

CORPORATE GOVERNANCE REPORT

STOCK CODE : TECGUAN 7439
COMPANY NAME : TECK GUAN PERDANA BERHAD
FINANCIAL YEAR : January 31, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board duly acknowledged that it bears the collectively responsibility for the leadership, oversight, control, development and sustainable growth of the Group as well as inculcating the appropriate culture and values throughout the organization. In performing its role in leading the Company, the Board is responsible for setting the strategic direction & goals and directs the policies, strategic action plans and stewardship of the Group's resources with the aim to achieve those goals. While strategic planning, key decisions, policies and values are reserved for the Board, the Board delegates to the management the authority and responsibility for the day-to-day operations and affairs of the Company. The Board Charter has established clear functions in respect of the role and responsibilities of the Board, Board Committees, individual Directors and management. It also provides insights and guidance on the roles and responsibilities of the Chairman, Managing Director, Executive Director and Independent Directors. The Board Charter also specifies the key issues and decisions that are reserved for the Board.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman is primarily responsible for matters pertaining to the Board, provides leadership in ensuring effective functioning of the Board as a whole, encourage active and fair participation from every Board member and instilling good corporate governance practices and overall conduct of the Group.</p> <p>During the financial year, Mr. Tham Vui Vun served as Chairman of the Company up to 24 January 2025. Mr. Wong Peng Mun who served as Independent Director redesignated as Non-Independent Non-Executive Director and subsequently appointed as Chairman of the Company. Mr. Wong Peng Mun continues to demonstrate strong leadership and commitment in his role as Chairman.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The positions of Chairman and Managing Director are held by different individuals, and this separation of positions promotes accountability, facilitates the division of responsibilities between them and further enhances the existing balance of power and authority.</p> <p><u>The Chairman</u></p> <p>The Chairman was Mr. Tham Vui Vun, up until his resignation on 24 January 2025 and was succeeded by Mr. Wong Peng Mun as mentioned in Practice 1.2 above. The Chairman leads the Board in setting the Company's key policies and direction, ensures effective operation of the Board and is the spokesperson for the Board. The Chairman principally ensures that the Board fulfils its obligations under the Board Charter and as required under the relevant legislation.</p> <p><u>Group Managing Director (GMD)</u></p> <p>Datuk Hong Ngit Ming, an executive member of the Board, is the Managing Director and he focuses on the business and day-to-day management of the Company and the Group with all powers, discretions and delegations authorised from time to time by the Board. He is primarily responsible for the implementation of the Board's policies and decisions, overseeing the Group's operations and developing the Group's business strategies.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	As at 31 January 2025, Mr. Wong Peng Mun is not a member of any of the Board Committees of the Company. However, Mr. Wong Peng Mun was invited to attend the Board Committees Meeting to stay informed on key matters. He abstained himself from the decision-making process during the Board Committees Meeting.
	:	<p>For the financial year under review, the Company affirms that the Chairman's attendance at Committee meetings will be exceptional and only when appropriate, without participating in deliberations or decisions, in line with corporate governance best practices. The Chairman is also not involved in determining his own or other Executive Directors' remuneration.</p> <p>Both the Chairman and the Board are confident that the independence and objectivity of the Nomination Committee (NC) and Remuneration Committee (RC)—each comprising solely Independent Non-Executive Directors—remain intact, regardless of the Chairman's presence at their meetings. The Committees continue to discharge their responsibilities independently and without undue influence.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 1.5

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has unrestricted access to the advice and services of the Company Secretaries who are suitably qualified under Section 235(2) of the Companies Act, 2016. The Company Secretaries ensures that all Board and Board Committees deliberations and resolutions are properly and accurately minuted and regularly updates the Board during meetings and via emails, on any development in corporate governance and any changes to the statutory and regulatory requirements and the resultant implications on such changes to the Company and Directors in relation to their duties and responsibilities.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is provided with the relevant agenda and board papers at least one week before the meeting for their review and facilitate informed decision making. However, materials on certain items which are sensitive in nature are distributed only during the respective meetings. Minutes of the Board meetings are maintained by the Company Secretaries and circulated to all members of the Board prior to the meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board Charter provides guiding principles for the Board to achieve the objectives of the Company and serves as a reference point for the Board's activities by setting out the Board's strategic intent, authority and terms of reference. In the Board Charter, the Board has established clear functions in respect of the roles and responsibilities of the Board, Board Committees, individual Directors and management. It also provides insights and guidance on the roles and responsibilities of the Chairman, Managing Director, Executive Director and Independent Directors. The Board Charter also specifies the key issues and decisions that are reserved for the Board. The Board Charter which is reviewed periodically is available on the Company's website.
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Code of Ethics and Conduct of the Company outlines the standards or business conduct and ethical behavior for the Directors, officers and employees of the Company in the performance and exercise of their responsibilities and ensure accountability. The Code of Ethics and Conduct requires all employees and Directors to observe high ethical business standards, honesty and integrity and act in good faith in the best interest of the Company and its shareholders.</p> <p>As part of managing conflicts of interest, the Code provides clear guidance requiring Directors, officers and employees to avoid situations where personal interests could, or could be perceived to, conflict with their duties to the Company. They are required to make full disclosure of any such interest and abstain from participating in decision-making processes involving the relevant matter. This ensures decisions are made objectively and in the best interest of the Company.</p> <p>The Code of Ethics and Conduct is available on the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has in place a whistleblowing policy to assist and ensures that the Company's business and operations are conducted in an ethical, moral and legal manner. The whistleblowing policy is designed to encourage employees or external parties to disclose suspected malpractice or misconduct and to provide protection to employees or external parties who report allegations of such practices.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has taken into account sustainability considerations in its strategies, business plans, major plans of action and risk management. The Board sets the tone for sustainability from the top of the governance structure, with overall responsibility for the Group's sustainability strategies and commitments. The Managing Director determines, approves and oversees sustainability initiatives and performance based on the material sustainability matters across the Group's business. The Managing Director is supported by Sustainability Department, which serves as the Sustainability Working Group and by coordinators from Risk & Sustainability Department to handle reporting matters and acts as a liaison between the Managing Director and Risk & Sustainability Committees (Management Working Group) of various business units.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The information on the Company’s sustainability strategies, priorities and targets as well as performance against these targets are disclosed on pages 50 to 66 of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Group is committed to ensure that its operations are environmentally responsible, and takes actions to protect and effectively manage risks that may adversely impact the environment. The information on the Group's environmental compliance initiatives and measures are disclosed on pages 50 to 66 of the Annual Report 2025.</p> <p>Compliance with MSPO certifications and audits requires the Board to be well cognizant of the relevant sustainability issues arising therefrom, including climate-related risks. The Group recognises that climate change is a current and growing issue and acknowledges the importance of taking proactive corporate actions towards reducing its contribution.</p> <p>The Group has developed few policies as listed below relevant to the Group and its business, including climate-related policies:</p> <ul style="list-style-type: none">- Sustainability Policy;- Environmental Policy;- No Deforestation, No Peat, No Exploitation (NDPE) Policy;- Occupational Safety and Health Policy;- Human Rights Policy;- Violence and Sexual Harassment Policy;- Gender Policy; and- Whistleblower Policy.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination Remuneration Committee ("NRC") had evaluated the performance of the Board and senior management in addressing the Company's material sustainability risks and opportunities during the Company's Annual Review exercise.</p> <p>The annual evaluation is conducted internally through a formal process, involves the Directors completing a set of assessment questionnaires and submitting the results to the NRC for review who then reports the outcome of the evaluation to the Board for further consideration.</p> <p>The Board recognises the importance of integrating sustainability considerations into the Company's strategic and operational decision-making. Accordingly, the performance of Senior Management in managing material sustainability matters is an integral part of the annual performance evaluation process, reinforcing accountability and commitment towards the Company's long-term sustainability goals.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Board is currently fulfilling its corporate sustainability responsibilities through an outsourced professional team-Mitsusho Sdn. Bhd.. The team provides dedicated focus in managing sustainability matters strategically for the Company by highlighting mandatory emission reporting requirements, collecting carbon emission data, and also working closely with the Internal Audit and Risk Department to ensure alignment with the Company's sustainability objectives, while reporting progress to the Board.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee (“NC”) is responsible for reviewing the tenure and the evaluation of the performance of the individuals Directors, the Board Committees, the effectiveness of the Board including its size, balance and mix of skills and the independence of the Independent Directors. The NC had reviewed the annual evaluation and reported the outcome to the Board accordingly. Only those with satisfactory evaluation are recommended to the board for re-election at the forthcoming Annual General Meeting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Applied													
Explanation on application of the practice	:	<p>The current Board size consists of 6 members comprising a Non-Executive Chairman who is also a Non-Independent Director, a Managing Director, an Executive Director and 3 other Independent Directors. The present composition reflects half of the Board members are Independent Directors.</p> <p><u>Independent Directors</u></p> <table border="1"> <thead> <tr> <th>Designation</th> <th>Total Member</th> </tr> </thead> <tbody> <tr> <td>Independent Director</td> <td>3</td> </tr> </tbody> </table> <p><u>Non-Independent Directors</u></p> <table border="1"> <thead> <tr> <th>Designation</th> <th>Total Member</th> </tr> </thead> <tbody> <tr> <td>Chairman, Non-Independent Director</td> <td>1</td> </tr> <tr> <td>Managing Director</td> <td>1</td> </tr> <tr> <td>Executive Director</td> <td>1</td> </tr> </tbody> </table>		Designation	Total Member	Independent Director	3	Designation	Total Member	Chairman, Non-Independent Director	1	Managing Director	1	Executive Director	1
Designation	Total Member														
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<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>															
Measure	:														
Timeframe	:														

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Applied - Annual shareholders' approval for independent directors serving beyond 9 years</p> <p>The Company does not have a policy to limit the tenure of its Independent Directors to 9 years as it intends to seek shareholders' approval to retain Mr. Fung Hiuk Bing whom have served the Company for a cumulative term of more than 9 years as an Independent Director. The Board intends to continue to retain the directors as an Independent Director by seeking shareholders' approval at the forthcoming AGM through voting process. This approach complies with the prescribed practice under the Code, which recommends a two-tier voting mechanism. However, the Board believes that all shareholders should have equal voting rights, with each share entitled to one vote.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>										
Application	:	Not Adopted								
Explanation on adoption of the practice	:	Please provide an explanation on how the practice is being applied.								
Explanation for departure	:	<div>This decision takes into account the recent restructuring of the Board, which involves the replacement of two experienced directors with newly appointed members. In view of this transition, the Board has determined that it is in the best interest of the Company to retain at least one experienced Independent Director to provide leadership continuity and effective oversight</div> <table border="1"><thead><tr><th>Name of INED</th><th>Year of Service as at 31 January 2025</th></tr></thead><tbody><tr><td>Fung Hiuk Bing</td><td>11 years 1 month</td></tr><tr><td>Noor Fazarina Binti Tahah</td><td>1 month</td></tr><tr><td>Connie Wong Jiin Yee</td><td>1 month</td></tr></tbody></table> <div>The Board will continue to review the application for Practice 5.4 disclosure requirement from time to time for future consideration.</div>	Name of INED	Year of Service as at 31 January 2025	Fung Hiuk Bing	11 years 1 month	Noor Fazarina Binti Tahah	1 month	Connie Wong Jiin Yee	1 month
Name of INED	Year of Service as at 31 January 2025									
Fung Hiuk Bing	11 years 1 month									
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<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>										
Measure	:									
Timeframe	:									

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Before the Nomination Committee ("NC") (formerly known as Nomination and Remuneration Committee "NRC") make a recommendation of candidature to the Board, first evaluate the balance and composition including mix of skills, independence, experience and diversity (including gender diversity) of the Board. In making recommendation of suitable candidates, the NC shall consider the following:</p> <ul style="list-style-type: none">i. skills, knowledge, expertise and experience;ii. time commitment and contribution;iii. honesty, integrity, professional conduct and business ethics/practices;iv. number of directorship in other companies and other external obligations which may affect his/her commitment; andv. for position of independent non-executive directors, the candidate shall be evaluated at minimum, with reference to the definition of "Independent Director" as stipulated by the MMLR. <p>The decision as to who should be appointed is the responsibility of the full Board after considering the recommendation of the NC.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee ("NC") (formerly known as Nomination and Remuneration Committee "NRC") is responsible for making recommendations to the Board on the suitability of candidates nominated for appointment to the Board and Board Committees. The NC is also authorised by the Board through its Terms of Reference to utilise independent sources (such as any available directors' registry, industry and professional associations, open advertisements or independent search firms) to identify suitable qualified candidates for directorship, where required and necessary. During this reporting period, NC is currently seeking a candidate from independent sources for an additional independent non-executive director position in meeting the requirement of Practice 1.4 and Practice 5.9 of the updated Malaysian Code on Corporate Governance 2021.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>Based on the Directors Appointment Selection and Nomination Process, the Nomination Committee ("NC") evaluates each candidate for new Director appointment in the following areas:-</p> <ul style="list-style-type: none">• Candidate's background, skills and experiences• Number of directorships and existing commitments of the candidate as to whether these commitments will constrain the candidate in setting aside sufficient time and attention to the Group's affairs• Potential conflict of interest (including interest in any competing business) and other independence issues which may pose a threat to the candidate's ability to exercise independent judgement. <p>The up-to-date profiles of each of the Directors, published in our Annual Report every year, include the following disclosures for each Director:-</p> <ul style="list-style-type: none">• Directorship of other listed issuer/public companies;• Family relationship with any Director or major shareholder of the Company;• Conflict of interest (including traffic offences) within the past five (5) years; and• Public sanction or penalty imposed by relevant regulatory bodies during the financial year. <p>The Notice of the 31st AGM has disclosed brief statements on the basis of recommending the re-election of retiring Directors, and the appointment of new Directors for the shareholders' approval at the 31st AGM. The Board had endorsed the NC recommendation and proposed for shareholders' approval the re-election of Mr. Wong Peng Mun and Ms. Hong Kun Yee as Directors of the Company, and the re-election of Ms. Noor Fazarina Binti Tahah and Connie Wong Jiin Yee as newly appointed Directors of the Company. It is on the basis that the said Directors will remain committed to their role and would continue to be effective and valuable members of the Board.</p>

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

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee is chaired by Ms. Noor Fazarina Binti Tahah, who is an Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	The Board is committed to have at least 30% female representation in the Board as outlined in the Board Charter. At present, there are three female board members in the Company, representing 50% of the total Board members.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Annual Report has disclosed the following:</p> <p>The Board is supportive of gender diversity in the Board composition and senior management, even though there is no specific gender policy and target set by the Company, as the Board believes that appointment to the Board and senior management should be based on the candidate's merit, qualification, experience and character.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The Board evaluates its performance and the governance processes that support the Board's work with the aim to improve individual contributions, effectiveness of the Board and the Board Committees. The annual evaluation conducted internally through a formal process, involves the Directors completing a set of assessment questionnaires and submitting the results to the Nomination Committee for review who then reports the outcome of the evaluation to the Board for further consideration.</p> <p>The Board is satisfied with the results of the annual assessment on the effectiveness of the Board and that its composition in terms of size, balance between Executive and Independent Directors and mix of skills is adequate. The Board is also satisfied with the Board Committees having discharged their duties and responsibilities effectively; the performance of the individual Directors, the Chairman and the Managing Director; and that all the Independent Directors remain objective and independent.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	The Company has in place policies and procedures to determine the remuneration of Directors and senior management, which takes into account the demands, complexities and performance of the Company as well as skills and experience required. The objective of the Company's remuneration policy is to attract and retain the Directors and senior management required to lead and manage the Group effectively. For Executive Directors and senior management, the components of the remuneration package are linked to corporate and individual performance. Meanwhile, Non-Executive Directors, the level of remuneration is reflective of their experience and level of responsibilities. The remuneration policy shall be reviewed from time to time and is available on the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	The process of reviewing and recommending matters relating to the remuneration of the Board is undertaken by the Remuneration Committee. The Terms of Reference of this Committee is disclosed on the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The disclosure on named basis for the remuneration of individual Directors can be found under the item "A4.2 Disclosure of Remuneration" under the section of Corporate Governance Overview Statement in the Annual Report.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Hong Ngit Ming	Executive Director	-	-	315.0	50.0	-	44.60	409.6	-	-	315.0	50.0	-	44.60	409.6
2	Ms. Hong Kun Yee	Executive Director	-	-	124.8	10.0	-	17.4	152.2	-	-	124.8	10.0	-	17.4	152.2
3	Mr. Fung Hiuk Bing	Independent Director	18.0	-	-	-	-	-	18.0	18.0	-	-	-	-	-	18.0
4	Mr. Tham Vui Vun (resigned on 24 January 2025)	Independent Director	18.0	-	-	-	-	-	18.0	18.0	-	-	-	-	-	18.0
5	Mr. Wong Peng Mun	Non-Executive Non-Independent Director	18.0	-	-	-	-	-	18.0	18.0	-	-	-	-	-	18.0
6	Ms. Noor Fazarina Binti Tahah (appointed on 24 January 2025)	Independent Director	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7	Ms. Connie Wong Jiin Yee (appointed on 24 January 2025)	Independent Director	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board acknowledged that disclosure of remuneration of the Directors and senior management on an individual basis provides transparency and enable the stakeholders to assess whether the remuneration commensurate with their individual performance, taking into consideration of the Company's performance. However, the Board also understand that such disclosure at employee level for senior management have to be considered in terms of how its affect the dynamics of the workforce internally which may yield unintended outcome among the employees, who themselves are part of the Company's stakeholders, and for this reason has not adopted any disclosure of such employees' remuneration.
	:	N/A
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

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

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>As at 31 January 2025, Mr. Fung Hiuk Bing, an Independent Non-Executive Director is the Chairman of the Audit & Risk Management Committee ("ARMC") whilst the Board Chairman is Mr. Wong Peng Mun. The Board acknowledges that the ARMC, being an independent and objective body, should function as the Company's independent watchdog to ensure the integrity of financial controls, combined assurance and effective risk management of the Group.</p> <p>The ARMC Chairman will report findings and recommendations to the Board for deliberation, action and approval.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Terms of Reference of the ARMC requires a Director who was a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being considered for appointment as a member of the Committee.</p> <p>None of the members of the Board were former partners and hence, no member of the Committee was a former partner.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The ARMC had reviewed with the external auditors, their audit plan which outlined the audit scope, prior to commencement of audit for the financial year, including obtaining the assurance of independence from the external auditors.</p> <p>The Committee had also evaluated the performance of the external auditors covering areas such as the quality of audit team, adequacy of resources, the skills and knowledge including knowledge of the business and industry in which the Group operates, their demonstration of objectivity and independence throughout the audit as well as the level of audit and non-audit fees of the external auditors.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Terms of Reference of the ARMC requires that the composition of the Committee should comprise of non-executive directors, with majority being independent directors. The present ARMC consist of three members all of whom are Independent Non-Executive Directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The members of ARMC have the relevant accounting or related experience to effectively discharge their duties.</p> <p>The qualification and experience of the individual ARMC members are disclosed in the section on 'Profiles of Directors and Key Senior Management' in the Annual Report.</p> <p>All members of the ARMC had undertaken continuous professional development during the year, and details of the training attended by the ARM Committee members are disclosed under item 'A3.5 Board Induction and Training' in the section on 'Corporate Governance Overview Statement' in the Annual Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board recognises risk management as an integral part of business operations. The risk management framework with its appropriate controls helps to identify, evaluate and mitigate such risks faced by the Group. The oversight of risk management is undertaken by the ARMC which is supported by the Audit & Risk Department which coordinates with the risk owners in evaluating business risk profile and formulates action plans for the ARMC review. In 2025, the ARMC proposed the implementation of the Group's Enterprise Risk Management (ERM) Framework to ensure it remains appropriate, relevant and effective. The ERM Framework is target to be formally adopted and imposed across the Group in year 2026, reinforcing the Group's commitment to structured and proactive risk management.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The ARMC is assisted by the Internal Audit & Risk Department that, together with respective risk owners, identifies key risks, propose action plan and reports to the ARMC. The Internal Audit & Risk Department reports directly to the ARMC on internal control issues identified. The ARMC will review and submit recommendations to the Board for action to ensure adequacy and effectiveness of the system of risk management and internal control.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Risk Management Committee was merged with the Audit Committee and renamed as the Audit & Risk Management Committee ("ARMC") on 22 January 2018. The present ARMC consist of three members all of whom are Independent Non-Executive Directors.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	The internal audit function is carried out by the Internal Audit Department which reports directly to the ARMC and is independent of the activities it audits. The ARMC reviews and subsequently approves the annual internal audit plan, and also carried out annual assessment on the effectiveness of the internal audit function. The Group also engaged an outsourced internal auditor to provide additional support to the in-house internal audit team on job-basis, focussing on high-risk areas.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose—

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

Application	:	Applied	
Explanation on application of the practice	:	The information on internal audit are disclosed on pages 41 to 44 of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board acknowledges the need for shareholders to be informed on material business developments affecting the Group's state of affairs. To ensure shareholders and other stakeholders are well informed, information are disseminated through various disclosures and announcement to Bursa Malaysia Securities Berhad. This includes timely release of quarterly financial results on the Group's performance and operations. The circulation of the Company's annual reports, relevant announcements made through Bursa Malaysia Securities Berhad and the Company's website are currently the primary means of communication between the Company, its shareholders, other stakeholders and the general public.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:	The Company is not a Large Company as defined by the Malaysian Code on Corporate Governance	
		N/A	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has given at least 28 days prior notice for an Annual General Meeting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board of Directors were present and attended the 30 th AGM via physical conferencing. The Chairman of the Audit & Risk Management Committee and Nomination & Remuneration Committee were available to provide meaningful response to any question raised by shareholders.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>During TGPB’s 30th AGM, hand-held devices were used to conduct poll-voting to ensure an efficient and seamless voting process.</p> <p>Shareholders who are unable to attend the AGM may appoint as a proxy any person who is not a member of TGPB to participate, vote and speak on their behalf during the AGM.</p> <p>The Board will continue to explore potential measures to encourage shareholders’ participation in the AGM, including leveraging on technology, if deemed necessary.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	The 30 th AGM of the Company was held on a fully physical basis, the Chairman and all the Board members, Company Secretary, Chief Financial Officer, external auditors and Minority Shareholders Watch Group were present during the AGM. The Chairman of the Audit & Risk Management Committee and Nomination Committee, and Remuneration Committee were also available to provide meaningful response to any question raised by shareholders. The shareholders were given time to seek clarification on the Company's financial and non-financial performance as well as the Company's long-term strategies and other items for adoption at the meeting before putting a resolution to vote. For those questions that were related or similar in nature, the moderator had grouped it together for the Chairman to provide a single response.
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>		
Application	:	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice	:	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Minutes of general meetings are posted on the Group's website no later than thirty (30) days after the meeting.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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