

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("the Board") of Dayang Enterprise Holdings Bhd recognises corporate governance as being essential for the long term sustainability of the Group's businesses and performance. The Board believes that a sound and effective corporate governance practices are fundamental to the smooth, effective and transparent operation of a company and its ability to enhance long-term shareholders' value, increase in investors' confidence and protect stakeholders' interests.

This Corporate Governance Overview Statement ("CG Overview Statement") is prepared pursuant to Paragraph 15.25 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and takes guidance from the key Corporate Governance ("CG") principles as set out in the Malaysian Code of Corporate Governance ("MCCG") issued by the Securities Commission Malaysia.

This CG Overview Statement provides an overview of the corporate governance practices of the Group for the financial year ended 31 December 2024. It is to be read in conjunction with the Corporate Governance Report ("CG Report") which is available on the corporate website at www.desb.net. The CG Report provides the details on how the Company has applied each Practice as set out in the MCCG during the financial year 2024.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

1. BOARD RESPONSIBILITIES

The Board recognises that its primary role is to protect and promote the interests of its shareholders, with the overriding objective of enhancing the long-term value of the Group. Thus, the Board remains focused on the Group's overall governance by ensuring the implementation of strategic plans and that accountability to the Group and stakeholders is monitored effectively.

The Board plays an active role in reviewing and adopting the strategic business plans of the Group, ensuring that the strategies proposed by the Management are discussed at length, supervising management, reviewing performance and determining business risks parameters.

The Board practices a clear division of responsibilities between the Chairman, Managing Director, Non-Independent Executive Directors, Independent Non-Executive Directors and Non-Independent Non-Executive Director. The position of the Chairman and the Managing Director are held by two different individuals in line with the CG Code's recommendation.

The Chairman is primarily responsible for the orderly conduct of the Board meetings and to ensure the effectiveness of the Board.

The Managing Director and the Non-Independent Executive Directors are responsible for the day to day operations of the Group whereby operational issues and problems are discussed and matters relating to the Group are reviewed and operational strategies are formulated. Independent Directors are involved in various committees and contribute in areas such as performance monitoring and providing independent view for enhancement of corporate governance and controls.

The role of the Senior Management is to manage the Company in accordance with the direction of and delegation by the Board. The Board plays the strategic role in overseeing that the Senior Management carries out the delegated duties to achieve the Group's corporate objectives with long term strategic plans of the business.

In order to ensure the orderly and effective discharge of its functions and responsibilities, the Board has established six (6) Board Committees, namely:

- i) Audit Committee (AC);
- ii) Joint Remuneration & Nomination Committee (JRNC);
- iii) Risk Management Committee (RMC);
- iv) Corporate Social Responsibility Committee (CSRC);



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

1. BOARD RESPONSIBILITIES (CONT'D)

In order to ensure the orderly and effective discharge of its functions and responsibilities, the Board has established six (6) Board Committees, namely: (cont'd)

- v) Anti-Bribery & Corruption Compliance Committee (ABCC); and
- vi) Corporate Sustainability Committee (CSC)

Each committee has been given clear terms of reference that have been approved by the Board. Issues were deliberated by the respective committees before putting up for recommendation to the Board. The Chairman of the respective Board Committee will provide highlights to the Board of the respective Board Committees meeting at the quarterly Board meetings so as to keep the Board abreast of the decision and deliberation made by each Board Committee. The Board retains full responsibility for approval of these recommendations.

Qualified and Competent Company Secretary

The Board has full access to the Company Secretary who provides advisory services particularly on matters relating to the constitution of the Company, facilitating compliance with the listing requirements and the relevant legislation.

The Company Secretary provides support in the execution of corporate proposals. In addition to their statutory duties, the Company Secretary also facilitates communication between the Board and Management. In accordance with the Board's procedures, deliberations and conclusions in Board meetings are recorded by the Company Secretary, who ensure that accurate and proper records of the proceedings of the Board meetings and resolutions passed are recorded and kept in the minutes book at the registered office of the Company.

Access to Information and Advice

All Directors have direct access to the advice and services of the Company Secretary on compliance issues and ensure that the Company's policies and procedures are followed. The Directors are also empowered to seek independent professional advice at the expense of the Company, should they consider necessary in their course of duties.

The Board meets on a quarterly basis and additionally as and when required. The annual meeting calendar is prepared and circulated to the Directors in advance of each year. The calendar provides Directors with tentative dates for Board meetings, Annual General Meeting as well as the closed periods for dealings in securities by Directors according to targeted dates of the Group's quarterly results announcements.

Prior to Board Meetings, all Directors are provided with an agenda together with appropriate board papers containing information on major financial, operational and corporate matters of the Group, normally five (5) days prior to the Board meetings to enable the directors sufficient time to review the papers in preparation for the meeting and to obtain further explanations, where necessary and also to give the directors time to deliberate on the issues to be raised at the meeting.

All matters discussed and resolutions passed at each Board meeting are recorded in the minutes of the Board meeting. These minutes are circulated to all Directors for their perusal and confirmation and any Director can request for further clarification on the minutes prior to their confirmation.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

1. BOARD RESPONSIBILITIES (CONT'D)

Board Charter

The Board has adopted a Board Charter which outlines the roles, composition and responsibilities of the Board. The Board conducts a regular review of the Charter when necessary to ensure the continuous relevance of the Charter in line with changes in the expectations of the investors and stakeholders of the Company in general and the guidelines issued by the regulatory authorities from time to time. The Board Charter is published on the Company's website at www.desb.net.

Code of Ethics and Conduct

The Code of Ethics which forms part of the Board Charter, sets out the broad standards of conduct and basic principles to guide the Board in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity.

The Ethics Conduct provides commitment to ethical values through key requirements relating to conflict of interest, confidential information, insider information, protection of the Group's assets and compliance with law and regulations.

The Group has in place a Code of Ethics for its employees which encompasses all aspects of its day to day business operations. Directors and employees of the Group are expected to observe high standards of integrity and ensure compliance with applicable laws, rules and regulations to which the Group is bound to observe in the performance of its duties.

Anti-Bribery & Corruption Policies and Procedures

Arising from the implementation of Section 17A of the Malaysian Anti-Corruption Commission Amendment Act 2018, the Group adopted Anti-Bribery & Corruption Policies and Procedures on 28 May 2020. This Policy is intended to help the Group and persons associated with the Group to understand the implications pertaining to offenses committed by commercial organisations and persons associated therewith, and to provide guidance on how to implement adequate procedures as a defence against the risks of corruption prosecution and potential hefty fines. The Anti-Bribery & Corruption Policies and Procedures are published on the Company's website at www.desb.net.

The Anti-Bribery & Corruption Compliance Committee was established on 22 February 2022 to provide independent oversight to anti-bribery & corruption compliance.

Whistle Blowing Policy

The Company has adopted a Whistle Blowing Policy to encourage employees and members of the public to bring to the attention of the Board any improper conduct committed or about to be committed within the Group. The Group is committed to absolute confidentiality and fairness in relation to all matters raised and will support and protect those who report violations in good faith without the risk of reprisal.

Details of the Policy are available on the Company's website at www.desb.net.

Fit and Proper Policy

The Board established the Directors' Fit and Proper Policy (FPP) on 30 June 2022, to ensure that any person to be appointed or elected/ re-elected as a Director of Bursa Malaysia Group shall possess the character, experience, integrity, competence and time commitment to effectively discharge his/her roles and responsibilities in the best interest of the Company and its stakeholders.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

1. BOARD RESPONSIBILITIES (CONT'D)

Fit and Proper Policy (Cont'd)

Details of the Policy are available on the Company's website at www.desb.net.

Sustainability Policy

The Company established the Sustainability Policy on 22 February 2024 that sets the Group's stance and commitments pertaining to key sustainability topics. The Group also established the Framework pertaining to the Sustainability Policy to enhance the Group's management of sustainability matters. The Sustainability Policy and Framework further support the Group's sustainability practices in meeting the enhanced sustainability disclosure requirements of the Listing Requirements. The Group's approach to sustainability for the financial year under review is set out in the Sustainability Report on pages 32 to 63 of this Annual Report.

Details of the Sustainability Policy are available on the Company's website at www.desb.net.

Conflict of Interest Policy

The Company adopted the Conflict of Interest Policy on 21 November 2024, aimed to improve the quality of conflict of interest disclosures of the Company and its stakeholders, promoting better governance practices and accountability to manage conflict of interest among the Group and enhancing investors' confidence. This policy also serves as a guide to the Audit Committee Board and Board of Directors of the Group in discharging their duties and obligations, to ensure that management establishes a comprehensive framework for the purposes of identifying, evaluating, approving, reporting and monitoring of conflict of interest situations that arose, persist or may arise within the Group.

Details of the Conflict of Interest Policy are available on the Company's website at www.desb.net.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2. BOARD COMPOSITION

Board Balance

The current Board composition comprised as follows:

Designation	Number of Directors	Percentage (%)
Non-Independent Executive Directors	5	45
Independent Non-Executive Directors	5	45
Non-Independent Non-Executive Directors	1	10
Total	11	100.00

Based on the above, the current Board complies with Paragraph 15.02 of the MMLR of Bursa Securities, which requires at least one-third (1/3) of the Board to be independent directors. This ensures objectivity in issues deliberated and impartiality in the decision-making process.

The current size and composition of the Board are adequate to facilitate effective and objective decision-making, given the scope and nature of the Group's business and operations. In addition, the Board collectively provides an appropriate balance and mix of skills, expertise, knowledge, and experience to guide the Group. Following are the collective skills & competence of the Board.

Skill/Competence	Description
Leadership	Overall Stewardship of the Group, business leadership, and public listed company experiences
Strategy and Entrepreneurial Acumen	Business development, project management, assessment of existing and emerging opportunities
Sustainability and Stakeholder Management	Governmental relations, community and investor relations and corporate governance
Technical	Oil and gas, real estate and property development, Construction, Information Technology, Contracting Procurement and other related skills
Finance and Corporate	Accounting and audit, legal, corporate financing, risk management and etc

The Independent Non-Executive Directors do not participate in the day-to-day management of the Group and do not engage in any business dealing with the Group in order to ensure that they remain truly capable of exercising independent judgment and act in the best interests of the Group and its shareholders.

Board Diversity

The Board acknowledges the importance of diversity in the Board, including gender, age, ethnicity, and tenure of the Independent Director. Diversity in the Board composition facilitates optimal decision-making by harnessing different insights and perspective.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2. BOARD COMPOSITION (CONT'D)

Ethnic Diversity

During the year under review, the Board comprised 55% Bumiputra and 45% Non-Bumiputra. The Board believed that diversity leads to the consideration of all facets of an issue and, consequently, better decisions and performance.

Ethnic	Percentage (%)
Bumiputra	55
Non-Bumiputra	45
Total	100.00

Gender Diversity

The Company currently comprises six (6) male directors representing 55% of the Board and five (5) female directors, presenting 45% of the Boards. Female representation as a percentage of the full Board is 45%, which is in line with the 30% recommended under Practices 5.9 of the MCCG.

Gender	Number of Directors	Percentage (%)
Male	6	55
Female	5	45
Total	11	100.00

Board and Key Senior Management Diversity

The Board continually evaluates its requirements as to the appropriate mix of skills and experience required to ensure that its composition remains optimal for the effective discharge of its responsibilities. Their expertise and know-how have been gained through their years of involvement as players in their respective fields. The profiles of the Directors are provided on pages 14 to 24 of the Annual Report.

The appointment of key senior management was also made with due regard for diversity in skills, experience, age, and cultural background.

During the year under review, the key senior management team comprised 3 male senior management staff, representing 75 % and 1 female senior management staff, representing 25% of the team.

Gender of Key Senior Management ("KSM")	Number of KSM	Percentage (%)
Male	3	75
Female	1	25
Total	4	100.00

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2. BOARD COMPOSITION (CONT'D)

Tenure of Independent Director

The MCCG provides that the tenure of the independent director shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the board as a non-independent director.

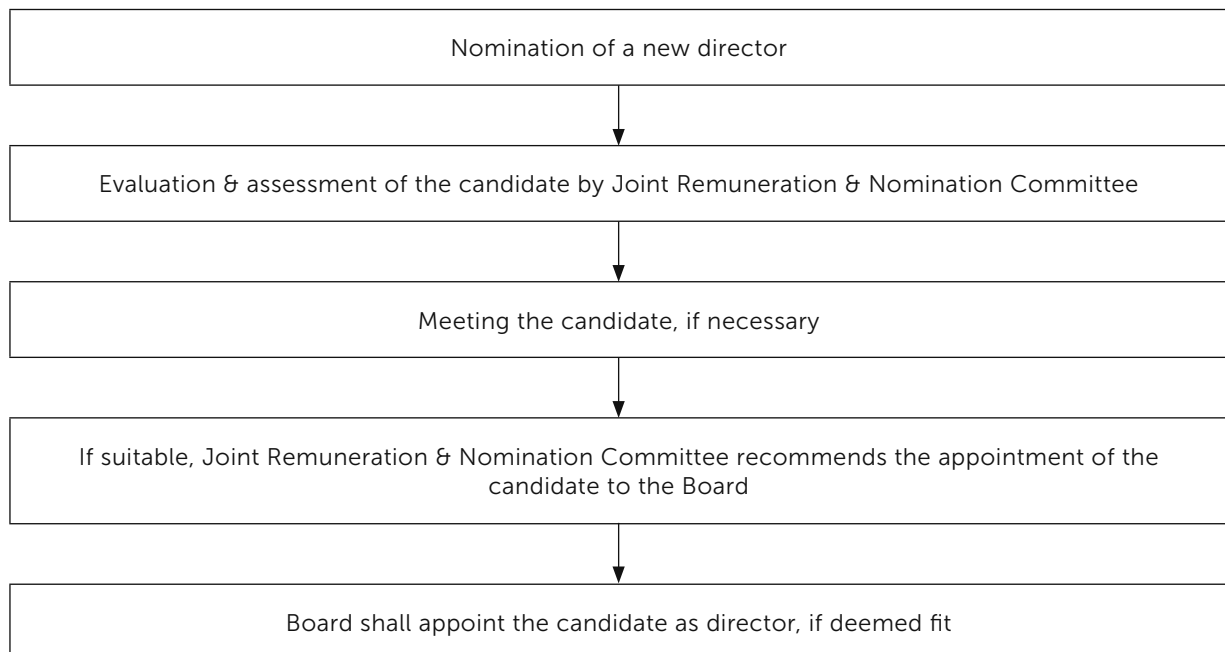
Board Appointment

Based on the recommendation of the Joint Remuneration & Nomination Committee, the Board appoints new Directors to the Board. In the election for Board appointment, the Board believes in and provides equal opportunity to candidates who have the right skills, experience, core competencies and other qualities regardless of gender, ethnicity and age. The Board would consider sourcing new directors via independent sources in future.

Appointment and Retirement of Directors

The process adopted by Dayang for Board appointments is as follows:

PROCESS OF APPOINTMENT OF DIRECTOR



In accordance with Article 93(a) of the Company's Constitution, at least one-third (1/3) of the Directors for the time being, or the number nearest to one-third (1/3) shall retire from office at each Annual General Meeting.

All Directors of the Company are subject to retirement by rotation at least once every three (3) years. The directors to retire shall be those longest in service since their last appointment.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2. BOARD COMPOSITION (CONT'D)

Appointment and Retirement of Directors (Cont'd)

Newly appointed directors shall hold office until the next annual general meeting and shall then be eligible for re-election by shareholders as provided in Article 100 of the Company's Constitution.

The Directors due to retire at the forthcoming AGM are outlined in the Notice of Meeting (Ordinary Resolution 1 to 6).

Board Effectiveness

The Board is expected to commit sufficient time as and when required to carry out their responsibilities, besides attending meetings of the Board and Board Committees. All directors shall not hold more than five (5) directorships each in public listed companies.

The existing directors are obliged to notify the Board before accepting any new directorship in other listed issuers. The notification is to ensure the Directors have sufficient time to discharge their duties to the Board and other Board Committees on which they serve.

The Board meets at least five (5) times a year at quarterly intervals with the meetings scheduled in advance before the end of the preceding year to facilitate the Directors in managing their meeting plans. Additional meetings are convened to deliberate on matters requiring immediate attention that need to be made between scheduled meetings.

In the event Directors are unable to attend Board meetings physically, the Company's Constitution allows for such meetings to be conducted via telephone, video conferencing or any other form of electronic or instantaneous communication.

During these meetings, the Board reviews the Group's financial performance, business operations, reports of the various Board Committees and results are deliberated and considered. Management and performance of the Group and any other strategic issues that affect or may affect the Group's businesses are also deliberated.

The Board met six (6) times during the financial year ended 31 December 2024 where it deliberated and considered a variety of matters affecting the Group's operations including the Group's financial results, business plan and the direction of the Group. All proceedings of the Board meetings are duly minuted by the Company Secretary and signed by the Chairman of the Meeting. The details of attendance of the directors held during the financial year were as follows:-

Name of Director	No. of Meetings Attended
Datuk Hasmi Bin Hasnan	5/6
Datuk Ling Suk Kiong	6/6
Tengku Dato' Yusof Bin Tengku Ahmad Shahrudin	6/6
Joe Ling Siew Loung @ Lin Shou Long	6/6
Jeanita Anak Gamang	6/6
Ali Bin Adai (Deceased on 16 November 2024)	3/5
Koh Ek Chong (Resigned on 20 February 2025)	6/6
Datu Hasmawati Binti Sapawi	5/6
Chin Hsiun	6/6
Siti Nazrah Binti Ahmad Zaiden	6/6
Jamalludin Bin Obeng (Resigned on 10 June 2024)	4/4
Professor Dr. Ho Poh Ling (Appointed on 1 February 2025)	0/0
Zahirudin Khan Bin Asghar Khan (Appointed on 20 February 2025)	0/0
Wong Ping Eng (Appointed on 20 February 2025)	0/0

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2. BOARD COMPOSITION (CONT'D)

Directors' Training

The Board acknowledges that continuous education is vital for the Board members to gain insight into the state of the economy, latest regulatory developments and management strategies. Therefore, the Directors are encouraged to attend training on a continuous basis to enhance their knowledge to enable the Directors to discharge their responsibilities more effectively.

For the year under review, the Directors have individually or collectively attended the following courses/seminars:

Seminar/Workshop	Organiser	Date
2024 Solution Focused Coach Training I, 60 Hours	Academy of Solution Focused Training Pte Ltd	8 January – 8 March 2024
Common Offences under Companies Act 2016	Companies Commission of Malaysia	2 April 2024
Recent Amendments to Listing Requirements: Enhanced Conflict of Interest Framework	CKM Advisory	6 August 2024
Exploring Various RPT Exemption	CKM Advisory	5 September 2024
Mandatory Accreditation Programme Part II: (Leading for Impact (LIP)	ICDM (Institute of Corporate Directors Malaysia)	Throughout 2024

Remuneration

The JRNC Committee is also responsible to recommend the remuneration packages for the Non-Independent Executive Directors of the Company to the Board. The Board recommends the remuneration of the Independent Non-Executive Directors and Non-Independent and Non-Executive to the shareholders for approval. Directors shall abstain from deliberation and decisions made in respect of their own remuneration.

The Non-Independent Executive Directors' remuneration is linked to experience, scope of responsibilities, seniority as well as performance. The Independent Non-Executive Directors and Non-Independent and Non-Executive are paid Directors' fee and meeting allowance.

Disclosure of each Director's remuneration is set out under Practice 8.1 in the Corporate Governance Report.

The Board shall continue with the practice of ensuring the confidentiality of the remuneration of its employees to avoid adverse implication including dissatisfaction and animosity among the staff.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

1. AUDIT COMMITTEE (“AC”)

The composition of the Audit Committee meets the Main Market Listing Requirement where the majority of the members of the Committee are Non-Executive Independent Directors. The members of the Audit Committee comprise the following:

Member	Designation
Professor Dr. Ho Poh Ling (Chairman) (Appointed on 20 February 2025)	Independent Non-Executive Director
Koh Ek Chong (Chairman) (Resigned on 20 February 2025)	Independent Non-Executive Director
Ali Bin Adai (Deceased on 16 November 2024)	Independent Non-Executive Director
Chin Hsiun	Independent Non-Executive Director
Datu Hasmawati Binti Sapawi (Appointed on 18 November 2024)	Independent Non-Executive Director
Wong Ping Eng (Appointed on 20 February 2025)	Non-Independent Non-Executive Director

The role of the AC and the number of meetings held during the year as well as the attendance record of each member are spelt out in the Audit Committee Report in this Annual Report.

The Board strives to provide a balanced, clear and timely assessment of the Group’s financial performance and prospects by ensuring quality financial reporting through the annual audited statements and quarterly financial results to the stakeholders, in particular, shareholders, investors and the regulatory authorities.

The AC assists the Board in the review of the financial statements of the Group and the Company to ensure that they are prepared in compliance with the provisions of the Malaysian Financial Reporting Standards (MFRS), International Financial Reporting Standards (IFRS) and the requirements of the Act in Malaysia.

The AC reviewed the Company’s quarterly financial reports and audited financial statements of the Group prior to recommending them for approval by the Board.

The AC maintains a transparent and professional relationship with the External Auditors of the Company. The AC oversees and appraises the quality of the audits conducted by external auditors. In the annual assessment on the suitability, objectivity and independence of the external auditors, the AC is guided by the factors as prescribed under Paragraph 15.21 of the Main Market Listing Requirements.

During the year, the AC met with the external auditors two times to discuss their audit plans, audit findings and their reviews of the Group’s financial results/statutory statement of accounts. In addition, the external auditors are invited to attend the Annual General Meeting of the Company and are available to answer shareholders’ questions on the conduct of the statutory audit and the preparation and contents of their audit report.

2. RISK MANAGEMENT COMMITTEE AND INTERNAL CONTROL FRAMEWORK

The Board has established an effective risk management and internal control framework for managing risks affecting its business and operations as set out in the Statement on Risk Management and Internal Control (SORMIC). A structured process has been set up to identify and assess risks arising from the Group’s operations through the use of risk impact and risk matrix as a guide for actions to be taken for each type of risk.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

2. RISK MANAGEMENT COMMITTEE AND INTERNAL CONTROL FRAMEWORK (CONT'D)

The Risk Management Committee has been tasked to identify and communicate the existing and potential critical risks areas faced by the Group and the management action plans to mitigate such risks by working with the Internal Auditors in providing periodic reports and updates to the Board.

The Risk Management Committee shall have authority and access to all information, records and reports relevant to the Group's activities to perform its duties. The Committee shall invite any Director and/or employees as it may deem appropriate, to attend a Committee meeting and assist in the discussion and consideration of matters relating to the business and operating risks.

During the financial year under review, the Risk Management Committee met twice with the respective Head of Departments/ Project Teams to identify and discuss the existing and potential critical risk areas faced by the Group and the management action plans to mitigate such risks.

The members of the Risk Management Committee are as follows:

Member	Designation
Siti Nazrah Binti Ahmad Zaiden (Chairman)	Independent Non-Executive Director
Datuk Ling Suk Kiong	Executive Deputy Chairman
Tengku Dato' Yusof Bin Tengku Ahmad Shahrudin	Managing Director
Joe Ling Siew Loung @ Lin Shou Long	Deputy Managing Director

The internal audit function is outsourced to an independent professional firm. ("Outsourced Internal Auditor") The Outsourced Internal Auditor reports directly to the Audit Committee and is independent of the activities it audits.

The internal audit function also performed a follow-up to assess the status of Management-agreed action plans based on recommendations raised in preceding cycles of internal audit. The outcome thereof was summarised in a follow-up report to the Audit Committee tabled in the quarterly Audit Committee meetings highlighting those issues that had yet to be fully addressed by Management including specific timeliness for those outstanding matters to be resolved.

All internal audits carried out are guided by internal auditing standards promulgated by the Institute of Internal Auditors Inc, a globally recognised professional body for internal auditors. The internal audit function of the Company whose scope of work covered during the financial year under review is provided in the Audit Committee Report as set out on pages 81 to 83 of this Annual Report.

The Group's Statement on Risk Management and Internal Control which has been reviewed by the external auditors, is set out on pages 84 to 88 of this Annual Report.

3. JOINT REMUNERATION & NOMINATION COMMITTEE ("JRNC")

The JRNC comprises three (3) Independent Non-Executive Directors.

The JRNC meets as and when required and at least once a year. During the year under review, the JRNC met two (2) times to carry out its responsibilities and the attendance of the members for the meetings held are as follows:-



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

3. JOINT REMUNERATION & NOMINATION COMMITTEE ("JRNC") (CONT'D)

The members of the Joint Remuneration & Nomination Committee are as follows:

Member	Designation
Ali Bin Adai (Chairman) (Deceased on 16 November 2024)	Independent Non-Executive Director
Zahirudin Khan Bin Asghar Khan (Appointed on 20 February 2025)	Independent Non-Executive Director
Koh Ek Chong (Resigned on 20 February 2025)	Independent Non-Executive Director
Datu Hasmawati Binti Sapawi	Independent Non-Executive Director
Professor Dr. Ho Poh Ling (Appointed on 20 February 2025)	Independent Non-Executive Director

All the members of the JRNC are Independent Directors. The independent Directors are free from any business or other relationship that could interfere with the exercise of independent judgment and they should be willing to express their opinions freely at the Board.

The JRNC conducts an annual review of the composition of the Board and Board Committees as well as the performance, fitness, and propriety of Individual Directors as and when required. For FY 2024, the evaluation, which was conducted internally, involved Individual Directors and Committee members completing separate evaluation questionnaires regarding the Board and the Committee processes, their effectiveness, and areas for potential improvement. They also undertook a self-review and peer review, assessing their fellow Directors' performance. The Company Secretary compiled and analysed the results and presented them at the board meeting, where the Board noted the findings and areas for improvement.

Based on the 2024 Board evaluation findings, the Board has the required mix of skill sets, experience, and other core competencies to enable the Board to discharge its duties more effectively, given the challenging economic and operating environment in which the Group operates. In addition, the Board continues to review its size and composition, emphasising its impact on the effective functioning behalf of the Board.

The Terms of Reference of the JRNC is available on the corporate website at www.desb.net.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ("CSR")

The CSR Committee assists the Board on matters relating to the implementation of a framework for sustainable development that delivers economic, social and environmental benefits for all stakeholders.

As at 31 December 2024, the members of the Corporate Social Responsibility Committee are as follows:

Member	Designation
Tengku Dato' Yusof Bin Tengku Ahmad Shahrudin (Chairman)	Managing Director

The activities of Corporate Social Responsibility are included in the Sustainability Report from page 54 to page 55 of the Annual Report.

5. ANTI-BRIBERY & CORRUPTION COMPLIANCE COMMITTEE ("ABCC")

The ABCC Committee is tasked to provide independent oversight to anti-bribery and corruption compliance monitoring of the relevant laws, regulations, internal policies and procedures.

The members of the ABCC are as follows:

Member	Designation
Chin Hsiun (Chairman)	Independent Non-Executive Director
Joe Ling Siew Loung @ Lin Shou Long	Deputy Managing Director
Datu Hasmawati Binti Sapawi	Independent Non-Executive Director

6. Corporate Sustainability Committee ("CSC")

The CSC was established to oversee the formulation, implementation and effective management of the Group's sustainability matters in line with the strategies.

The CSC assists the Board in managing business sustainability, including in the areas of Environmental, Social and Governance ("ESG" or "sustainability"), which is fundamental to Dayang's corporate success in the short and long-term.

The members of the CSC are as follows:

Member	Designation
Professor Dr. Ho Poh Ling (Chairman) (Appointed on 20 February 2025)	Independent Non-Executive Director
Ali Bin Adai (Chairman) (Deceased on 16 November 2024)	Independent Non-Executive Director
Joe Ling Siew Loung @ Lin Shou Long	Deputy Managing Director
Chin Hsiun	Independent Non-Executive Director



CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

1. COMMUNICATION WITH STAKEHOLDERS

The Company is guided by the corporate disclosure guide for directors issued by Bursa Securities to promote timely and quality disclosure of material information to the public. The annual reports, press releases, quarterly results and any announcements on material corporate exercises are the primary modes of disseminating information on the Group's business activities and financial performance.

The Annual General Meeting is the principal forum for dialogues with shareholders. General Meetings are important platforms for Directors to engage shareholders to facilitate greater understanding of the Company's governance, performance and address their concerns.

The Group's investor relationship is helmed by the Group Managing Director, Tengku Dato' Yusof Bin Tengku Ahmad Shahrudin and the Head of Corporate Affairs, Mr Zaim Husni Bin Omar who will attend to the needs of the investment community, shareholders, fund managers and analysts.

The Group maintains a website at www.desb.net for shareholders and the public to access information in respect of the Group's background and business, Board and Management, corporate governance, terms of reference and financial performance for easy reference.

As there may be instances where investors and shareholders may prefer to express their concerns to an Independent Professor Dr. Ho Poh Ling has been appointed to play her role as the Independent Non-Executive Director of the Board to whom concerns may be conveyed. Professor Dr. Ho Poh Ling is also the Chairman of the Board, the Chairman of Corporate Sustainability Committee and a member of the Joint Remuneration and Nomination Committee.

Her email contact is paulineho@curtin.edu.my.

2. CONDUCT OF GENERAL MEETINGS

The Company's Annual General Meeting (AGM) is especially important for individual shareholders as it is the principal forum for dialogue and interaction with the Board whereby they are given the opportunity to present their views or seek clarification on the progress, performance and major developments of the Company. Where it is not possible to provide immediate answers to shareholders' queries, the Board will undertake to provide the answers after the AGM.

The Notice of AGM and a Circular to Shareholders in relation to the recurrent and new related party transactions mandates, if applicable, are sent to the shareholders at least 28 days prior to the AGM in accordance to the Code, which also meets the criteria of the Listing Requirements and Companies Act 2016. This provides shareholders with sufficient time to fully evaluate new resolutions being proposed to make informed voting decisions at the AGM.

At the 18th AGM of the Company, to ensure transparency, the Board also shared with the shareholders the Board's responses to questions submitted in advance by the Minority Shareholder Watchdog Group. The External Auditors of the Company are also invited to attend the AGM to answer any questions relating to the conduct of the audit and content of the Auditor's report.

In line with the Listing Requirements of Bursa Securities, all resolutions put to the general meeting will be voted by poll. An independent scrutineer will be appointed to validate the votes cast at general meeting. Decision for each resolution and the name of the independent scrutineer will be announced to Bursa Securities in the same day.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

COMPLIANCE STATEMENT

The Board is of the view that the group has in all material aspects applied with the principles and recommendations of the Code where the Board deems appropriate, in its efforts to observe high standard of transparency, accountability and integrity.

This Corporate Governance Overview Statement and CG Report were approved by the Board of Directors on 10 April 2025.