exercise is part of Bursa's Enhanced Sustainability Disclosure Requirement which requires issuance of Statement of Assurance on whether the Sustainability Statement has been subjected to an assurance process.

4. Risk Management and Internal Control

Deliberated significant risk issues that may likely impact the performance of the Group's business with emphasis on the focus for IA.

5. Related Party Transactions ("RPTs")

Reviewed the quarterly and audited annual financial statements on the disclosure of RPTs entered into by the Group for the year ended 30 June 2025 to ensure compliance with the provisions of the MMLR of Bursa Securities.

6. Conflict of Interest

The Board concurred that any declaration of Conflict of Interest shall be presented at commencement of every meeting of the Board and Committees, if any.

For FY 2025, no conflict of interest was declared.

7. Annual Report Matters

Reviewed the following statements and reports for inclusion in this Report and recommended the same be presented to the Board for approval:

- i. BAC Report.
- ii. Statement on Risk Management and Internal Control.
- iii. The Statement of Assurance to be incorporated in Sustainability Report FY 2025.

STATEMENT OF INTERNAL AUDIT FUNCTION**Roles and Responsibilities**

The IAD is a fundamental part of the assurance structure of the Group. Its main responsibility is to provide an independent and reasonable assurance on the adequacy, integrity and effectiveness of the Group's overall system of internal control, risk management and governance process.

The Head of IAD reports directly to the BAC on a functional basis and to the GMD administratively. The Head of IAD periodically reports on the activities performed as well as key control issues noted by the internal auditor to the BAC. The purpose, authority and responsibility of IAD are reflected in the Internal Audit Charter, which was endorsed and approved by the BAC.

Annually, the IAD prepares a Risk-Based Audit Plan which is presented to the BAC for approval. The Audit Plan gives priority and focuses on the Company's top risks identified by the Internal Auditors and the Management.

The audit scope includes performing audit reviews at the business, enabler and support divisions as well as subsidiaries. The audit covers the reviews on the:

- i. Adequacy of internal controls.
- ii. Effectiveness and efficiency of operations.
- iii. Accuracy of financial and operational information.
- iv. Compliance with internal policies, procedures, regulatory and statutory requirements.
- v. Adequacy and effectiveness of IT systems in supporting operations.

- vi. Effectiveness of risk management processes and the implementation of controls by Management to mitigate the Company's major risks.
- vii. Effectiveness of ongoing key project implementation and deliverables.
- viii. Levels of compliance with the MCCG 2021 and the MMLR of Bursa Securities.

In order to maintain its independence and objectivity, IAD has no operational responsibility and authority over the activities it audits. In determining the adequacy of audit scope and coverage, IAD applies a comprehensive audit planning of the Group's auditable entities and functions by performing risk analysis and ensuring adequate resources in performing the audit. The IA function is guided by the approved IA Charter and International Professional Practices set by the Institute of Internal Auditors.

The IA Charter has been presented to BAC for annual review and the second revision was subsequently approved on 25 February 2025.

Audit Resources

As of 30 June 2025, IAD had a total of two internal auditors, comprising staff from various educational and professional backgrounds. IAD invested in training programmes to enhance the knowledge and competency level of the staff. The training programme, externally sourced training, focused on functional and developmental needs of the Internal Auditors.

The total amount spent for the IA function at JENTAYU in respect of financial year ended 30 June 2025 was RM 319,735 covering mainly salaries, insurance, allowances and incidental cost such as travelling and transportation cost. The BAC approves the IAD's annual audit plan, financial budget and manpower requirements to ensure the function is adequately resourced with competent and proficient Internal Auditors.

Audit Work

IAD adopts a risk and strategy-based approach as part of its audit planning and execution focusing on significant identified risks and effectiveness of the controls to mitigate the risks. Activities of the IAD include review of the adequacy and effectiveness of internal controls and risk management, compliance with applicable laws and regulations, reliability and integrity of information and adequacy of safeguarding of assets.

During the financial year ended 30 June 2025, IAD executed a total of ten audits which comprised scheduled audits and follow-up audits. All findings from the IA reviews were reported to the BAC, Senior Management and the relevant Management of the operating units. None of the components of the IA function were outsourced to external service providers.

In ensuring effective communication of audit issues to all operational areas and prompt closing of audit issues, meetings were held with the Management on a regular basis. Management is responsible for ensuring that corrective actions on reported weaknesses and suggested improvements as recommended are taken within the required time frame.

This BAC Report was made in accordance with the approval of the Board on 31 October 2025.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of JENTAYU is pleased to present the Statement on Risk Management and Internal Control ("SORMIC") for FY 2025.

The SORMIC is prepared pursuant to paragraph 15.26(b) of the Bursa Securities MMLR, adheres to the requirement of the principles as stipulated in the MCCG 2021 and is prepared in accordance with the SORMIC: Guidelines for Directors of Listed Issuers.

MEMBERSHIP AND MEETINGS

In line with the MCCG 2021's recommendation, the BRC is composed of a majority of INEDs. Currently, the BRC comprises three INEDs.

A total of four meetings were held during FY 2025. The members of the BRC and their attendance record for meetings are as follows:

Board Risk Committee



Chairperson
Pamela Kung Chin Woon
Independent Non-Executive Director

No. of meetings attended/held during appointment:
● ● ● ●



Member
Ahmad Shahizam Mohd Shariff
Independent Non-Executive Director

No. of meetings attended/held during appointment:
● ● ● ●



Member
Tobias Hjalmar Mangelmann
Independent Non-Executive Director

No. of meetings attended/held during appointment:
● ● ● ●

All deliberations at the BRC meetings that led to decisions were minuted. The minutes of each BRC meeting were tabled for confirmation at the next meeting. The Chairperson reports to the Board on activities and significant matters discussed.

RESPONSIBILITIES AND ACCOUNTABILITIES

The diagram below illustrates JENTAYU's Risk Governance Structure, anchored in the widely adopted Three Lines of Defence model. It clearly defines the roles and responsibilities of managing risks across the Group to ensure robust oversight, effective controls, and independent assurance.



Diagram 14: Risk Governance Structure

The Board recognises that sound risk management practices and internal control are fundamental to achieving the Group's strategic objectives, safeguarding assets, protecting stakeholder interests, and sustaining long-term shareholder value.

The Board holds ultimate accountability for risk management and internal control across the Group. It plays a critical role in:

- i. Providing strategic direction on risk management-related matters;
- ii. Approving risk management policies and defining the Group's risk appetite; and
- iii. Ensuring the implementation of effective and appropriate responses to critical risks.

To support the Board in fulfilling its oversight responsibilities, the BRC has been delegated with the authority to oversee the implementation and effectiveness of the Group's risk management policies. The BRC provides strategic direction and guidance to the Risk Management and Compliance Department ("RMCD") - an independent function that reports directly to the BRC.

The RMCD is responsible for developing, executing, and monitoring risk management strategies across the Group. In doing so, RMCD collaborates closely with business units, subsidiaries, and functional divisions to embed effective risk management practices and cultivate a strong risk-aware culture throughout the Group.

Key Risk Activities FY 2025

Throughout FY 2025, the Group undertook a series of initiatives to enhance its risk governance. Key activities are outlined below:

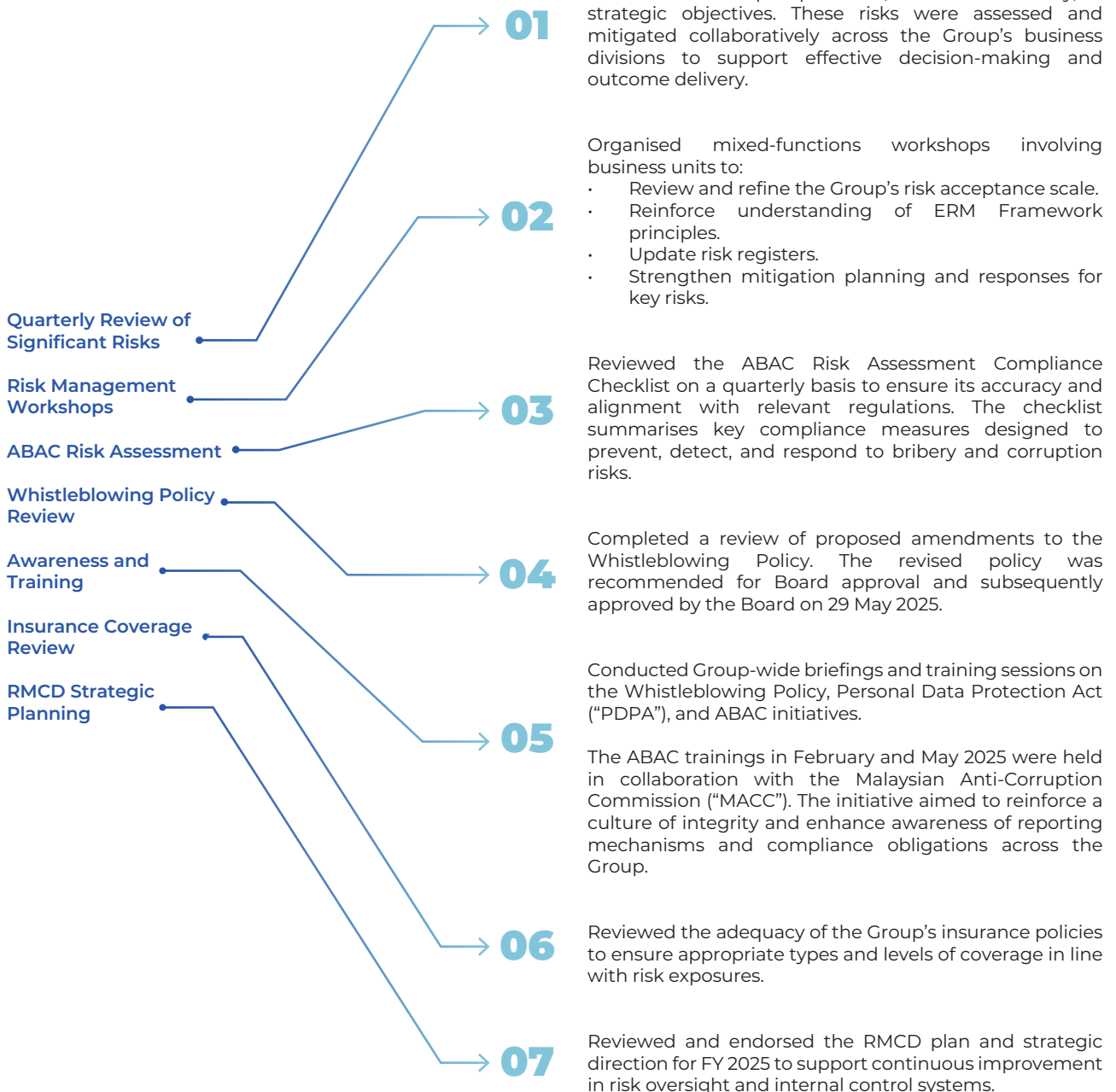
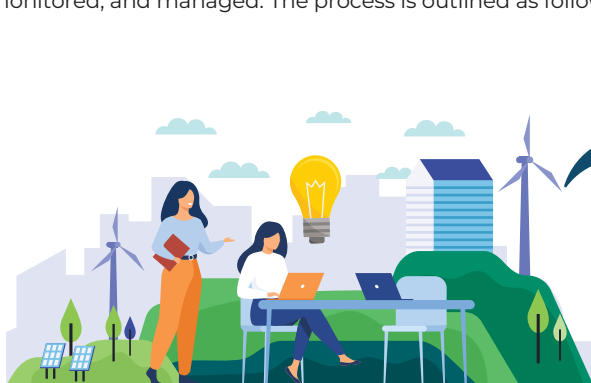


Diagram 15: Key Risk Activities FY 2025

Risk Management Process

The Group adopts a structured risk management process to ensure that key risk areas are effectively identified, assessed, monitored, and managed. The process is outlined as follows:



Risk Identification

Key risks are identified and assessed through brainstorming and discussions across divisions, support functions, and business units. Both existing and emerging risks are considered by analysing the Group's internal and external environments, using qualitative and semi-quantitative methods.



Risk Prioritisation

Key risks are prioritised through risk-mapping, based on the severity of impact and likelihood of occurrence in relation to business objectives.



Risk Monitoring

Risks are monitored using both financial and non-financial performance measures. Financial indicators are derived from management accounts, while non-financial indicators are obtained through upward reporting from divisions, support functions, and business units.



Risk Response

Risks are managed through the formulation of response strategies. Key actions include reducing risks through controls, transferring them via insurance coverage, retaining them within the Group's risk appetite, or avoiding them through divestment.

INTERNAL CONTROLS

The Group's internal control provides a structured approach to ensure effective governance, risk management, and compliance with regulatory requirements. It encompasses clearly defined policies, procedures, systems, and monitoring mechanisms to safeguard the interests of the Group and its stakeholders.

Policies and Procedures

Policies and operating procedures are established to ensure compliance with internal controls, applicable laws, and regulations. They serve as guidance for effective management and governance of operations and business activities. These documents are reviewed when necessary to remain relevant and aligned with current best practices.

Integrity and Compliance

The Group maintains a zero-tolerance policy on bribery and corruption, aligned with the MACC Act 2018. Our ABAC programme is implemented Group-wide and guided by the T.R.U.S.T. principles under MACC's Adequate Procedures Guideline. Key initiatives to address the Section 17A Corporate Liability Provision of the MACC (Amendment) Act 2018 include:

- i. Annual awareness training on Section 17A of the MACC (Amendment) Act 2018.
- ii. Requirement for the Board, management and staff to comply with the ABAC Policy, reinforced through annual awareness training and publication of the policy on the JENTAYU website.

- iii. Established communication channels that allow concerns regarding non-adherence to the ABAC Policy to be reported anonymously.
- iv. Quarterly ABAC Risk Assessment Checklist, which outlines an effective and consistent ABAC compliance methodology programme.

Authority and Responsibilities

The Group has established clear lines of authority and responsibility to support effective governance and timely decision-making. This is formalised through the LOA document, which outlines approval thresholds and decision-making powers across all functions and levels. The LOA is reviewed when necessary with the most recent review conducted in May 2025 to reflect changes in organisational structure, regulatory requirements, or strategic priorities.

Internal Audit

The IA function adopts a risk-based approach to assess the adequacy and effectiveness of the internal control system. IA reports directly to the BAC, ensuring independence. Audit findings and recommendations are reviewed quarterly by the BAC and reported to the Board for continuous improvement in control processes.

Internal Control System

The Group's internal control system is designed to ensure:

- i. An effective and efficient operation enabling it to respond appropriately to significant business, operational, financial, compliance, and other risks to achieve the Group's objective.
- ii. Ensure the quality of internal and external reporting by way of the maintenance of proper records and processes that generate timely, relevant, and reliable information from within and outside the Group.
- iii. Ensure compliance with applicable laws, and regulations, and with internal policies with respect to the conduct of the Group's business activities.
- iv. Reflect the Group's control environment which incorporates the Group's organisational structure, governance activities, policies and practices, and code of conduct. The system will also include control activities, information, communication processes, and the monitoring of the effectiveness of the system of internal control.

Key elements of the Group's internal control system include:

- i. There is in place an organisation structure that formally defines lines of responsibility, delegation of authority, and ensures appropriate segregation of duties.
- ii. Define approving authority of the Management and Board to facilitate decision-making at appropriate levels within the Group.
- iii. Established strategic planning and budgeting processes, where all operating units are to prepare annual operating budgets including capital and manpower budgets which are reviewed and approved by the Board.
- iv. Effective reporting systems that ensure complete and accurate financial information for review of quarterly performance by management and the Board.

- v. Quarterly review of actual performance compared with the budget and the previous year with detailed explanations of any material variances.
- vi. Policies and procedures of operating units and functional divisions are established, documented, and reviewed when necessary to ensure compliance with internal controls and relevant laws and regulations, as well as to meet the changing business environment.
- vii. Guidelines for hiring, termination, promotion, employee training, annual performance appraisals, and other relevant procedures in place to ensure employees are competent and adequately trained in discharging their roles and responsibilities.
- viii. RiskID, an online risk management software, is in place and engaged to serve as a risk management tool for the identification and management of risks.

REVIEW ON ADEQUACY AND EFFECTIVENESS OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The processes which the Group adopted to monitor and review the adequacy and integrity of the system of internal control include the following ongoing assessments:

- i. Examination of the business risks that impact or are likely to impact the Group and the reporting by various functional support and business divisions on the effectiveness of the system of internal control, highlighting any weaknesses, improvements, and changes in the risk profile.
- ii. Review of the state of internal control across various functional support and business divisions by the IA function which reports the review conducted on a quarterly basis to the BAC.

The Board has reviewed the effectiveness, adequacy, and integrity of the system of risk management and internal control in operation during the financial year through the monitoring process set out above. There was no material losses incurred during the current financial year arising from the weaknesses in internal control. Management continues to take measures to strengthen the control environment.

The Board has received assurance from the GMD and CFO that the Group's risk management and internal control system is operating adequately and effectively in all significant material aspects

REVIEW OF THE STATEMENT BY THE EXTERNAL AUDITORS

As required by paragraph 15.23 of the Listing Requirements, the external auditors have reviewed this SORMIC. Their limited assurance review was performed in accordance with Audit and Assurance Practice Guide 3 issued by the Malaysian Institute of Accountants and has reported to the Board that nothing has come to their attention that causes them to believe that the statement intended to be included in the annual report of the Group, in all material respects:

- i. has not been prepared in accordance with the disclosures required by paragraphs 41 and 42 of the SORMIC: Guidelines for Directors of Listed Issuers; or
- ii. is factually inaccurate.

SORMIC was approved by the Board on 31 October 2025.

ADDITIONAL COMPLIANCE

FUNDRAISING

Utilisation of Proceeds from Private Placement mandated on 5 December 2023.

At a General Meeting of the shareholders of the company on 5 December 2023, a Private Placement of up to 57,236,765 shares, representing up to approximately 10 percent of the total number of issued JENTAYU shares to third party investors was approved. Based on the existing 420,219,700 issued JENTAYU shares and 152,147,950 warrants at the then Latest Practicable Date ("LPD") 6 December 2023, the maximum number of shares that was allowed to be offered, assuming all warrants are exercised is 57,236,765 shares.

The summary of the private placement as follows:

Tranche	Date of Issue	No. of Shares	Issue Price (RM)	Amount Raised (RM)	Latest Issued Share Capital
1	17 January 2024	18,728,070	1.16	21,724,561	438,947,770
2	18 July 2024	6,000,000	0.80	4,800,000	444,947,770

On 3 December 2024, the Company announced that the Private Placement is deemed completed after shareholders of the Company, at the 49th AGM, voted not to pass the resolution for the issuance of ordinary shares.

The full utilisation of proceeds raised of RM 26.53 million from the Private Placement is as follows:

Details of utilisation	Min scenario RM ('000)	Max scenario RM ('000)	Estimated timeframe for utilisation of proceeds (from date of listing of the Placement Shares)	Actual proceeds utilisation as at 31 Dec 2024 RM ('000)
Partially finance the development or pre-development expenditures of Project Oriole (as defined herein)	26,000	26,000	Within 12 months	10,250
Professional fees	5,000	5,000	Within 12 months	3,665
Working capital	12,324	28,060	Within 12 months	9,448
Expansion of healthcare division	1,200	1,600	Within 6 months	1,313
Estimated expenses	1,700	2,300	Within 3 months	1,849
Total	46,224	62,960		26,525

MATERIAL CONTRACTS INVOLVING DIRECTORS AND MAJOR SHAREHOLDERS

Save as disclosed below, the Company and its subsidiaries have not entered into any material contracts subsisting at the end of the financial year or entered into since the end of the previous financial year, which involved the interest of the Directors and major shareholders other than contracts entered into in the ordinary course of business:

- i. Datuk Haji Beroz Nikmal Mirdin is the GMD of JENTAYU and spouse of Datin Hajjah Nurhaida Abu Sahid;
- ii. Datin Hajjah Nurhaida Abu Sahid is the major shareholder of JENTAYU and spouse of Datuk Haji Beroz Nikmal Mirdin. She is the major shareholder and Director of Jentayu Capital Sdn. Bhd. and is a Director of Borneo Sustainable Energy Sdn. Bhd.;
- iii. Baevinraj Thiagarajah is the former CEO of JENTAYU. He resigned as CEO on 2 May 2025. He is a Director in Telekosang Hydro One Sdn. Bhd. and Telekosang Hydro Two Sdn. Bhd.

On 22 September 2021, the Company entered into the following share sales agreements ("SSA") in relation to the proposed acquisition of hydro asset and proposed acquisition of solar asset:

- i. One SSA with Jentayu Capital Sdn. Bhd. and Seri Panglima Holdings Sdn. Bhd. for the acquisition of 3,000,000 ordinary shares representing the entire equity interest in Jentayu Solar Sdn. Bhd. for a total purchase consideration of RM 11,107,050 to be satisfied via issuance of new shares of the Company in relation to the proposed acquisition of solar asset.
- ii. One SSA with Kasa Tuah Resources Sdn. Bhd. and Borneo Sustainable Energy Sdn. Bhd. for the acquisition of 200 ordinary shares representing the entire equity interest in Senja Optima Sdn. Bhd., by acquiring 50 percent equity interest from Kasa Tuah Resources Sdn. Bhd. and Borneo Sustainable Energy Sdn. Bhd. respectively, for a total purchase consideration of RM 44,600,200 to be satisfied via cash consideration of RM 5,464,000 and issuance of new shares of the Company amounting to RM 39,136,200 in relation to the proposed acquisition of hydro asset.
- iii. One SSA with Jentayu Capital Sdn. Bhd. for the acquisition of 60,000,000 redeemable preference shares representing 100 percent issued and paid-up preference shares in Telekosang Hydro One Sdn. Bhd. and 40,000,000 redeemable preference shares representing 100 percent issued and paid-up preference shares in Telekosang Hydro Two Sdn. Bhd. for a total purchase consideration of RM 93,600,000 to be satisfied via cash consideration of RM 7,488,000 and issuance of new shares of the Company amounting to RM 86,112,000 in relation to the proposed acquisition of hydro asset.

- iv. One SSA with Jentayu Capital Sdn. Bhd. for 100 percent of the Junior Bonds in Telekosang Hydro One Sdn. Bhd. for a total purchase consideration of RM 38,100,000 to be satisfied via cash consideration of RM 3,048,000 and issuance of new shares of the Company amounting to RM 35,052,000 in relation to the proposed acquisition of hydro asset (collectively referred to as the "proposed acquisitions").

The Company and the respective vendors involved in the proposed acquisitions have mutually agreed to extend the fulfilment date for the SSA conditions precedent ("CP") to 31 March 2025. On 27 March 2024, the Company announced that the SC had approved the above Proposed Acquisitions, subject to terms and conditions, among others, obtaining regulatory approvals for change in shareholding structure and to submit to the SC a proposal to comply with the equity condition within six months from the Trigger Date.

On 2 September 2024, the Company announced that it has submitted an application to the SC for an extension of time of up to 26 March 2025 to implement and complete the Proposed Acquisitions.

Subsequent to the announcement on 22 January 2025 whereby the application for an extension of time of up to 26 March 2025 to implement and complete the Proposed Acquisitions was not approved by the SC, the Company has discussed with the vendors and the parties have decided to mutually terminate the Hydro SSA.

On 17 March 2025, the Company entered into letters of mutual termination with the respective vendors in respect of the Proposed Acquisition of Hydro Asset to mutually terminate the Hydro SSA. The mutual termination shall be effective on 17 March 2025, the date whereby all parties to the abovementioned Hydro SSA have executed the letters of mutual termination.

On 2 April 2025, the Company announced that the Company decided not to extend the Solar SSA CP Fulfilment date and to terminate the Solar SSA.

This decision was made in view of the potential additional cost for a new submission to the SC for the Proposed Acquisitions, expected delays, and uncertainty regarding the timeline for the completion of the Proposed Acquisitions, which may in turn result in the Proposed Acquisitions not delivering to its benefits.

RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR EXPENSES NATURE

The breakdown of the aggregate value of the RRPT of a revenue or trading nature during FY 2025 are as follows:

Below is the RRPT without a shareholders' mandate, and announcement has been made to Bursa Securities upon reaching the relevant percentage ratio threshold.

Name of Related Parties	Interested Directors and Major Shareholders	Nature of RRPT	Aggregate Value of Transactions (RM)
Telekosang Hydro One Sdn. Bhd.	Datuk Haji Beroz Nikmal Mirdin* Datin Hajah Nurhaida Abu Sahid** Baevinraj Thiagarajah***	Issuance of REC	80,095

Note:

- * Datuk Haji Beroz Nikmal Mirdin is the Group Managing Director and a major shareholder of JENTAYU, and he is also the Chief Executive Officer of Telekosang Hydro One Sdn. Bhd.
- ** Datuk Haji Beroz Nikmal Mirdin is the spouse of Datin Hajah Nurhaida Abu Sahid, a substantial shareholder and a Director of Jentayu Capital Sdn. Bhd. which in turn has indirect substantial interest in Senja Optima Sdn. Bhd. the holding company of Telekosang Hydro One Sdn. Bhd.
- *** Baevinraj Thiagarajah is the former Chief Executive Officer and a shareholder of JENTAYU, and he is also a Director of Telekosang Hydro One Sdn. Bhd.

CONTRACTS RELATING TO LOANS

There was no material contract relating to loans by the Company and its subsidiaries involving the interests of Directors and major shareholders during FY 2025.

EMPLOYEE SHARE OPTION SCHEME (“ESOS”)

The Company did not issue any ESOS during FY 2025.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are responsible for ensuring that the annual financial statements of the Group and of the Company are drawn up in accordance with the applicable MFRS Accounting Standards as issued by the MRFS Accounting Standards and IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), the provisions of the Companies Act 2016 and the MMLR of Bursa Securities.

The annual financial statements are prepared with reasonable accuracy from the accounting records of the Group and Company so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2025, and of the financial performance and cash flows of the Group and of the Company for the financial year ended on that date.

In preparing the annual financial statements, the Directors have also ensured that Management has:

- i. Adopted the appropriate and relevant accounting policies and applied them consistently.

- ii. Made judgements and estimates that are reasonable and prudent.
- iii. Assessed the Group's and the Company's ability to continue as going concern, and confirmed that the annual financial statements are prepared using the going concern basis of accounting.

The Directors are also responsible for:

- i. Ensuring that the Group and the Company keep proper accounting and other records to enable the explanation of transactions and preparation of financial statements;
- ii. Taking the necessary steps to ensure appropriate systems and internal controls are in place to safeguard the assets of the Group and of the Company, as well as to prevent and detect fraud and any other irregularities.

The Directors confirmed that they have complied with the above requirements for the annual financial statements for year ended 30 June 2025.