

# 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](http://www.ytlcement.my).

During the financial year ended 30 June 2025, three (3) meetings were held and the details of attendance are as follows:

Members of the RNC	Attendance
Professor 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. 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 2025

### (i) Annual evaluation

In May 2025, 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 and managing 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. 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 2025.

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 2025, based on the schedule of retirement by rotation and in conjunction with the annual evaluation exercise, the RNC (save for Professor Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir (“Prof. Datuk Siti”) who abstained from deliberations in respect of her own re-election) evaluated and recommended to the Board that Tan Sri (Sir) Yeoh Sock Ping, Dato’ Yeoh Seok Kian and Prof. Datuk Siti who are due to retire by rotation pursuant to Article 85 of the Company’s Constitution at the Seventy-Fifth Annual General Meeting of the Company (“75th AGM”), stand for re-election.

The RNC was satisfied that the executive directors, namely, Tan Sri (Sir) Yeoh Sock Ping and Dato’ Yeoh Seok Kian who have 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 their fitness and propriety, in particular their character and integrity, experience and competence, as well as their time and commitment to their roles and responsibilities.

As for the Independent Non-Executive Director, namely, Prof. Datuk Siti, the RNC (save for Prof. Datuk Siti who abstained from deliberations in respect of her own re-election) was satisfied that she continues to meet the fit and proper criteria as stated in *Fit and Proper Policy* and exercise objective and independent judgement in discharging her 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 and recommended to the Board the adoption of revised evaluation forms to ensure consistency with the Malaysian Code on Corporate Governance, Listing Requirements and Board Charter of the Company.

### (iv) Review of the RNC Statement for the financial year ended 30 June 2025

The RNC reviewed this RNC Statement prior to its recommendation to the Board for inclusion in the 2025 Annual Report.

### (v) 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.

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The RNC ensured that none of them was involved in the decision regarding his/her own remuneration outcome and recommended to the Board for shareholders' approval that the INED Remuneration remains unchanged as it was reasonable, competitive, and aligned with the market and the MCB Group's overall performance.

### 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.

All the Directors have undergone training programmes during the financial year ended 30 June 2025. The conferences, seminars and training programmes attended by one or more of the Directors covered the following areas:

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 2025, the following in-house training programmes were organised for the Directors:

- YTL LEAD Conference 2024;
- Recent Developments with the Listing Requirements, including Conflict of Interest ("COI") Amendments;
- YTL Workplace Health & Safety;
- Mastering Technology and Data Risk in the Age of Generative AI.

Seminars/Conferences/Training	Attended by
<p>★ <b>Corporate Governance/ Cybersecurity/ Legal/ Compliance</b></p> <ul style="list-style-type: none"> <li>• Recent Developments with the Listing Requirements, including COI Amendments</li> </ul>	Tan Sri (Sir) Yeoh Sock Ping, Prof. Datuk Siti, Yap Seng Chong, Fong Yee Mei
<ul style="list-style-type: none"> <li>• Institute of Corporate Directors of Malaysia (ICDM): Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> </ul>	Tan Sri (Sir) Yeoh Sock Ping, Dato' Yeoh Seok Kian, Dato' Sri Yeoh Sock Siong, Dato' Yeoh Soo Keng, Prof. Datuk Siti
<ul style="list-style-type: none"> <li>• YTL Personal Data Protection Course</li> </ul>	Dato' Yeoh Seok Kian
<ul style="list-style-type: none"> <li>• ICDM: Building Sustainable Credibility: Assurance, Greenwashing and the Rise of Green-Hushing</li> </ul>	Prof. Datuk Siti
<ul style="list-style-type: none"> <li>• YTL Digital Bank Berhad: Corporate and Personal Liability on Corruption under Section 17A of the MACC Act 2009 - Implications to the Bank, its Directors and Management</li> </ul>	Dato' Seri Yeoh Seok Hong
<ul style="list-style-type: none"> <li>• YTL Climate-Related Risks and Opportunities Training</li> </ul>	Dato' Sri Yeoh Sock Siong, Dato' Yeoh Soo Keng

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<b>Seminars/Conferences/Training</b>	<b>Attended by</b>
<ul style="list-style-type: none"> <li>Bursa Academy on COI and Governance of COI</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>EY Webinar: Greenwashing - Can Your Green Claims Stand Up to Scrutiny</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>MIA: Amaran SCAM</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>ISSB: Global Workshop on IFRS Sustainability Disclosure Standards S1 and S2</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>Deloitte Malaysia: Knowledge Sharing Session on Climate Reporting</li> </ul>	Yap Seng Chong
<b>* Risk Management/Technology</b>	
<ul style="list-style-type: none"> <li>Mastering Technology and Data Risk in the Age of Generative AI</li> </ul>	Tan Sri (Sir) Yeoh Sock Ping, Dato' Sri Yeoh Sock Siong, Dato' Yeoh Soo Keng, Prof. Datuk Siti, Yap Seng Chong, Fong Yee Mei
<ul style="list-style-type: none"> <li>MICPA: Leveraging AI for Audit Efficiency and Quality</li> </ul>	Yap Seng Chong
<b>* Leadership and Business Management</b>	
<ul style="list-style-type: none"> <li>YTL LEAD Conference 2024</li> </ul>	Tan Sri (Sir) Yeoh Sock Ping, Dato' Yeoh Seok Kian, Dato' Seri Yeoh Seok Hong, Dato' Sri Yeoh Sock Siong, Dato' Yeoh Soo Keng, Prof. Datuk Siti, Yap Seng Chong
<ul style="list-style-type: none"> <li>Bursa Malaysia: The Chairperson's Circle - Excellence in Board Leadership</li> </ul>	Prof. Datuk Siti
<b>* Finance/Economy/Accounting/Taxation</b>	
<ul style="list-style-type: none"> <li>KPMG Malaysia: Navigating Capital Gains Tax</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>ACCA Global: Geopolitical Economy Report - Goodbye, Dollar Dominance: BRICS Plans on 'Multi-Currency' System to Transform Global Financial Order</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>PwC Quarterly Accounting Webcast (Q3 2024)</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>KPMG: MFRS Updates</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>PwC Global Webcast: 2024 Year-end Audit Committee Webcast</li> </ul>	Yap Seng Chong
<ul style="list-style-type: none"> <li>MIA Webinar: Global Minimum Tax - Latest Developments and Implications for Businesses and Public Sector Sustainability Reporting</li> </ul>	Yap Seng Chong