Remuneration and Nomination Committee Statement

REMUNERATION AND NOMINATION COMMITTEE ("RNC")

The RNC assists the Board of Directors ("Board") of Malayan Cement Berhad (the "Company") in discharging its responsibilities, mainly,

- by overseeing the selection and assessment of Directors to ensure that the composition of the Board meets the needs of the Company; and
- establishing, reviewing and making recommendations to the Board on the remuneration policy and procedures, and ensuring that the Directors and senior management are appropriately remunerated to ensure the long-term sustainable success of the Company and its subsidiaries ("MCB Group").

The terms of reference of the RNC can be found under the "Corporate Governance" section on the Company's website at www.ytlcement.my.

During the financial year ended 30 June 2026, three (3) meetings were held and the details of attendance are as follows:

Members of the RNC	Attendance
Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir (Chairman)	3/3
Yap Seng Chong	3/3
Fong Yee Mei	3/3

POLICY ON BOARD COMPOSITION

As the Board's overriding aim is to maintain a strong and effective Board, it seeks to ensure that all appointments are made on merit, taking into account the collective balance of elements such as skills, experience, age, gender, ethnicity, background and perspective. The Board recognises the importance of encouraging and developing female talent at all levels. There are currently three female directors on the Board comprising 37.5% of the Board, exceeding the 30% recommended under the Malaysian Code on Corporate Governance ("Code"). The Board intends to continue its current approach to diversity in all aspects while at the same time seeking Board members of the highest caliber, and with the necessary strength, experience and skills to meet the needs of the Company.

BOARD NOMINATION AND ELECTION PROCESS AND CRITERIA USED

The RNC is responsible for considering and making recommendations to the Board, candidates for directorship when the need arises such as to fill a vacancy arising from resignation or retirement or to close any skills, competencies, experience or diversity gap that has been identified or to strengthen Board composition. Candidates may be proposed by the Managing Director or any Director or shareholder and must fulfil the requirements prescribed under the relevant laws and regulations for appointment as director. A candidate's suitability for appointment will be based primarily on the individual's merits, fitness and propriety in line with the *Fit and Proper Policy* adopted by the Board, as well as the strategic aim for the appointment.

ACTIVITIES OF THE RNC FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

(i) Annual evaluation

In May 2026, the annual evaluation of the effectiveness of the Board, Board Committees and individual directors was carried out. The evaluation exercise was facilitated by the Company Secretary and involved the completion of evaluation forms.

Besides composition and diversity, Board effectiveness evaluation covered the areas of quality of governance and decision making, including ability in addressing the Company's material sustainability risk and opportunities, while Board Committees were assessed on their composition, expertise, and whether their functions and responsibilities were effectively discharged in accordance with their respective terms of reference.

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Individual Directors were evaluated on their fit and properness, caliber, character and integrity, contribution and performance; whether they devote necessary time and commitment, and have shown the will and ability to deliberate constructively, ask the right questions and confidence to stand up for a point of view. The assessment also took into consideration any potential conflict of interest situations involving the Directors concerned, and no conflict of interest situations were identified in the course of the assessment. With regards to the Independent Directors, their independence was also assessed.

Results of the evaluations indicated no evident weaknesses or shortcomings which require mitigating measure. The Board and the Board Committees continue to perform effectively and the Directors demonstrated satisfactory performance and commitment in discharging their responsibilities for the financial year ended 30 June 2026.

The RNC with the concurrence of the Board was of the view that the Board is of the right size and has an appropriate mix of skills, experience, perspective, independence and diversity, including gender diversity needed to meet the needs of the Company.

(ii) Review of Directors standing for re-election

In June 2026, based on the schedule of retirement by rotation and in conjunction with the annual evaluation exercise, the RNC (save for Mr Yap Seng Chong and Ms Fong Yee Mei who abstained from deliberations in respect of his/her own re-election) evaluated and recommended to the Board that Dato' Seri Yeoh Seok Hong, Mr Yap Seng Chong and Ms Fong Yee Mei who are due to retire by rotation pursuant to Article 85 of the Company's Constitution at the Seventy-Sixth Annual General Meeting of the Company ("76th AGM"), stand for re-election.

The RNC was satisfied that the executive director, namely, Dato' Seri Yeoh Seok Hong who has a wealth of experience, knowledge and insights of the business, operations and growth strategies of the MCB Group, performed and contributed effectively as indicated by the performance evaluation results. The RNC also considered his fitness and propriety, in particular his character and integrity, experience and competence, as well as his time and commitment to his roles and responsibilities.

As for the Independent Non-Executive Directors, namely, Mr Yap Seng Chong and Ms Fong Yee Mei, the RNC (save for Mr Yap Seng Chong and Ms Fong Yee Mei who abstained from deliberations in respect of his/her own re-election) was satisfied that they continue to meet the fit and proper criteria as stated in *Fit and Proper Policy* and exercise objective and independent judgement in discharging their roles and responsibilities, and fulfil the independence criteria set out in the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("Listing Requirements").

(iii) Review of the evaluation forms

The RNC reviewed the evaluation forms and revisions were made where relevant, subsequently recommending to the Board the adoption of these forms to align with the Company's practices and remain consistent with the Code and Listing Requirements.

(iv) Review of candidates nominated for appointment as alternate directors to the respective Executive Directors

The RNC evaluated and recommended to the Board to consider the appointment of the following persons as alternate directors to the respective Executive Directors:

Alternate Directors	Executive Directors
Yeoh Keong Junn	Tan Sri (Sir) Yeoh Sock Ping
Yeoh Keong Wei	Dato' Yeoh Seok Kian
Yeoh Keong Yuan	Dato' Seri Yeoh Seok Hong
Yeoh Pei Yen	Dato' Sri Yeoh Sock Siong
Choy Yuin Quan	Dato' Yeoh Soo Keng

The RNC evaluated the candidates in accordance with the *Fit and Proper Policy* adopted by the Board, taking into consideration, amongst others, their backgrounds, knowledge, experience, skills, external appointments and the time commitment expected of the role. In assessing the candidates' suitability for appointment as Alternate Directors, the RNC reviewed their executive profiles, résumé highlights and declarations of fitness and propriety. The RNC was satisfied that their collective qualifications and experience offered complementary strengths across law, leadership, investments, infrastructure, technology, strategy, hospitality, creative communications and international exposure, and that they were suitable for the respective roles.

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The RNC further recognised that the proposed appointments formed part of the Company's succession planning to ensure Board continuity and develop the next generation of Board leadership. The appointments would also provide the Alternate Directors with appropriate exposure to the Board's deliberations, decision-making processes and governance responsibilities.

(v) Review of the RNC Statement for the financial year ended 30 June 2026

The RNC reviewed this RNC Statement prior to its recommendation to the Board for inclusion in the 2026 Annual Report.

(vi) Review of Directors' remuneration

The RNC assessed the remuneration of the Directors and senior management who are also Executive Directors of the Company, as well as fees and meeting attendance allowance (benefits) proposed for the Independent Non-Executive Directors ("INED Remuneration"), guided by the framework set out in the *Remuneration Policy and Procedures for Directors and Senior Management*. The remuneration of the Directors and the INED Remuneration were benchmarked against comparable listed companies in Malaysia in terms of industry and size/market capitalisation. Taking into account the Company's market capitalisation, equitability and market competitiveness, as well as the MCB Group's overall performance, the RNC considered the remuneration of the Executive Directors to be comparable or within the range of industry benchmarks. It also considered the performance of the Independent Non-Executive Directors as indicated by the evaluations conducted, the responsibilities assumed and their contributions, as well as the overall performance of the MCB Group. Based on its review of the INED Remuneration, the meeting allowance was revised. The RNC was satisfied that it was reasonable, competitive and aligned with market practices and the MCB Group's overall remuneration. The RNC also ensured that none of the INEDs was involved in the decision regarding his/her own remuneration outcome and recommended to the Board for shareholders' approval the INED Remuneration.

INDUCTION, TRAINING AND DEVELOPMENT OF DIRECTORS

Upon joining the Board, a newly appointed Director will be given an induction pack containing the Company's annual report, various policies adopted by the Company, terms of references of the Board Committees, Constitution, and schedule of meetings of the Board and Board Committees (if the Director is also a Committee member) which will serve as an initial introduction to MCB Group as well as an ongoing reference. This is followed by familiarisation visits to the MCB Group's operational sites and meetings with senior management where practicable and appropriate.

The Board, through the RNC, assesses the training needs of its Directors on an ongoing basis by determining areas that would best strengthen their contributions to the Board.

Besides the findings from the annual performance evaluation of Directors, which provide the RNC with useful insights into the training needs of the Directors, each Director is requested to identify appropriate training that he/she believes will enhance his/her contribution to the Board.

The Board has taken steps to ensure that its members have access to appropriate continuing education programmes. The Company Secretary facilitates the organisation of in-house development programmes and keeps Directors informed of relevant external training programmes.

During the financial year ended 30 June 2026, the following in-house training programmes were organised for the Directors:

- Navigating the ESG Risk in the Trump Era: Challenges and Opportunities;
- YTL LEAD Conference 2025;
- Anti-Bribery & Corruption (ABC) Refresher Course 2025;
- Risk Without Borders: The New Reality of Third Party Exposure.

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All the Directors have undergone training programmes during the financial year ended 30 June 2026. The conferences, seminars and training programmes attended by one or more of the Directors covered the following areas:

Seminars/Conferences/Training	Attended by
* **Corporate Governance/ Compliance/ Legal/ Sustainability**	
• Navigating the ESG Risk in the Trump Era: Challenges and Opportunities	Tan Sri (Sir) Yeoh Sock Ping Yap Seng Chong
• The Edge Sustainable Construction Symposium 2025: Building Trends Redefined: The Next Level	Dato' Sri Yeoh Sock Siong Dato' Yeoh Soo Keng
• UCSI University's International Institute of Science Diplomacy and Sustainability ("UCSI-IISDS") Malaysian Technical Cooperation Programme ("MTCP") 2025: "Science Diplomacy in Action" (Lecturer)	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir
• Sunway Medical Centre: Our Right to Thrive: Spotlight on Plastics in Healthcare	Yap Seng Chong
• EY Global: Navigating anti-corruption: insights on the US Foreign Corrupt Practices Act (FCPA) and the impact on Asean businesses	Yap Seng Chong
• IFRS Foundation-Governance of sustainability-related risks and opportunities	Yap Seng Chong
• PwC Global-International audit insights webcast: Strengthening Governance in the second line: Internal audit's role in compliance, operations and responsible AI	Yap Seng Chong
• Institute of Corporate Directors of Malaysia (ICDM): Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	Dato' Seri Yeoh Seok Hong Fong Yee Mei
• Anti-Bribery & Corruption (ABC) Refresher Course 2025	Dato' Yeoh Seok Kian Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir Yap Seng Chong Fong Yee Mei
• KPMG IFRS Institute: Understanding IFRS 18 – Enhancing financial statement presentation and disclosure	Yap Seng Chong
• Securities Commission Malaysia's Audit Oversight Board: Conversation with Audit Committees – Governance, Accountability, and the Cost of Silence	Fong Yee Mei
• The Edge Sustainable Construction Symposium 2026: Towards Sustainable Construction in Singapore	Dato' Sri Yeoh Sock Siong
• UCSI-IISDS: MTCP 2026: Science Diplomacy for the Global South: Covid-19 Pandemics: Science Diplomacy in Action (Lecturer)	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir
• International Symposium: Futureproofing One Health Action for Regional and Global Health Security: Challenges and Response Strategies for the Indo-Pacific in the Context of Climate Change (Speaker)	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir

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Seminars/Conferences/Training	Attended by
*** Leadership/ Strategy/ Finance/ Economic Development**	
• YTL LEAD Conference 2025	Tan Sri (Sir) Yeoh Sock Ping Dato' Yeoh Seok Kian Dato' Seri Yeoh Seok Hong Dato' Sri Yeoh Sock Siong Dato' Yeoh Soo Keng Fong Yee Mei
• The IET Prestige Lecture and Award Dinner 2025 (PLAD 2025) (Prestige Lecturer)	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir
• Eagles Leadership Convention 2025: Education Reimagined: The UCSI Model of Entrepreneurial Growth	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir
• PwC Global: 2025 Year-end Audit Committee Webcast	Yap Seng Chong
• Empowering Educators: Transformational Leadership for 21st-Century Teaching	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir
• IFRS Webcast: Climate resilience and climate-related scenario analysis requirements in IFRS S2	Yap Seng Chong
• KPMG IFRS Institute: 2025 Year-end Accounting Update	Yap Seng Chong
• EY Webinar – From conflict to continuity: building long-term business resilience	Yap Seng Chong
• Malaysian Economy Association: BNM Address on the Malaysian Economy & Panel Discussion	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir
• Land Valuation	Fong Yee Mei
• Private Higher Education Leadership Development Program: Empowering Leaders for Malaysia's Private Higher Education Sector	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir
*** Risk/Technology/Innovation**	
• Board Risk Management Training – Cybersecurity Trends	Dato' Seri Yeoh Seok Hong
• Risk Without Borders: The New Reality of Third Party Exposure	Tan Sri (Sir) Yeoh Sock Ping Dato' Seri Yeoh Seok Hong Dato' Yeoh Soo Keng Yap Seng Chong Fong Yee Mei