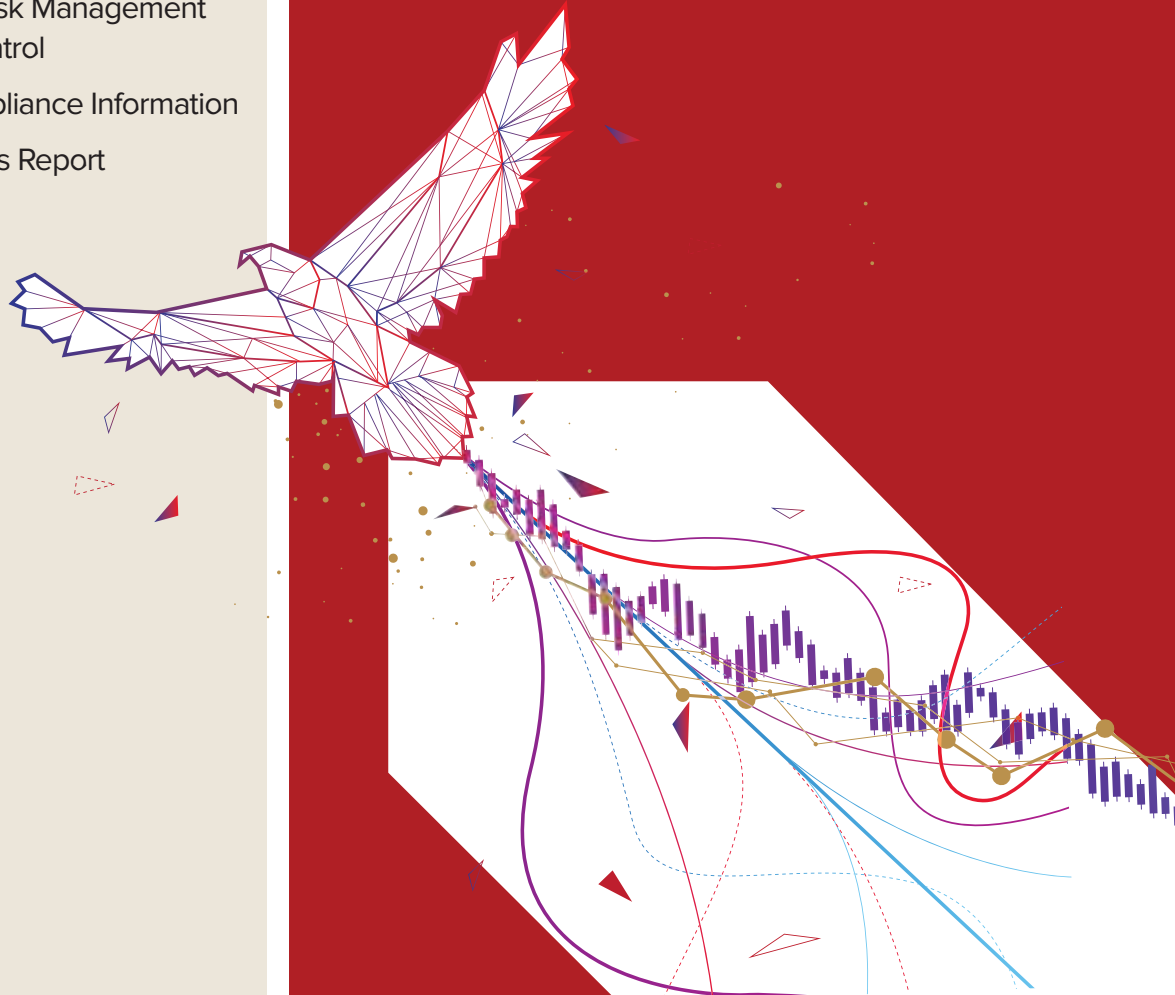


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SECTION 04

CORPORATE GOVERNANCE



 Holiday Inn

McDonald's



McDonald's

KOMTAR
JALAN
B
C

As the property market continues to improve, the performance of our business units are being revitalized. Thanks to the positive market trend, we are gearing up for more impressive growth.



RE:
VITALISE



THE BOARD OF DIRECTORS

Chairman ● Member ○	Board of Directors	Board Audit and Risk Committee	Board Investment Committee	Board Nomination and Remuneration Committee	Board Sustainability Committee
1. Dato' Haji Mohd Redza Shah bin Abdul Wahid	●				
2. Abdullah bin Abu Samah	○	●	○	○	
3. Datuk Hashim bin Wahir	○		○	●	○
4. Lailatul Azma binti Abdullah	○	○			●
5. Datuk Sr. Akmal bin Ahmad	○	○			
6. Shamsul Anuar bin Abdul Majid	○		●	○	
7. Ng Yan Chuan	○		○		○



Nuraliza binti Abd Rahman
(MAICSA 7067934)



Rohaya binti Jaafar
(LS0008376)

COMPANY SECRETARIES

Notes: - None of the Board of Directors have:

- Any family relationship with any Director of Manager and/or major unitholder of Al-Salām REIT;
- Any conflict of interest with Al-Salām REIT;
- Any conviction of interest within the past 5 years (other than traffic offences); and
- Any public sanctions or penalties imposed by the relevant regulated bodies during the financial year ended 31 December 2023

THE BOARD OF DIRECTORS



DATO' HAJI MOHD REDZA SHAH BIN ABDUL WAHID
Chairman
Independent Non-Executive Director

Age:

61

Gender:

Male

Nationality:

Malaysian

Number of Meetings Attended:

9/9

Committee Member

Nil

Appointment Date

14 February 2020

Academic and Professional Qualifications

- Bachelor of Science in Economics (Industry and Trade)**
London School of Economics and Political Science, University of London, United Kingdom
- Master of Science in Economics (International Banking and Finance)**
University of Wales, Cardiff, United Kingdom
- Member**
Institute of Chartered Accountants in England and Wales (ICAEW)
- Chartered Bankers**
Asian Institute of Chartered Bankers

Working Experience**Present Appointment**

Nil

Past Experiences

- Chief Executive Officer,
Bank Muamalat Malaysia Berhad (2019)
- Group Chief Operating Officer,
DRB-Hicom Berhad (2006)
- Group Chief Executive Officer,
Tradewinds Corporation Berhad (2005)
- Chief Financial Officer,
Silterra Malaysia Berhad (2001)

Other Directorship**Listed Issuer**

- Al-Aqar Healthcare REIT
- E.A. Technique (M) Berhad
- KPJ Healthcare Berhad

Public Companies

- Waqaf An-Nur Corporation Berhad

Course Attended

- JCorp Corporate Stewardship Forum
- Mandatory Accreditation Programme Part II: Leading for Impact (LIP)

THE BOARD OF DIRECTORS



ABDULLAH BIN ABU SAMAH
Independent Non-Executive Director

Age:

59

Gender:

Male

Nationality:

Malaysian

Number of Meetings Attended:

9/9

Committee Member

1. Chairman, Board Audit and Risk Committee
2. Member, Board Investment Committee
3. Member, Board Nomination and Remuneration Committee

Appointment Date

10 March 2021

Academic and Professional Qualifications

1. **Bachelor of Science in Business Administration**
University of the Pacific
2. **Master of Business Administration**
University of Washington
3. **Member**
Malaysian Institute of Accountants
Malaysian Institute of Certified Public Accountants

Working Experience**Present Appointment**

Nil

Past Experiences

1. Licensed Partner for Audit of Financial Statements of Companies Listed and Non-Listed, KPMG Malaysia Partner (Audit) (1997)
2. Managing the Audit and the Financial Statements of Companies, KPMG Malaysia Audit Manager (1993)
3. Fieldwork of Audit of Financial Statements, KPMG Malaysia Audit Staff (1983)

Other Directorship**Listed Issuer**

- Al-Aqar Healthcare REIT
- Media Prima Berhad

Public Companies

- Johor Plantations Group Berhad

Course Attended

1. MIA International Accountants Conference 2023
2. JCorp Corporate Stewardship Forum
3. A Delicate Balance - Board & Management Relationship

THE BOARD OF DIRECTORS



DATUK HASHIM BIN WAHIR
Independent Non-Executive Director

Age:

67

Gender:

Male

Nationality:

Malaysian

Number of Meetings Attended:

 8/9

Committee Member

1. Chairman, Board Nomination and Remuneration Committee
2. Member, Board Investment Committee
3. Member, Board Sustainability Committee

Appointment Date

24 January 2022

Academic and Professional Qualifications

1. **Bachelor of Engineering (Honours) in Mechanical Engineering**, Universiti Teknologi Malaysia
2. **Executive Development Program**, Ashridge Management College, United Kingdom
3. **Executive Development Program**, Johnson School of Management, Cornell University, USA
4. **Capital Markets Services Representative's License Holder**

Working Experience

Present Appointment

Nil

Past Experiences

1. Director, PETRONAS Hartabina Sdn Bhd (2013)
2. Chief Executive Officer, KLCC REIT Management Sdn Bhd - Manager of KLCCP Stapled Group (2013)
3. Group Chief Executive Officer/Executive Director, KLCC(Holdings) Sdn Bhd /KLCC Property Holdings Berhad (2007)
4. Country Chairman, Petronas Sudan Operations, Khartoum (2004)
5. General Manager, Planning and Resource Allocation - PETRONAS, Kuala Lumpur (2000)
6. General Manager of Chad/Cameroon JV Project, Petronas Carigali Sdn Bhd (1999)
7. Senior Manager, Petroleum Engineering Department, Petronas Carigali Sdn Bhd (1993)
8. Head of Production Technology, Baram Delta Operations, Miri, Sarawak (1983)
9. Engineer, Petronas Carigali Sdn Bhd (1981)

Other Directorship

Listed Issuer

- Al-'Aqar Healthcare REIT

Public Companies

Nil

Course Attended

1. Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
2. Cybersecurity & Data Privacy
3. JCorp Corporate Stewardship Forum

THE BOARD OF DIRECTORS



LAILATUL AZMA BINTI ABDULLAH
Independent Non-Executive Director

Age:

51

Gender:

Female

Nationality:

Malaysian

Number of Meetings Attended:

9/9

Committee Member

1. Chairman, Board Sustainability Committee
2. Member, Board Audit and Risk Committee

Appointment Date

16 December 2022

Academic and Professional Qualifications

1. **Bachelor of Science (First Class Honours) Quantity Surveying**
University of Reading, United Kingdom
2. **Master of Science (Distinction) - IT Management in Construction**
University of Salford, United Kingdom
3. **Master of Laws (LLM), Corporate Governance**
The University of Law, United Kingdom

Working Experience**Present Appointment**

Nil

Past Experiences

1. Head of Partnership,
Specialized Sports Services Sdn Bhd (2022)
2. Head of Branding and Advertising,
Destination, Resorts and Hotels Sdn Bhd (Subsidiary of
Khazanah) (2014)
3. Director, Asset Management & Investment Committee for
CIMB Trust-Capital Sdn Bhd, CIMB Group Berhad (2011)
4. Senior Manager (Asset Management),
CIMB Group Berhad (2010)
5. Head of Property Development and Management,
CIMB Group Berhad (2007)
6. Head of Business Development,
X-Txt Asia Sdn Bhd (2006)
7. Chief of Operations,
GCS Sdn Bhd (2004)
8. Contracts Manager,
GCS Sdn Bhd (1997)
9. Quantity Surveyor - Project Executive,
Davis, Langdon & Seah Malaysia (JUBM Sdn Bhd) (1995)

Other Directorship**Listed Issuer**

- Al-Aqar Healthcare REIT

Public Companies

Nil

Course Attended

1. Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
2. JCorp Corporate Stewardship Forum

THE BOARD OF DIRECTORS



DATUK Sr. AKMAL BIN AHMAD

Non-Independent
Non-Executive Director

Age:

58

Gender:

Male

Nationality:

Malaysian

Number of Meetings Attended:

 7/9

Committee Member

1. Member, Board Audit and Risk Committee

Appointment Date

21 January 2021

Academic and Professional Qualifications

1. **Diploma in Quantity Surveying**
Universiti Teknologi MARA
2. **Bachelor of Science in Quantity Surveying**
Universiti Teknologi MARA

Working Experience

Present Appointment

1. Director, Real Estate and Infrastructure Division,
Johor Corporation
2. Group Executive Chairman,
Damansara Holdings Berhad

Past Experiences

1. Executive Director,
JLand Group Sdn Bhd (2022)
2. Group Managing Director,
Johor Land Berhad (2020)
3. Chief Operating Officer,
Iskandar Investment Berhad (2020)
4. Chief Executive Officer,
Iskandar Development Management Services Sdn Bhd
(IIB subsidiary) (2018)
5. Chief Development Officer,
Iskandar Investment Berhad (2016)
6. Director of Operations,
Iskandar Development Management Services Sdn Bhd (2013)
7. General Manager,
Nusajaya Development Sdn Bhd
(UEM Land Berhad subsidiary) (2007)
8. Project Manager 1,
(Prince Court Medical Centre Project) KLCC Projeks Sdn Bhd (2007)
9. Project Manager,
(University Technology of Petronas Development)
KLCC Projeks Sdn Bhd (2003)
10. Project Manager,
(Petronas Twin Towers Fit-Out)
KLCC Projeks Sdn Bhd (1999)
11. Contract Management Executive,
KLCC Projeks Sdn Bhd (1993)

Other Directorship

Listed Issuer

- Al-Aqar Healthcare REIT

Public Companies

- Damansara Holdings Berhad

Course Attended

1. JCorp Corporate Stewardship Forum

THE BOARD OF DIRECTORS

**SHAMSUL ANUAR BIN ABDUL MAJID**

Non-Independent
Non-Executive Director

Age:

53

Gender:

Male

Nationality:

Malaysian

Number of Meetings Attended:

9/9

Committee Member

1. Chairman, Board Investment Committee
2. Member, Board Nomination and Remuneration Committee

Appointment Date

24 August 2020

Academic and Professional Qualifications

1. **Bachelor of Science (Honours), Chemistry**
Imperial College London, United Kingdom
2. **Master of Business Administration (MBA) Islamic Finance**
International Islamic University Malaysia
3. **Member, Chartered Financial Analyst (CFA)**
CFA Institute, Charlottesville, Virginia, USA

Working Experience**Present Appointment**

1. Chief Investment Officer,
Johor Corporation

Past Experiences

1. General Manager,
Johor Corporation (2019)
2. Director and Principal Partner,
Fikiran Sepakat Sdn Bhd (2017)
3. Special Officer to the Managing Director,
Iskandar Waterfront Holdings (2014)
4. Executive Vice President, Strategy & Feasibility,
Iskandar Investment Berhad (2011)
5. Vice President, Finance and Special Projects,
Greenland Malaysia (2007)
6. Energy Sector Specialist,
The Boston Consulting Group (2001)
7. Planning Analyst, Downstream Economics Planning Department,
Shell Malaysia (1999)

Other Directorship**Listed Issuer**

- Al-Aqar Healthcare REIT
- KPJ Healthcare Berhad

Public Companies

- QSR Brands (M) Holdings Berhad
- Kulim (M) Berhad
- Johor Plantations Group Berhad

Course Attended

1. JCorp Corporate Stewardship Forum
2. Driving Strategic innovation: Leading Complex Initiatives for Impact from The Wharton School, University of Pennsylvania
3. Johor Conversations: A Sustainable Johor Rooted in Resilience
4. Affin Conference Series 2023 - Malaysia 2023: A New Investment Chapter
5. Johor Conversations: A Sustainable Johor Rooted in Resilience
6. Johor Conversations: Onwards to a Citizen-Centric, Sustainable and Inclusive Johor
7. PwC New Partner Experience: Voice of the Client
8. Asia-Pacific Climate Week 2023
9. Affin Hwang State Of The Nation & Spotlight On Johor Conference

THE BOARD OF DIRECTORS



NG YAN CHUAN

Non-Independent
Non-Executive Director

Age:

60

Gender:

Male

Nationality:

Malaysian

Number of Meetings Attended:

9/9

Committee Member

1. Member, Board Investment Committee
2. Member, Board Sustainability Committee

Appointment Date

16 December 2022

Academic and Professional Qualifications

1. **Bachelor of Building**
University of New South Wales, Australia
2. **Master of Applied Science**
Macquarie University, New South Wales, Australia

Working Experience

Present Appointment

1. Chief Commercial Officer,
JLand Group Sdn Bhd
2. Deputy Director,
Real Estate & Infrastructure Division, Johor Corporation

Past Experiences

1. CEO, Southern Region
Distinctive Group (2021)
2. Executive Director, Business Development
Gamuda Land Sdn Bhd (2020)
3. Executive Director of Iskandar Coast
Iskandar Investment Berhad (2019)
4. Executive Vice President, Strategic Marketing
Iskandar Investment Berhad (2018)
5. Senior Vice President, Marketing
Iskandar Investment Berhad (2010)
6. Senior Vice President, Residential Development
Iskandar Investment Berhad (2009)

Other Directorship

Listed Issuer

- Al-Aqar Healthcare REIT

Public Companies

- Johor Land Berhad

Course Attended

1. JCorp Corporate Stewardship Forum

Notes - None of the Directors have:

- any family relationship with any Director of the Manager and/or major unitholder of Al-Salām REIT;
- any conflict of interest with Al-Salām REIT;
- any conviction of interest within the past 5 years (other than traffic offences); and
- any public sanctions or penalties imposed by the relevant regulated bodies during the financial year ended 31 December 2023.

THE SHARIAH COMMITTEE



DATO' DR. HAJI NOOH BIN GADOT
Chairman, Shariah Committee

Age:

78

Gender:

Male

Nationality:

Malaysian

Appointment Date

22 June 2006

Academic and Professional Qualifications

1. **Bachelor Islamic Law and Syariah Islamiah**
Al-Azhar University, Egypt
2. **Master of Arts**
Asia e University
3. **Doctor of Philosophy (Human Development)**
Universiti Tun Hussein Onn Malaysia

Working Experience

He is a member of the Johor Royal Council and Islamic Religious Council (Johor). He retired as Mufti of Johor in November 2002 and continued his service until 13 November 2008 and now remains as the Advisor to the Islamic Religious Council (Johor).

He was appointed as Federal Supreme Committee of Islamic Affairs Strengthening Management on 9 August 2018. His vast experience in Islamic practise and jurisprudence, juristic methodology, hadith and its sciences and spirituality were gained throughout his services as Acting Kadi, Syarie Lawyer Islamic Affair Officer Religious Department (Prime Minister Department), Acting Assistant Examination and Registrar Religious School of Johor State and Religious Teacher of Johor State.

Present Appointment

1. Chairman, Shariah Committee, Al-'Aqar Healthcare REIT
2. Chairman of Yayasan Infaq Angkasa
3. Shariah Adviser Member, Permodalan Nasional Berhad
4. Director, Universiti Tun Hussein Onn Malaysia
5. Director, Yayasan Wakaf Anak Yatim Malaysia
6. Committee Member, Johor Islamic Council including Zakat, Wakaf, Baitulmal, Teaching Certification and Education
7. Committee Member of various companies within the JCorp Group
8. Committee Member of various councils including the Johor Royal Congregational Council, Johor Islamic Council's Finance and Investment, Planning and Development units

THE SHARIAH COMMITTEE



PROFESOR MADYA DR. ABDUL HALIM BIN MUHAMMAD
Member, Shariah Committee

Age:

79

Gender:

Male

Nationality:

Malaysian

Appointment Date

22 June 2006

Academic and Professional Qualifications

1. **Bachelor in Shariah**
Al-Azhar University, Egypt
2. **Doctor of Philosophy (PhD) in Shariah**
University of St Andrews, Scotland

Working Experience

He began his career with Universiti Kebangsaan Malaysia as the Head of Department of Quran and Sunnah, Faculty of Islamic Studies and Lecturer at Faculty of Law Universiti Kebangsaan Malaysia

He has served as Shariah Advisor and Shariah committee member at several corporate organisation such as Tabung Haji, Bank Negara Malaysia, Dewan Bahasa dan Pustaka, Takaful Nasional and Terengganu Trust Fund as well as financial institutions namely, Bank Muamalat Malaysia Berhad, Bank Kerjasama Rakyat Malaysia Berhad, RHB Bank Berhad and Bank Pembangunan Malaysia Berhad.

Present Appointment

1. Shariah Committee, Al-Aqar Healthcare REIT
2. Committee, Jamaah Ulama Majlis Istiadat Agama Islam dan Adat Istiadat Melayu Kelantan

THE SHARIAH COMMITTEE

ABOUT IBFIM



IBFIM is a registered Shariah adviser under the Capital Market Services Act 2007 and has been providing a wide range of Shariah advisory and consultancy services for Islamic financial services industry since 2001. IBFIM is also a lifelong learning institution that specialises in technical certifications for Islamic financial services industry. As Shariah Adviser to Al-`Aqar, IBFIM is providing necessary advice to ensure that Al-Salām REIT business is Shariah compliant. IBFIM was appointed as the Shariah Adviser for Al-Salām REIT effective 2 July 2020.

Profile of Designated Person responsible for Shariah matters relating to Al-Salām REIT

In relation to Shariah matters, the IBFIM's designated persons responsible for the fund investment activities under Al-Salām REIT are Mohamad Salihin bin Deris and Irma Namira binti Missnan.

Mohamad Salihin bin Deris is the Director, Shariah Business Advisory of IBFIM. He brings with him approximately 23 years of combined experience in Islamic finance and Shariah advisory in central banking, commercial finance and development finance. At IBFIM, he leads the Shariah advisory and consultancy team in helping the clients to achieve a comprehensive and optimal Shariah compliance solution.

Mohamad Salihin started his career with Bank Negara Malaysia's Islamic Banking & Takaful Department. He then served CIMB Islamic Bank, Hong Leong Islamic Bank and Association of Islamic Banking Institutions Malaysia. Before joining IBFIM, he served Bank Pembangunan Malaysia Berhad as the Group Head, Shariah Management. He had gained experience in Shariah advisory, research, secretariat and review functions, developed and implemented the overall Shariah governance framework as well as involved in Islamic conversion initiative.

Mohamad Salihin holds double-degree in LLB(Hons) and LLB(Shariah)(Hons) from International Islamic University Malaysia. He also holds Intermediate Qualification in Islamic Finance (IQIF) from IBFIM and Certified Shariah Advisor qualification from Association of Shariah Advisors in Islamic Finance ("ASAS"). He is a Member of ASAS and had previously

served as its exco. He is a certified HRDCorp trainer and had contributed as reviewer of Shariah training modules. Occasionally, he speaks on Shariah governance topics in Islamic finance. Currently he is the Chairman of AmMetLife Takaful's Shariah Committee and a Member of Affin Islamic Bank's Shariah Committee. He is a registered Shariah adviser with the Securities Commission of Malaysia for IBFIM in relation to the Islamic capital market product and services.

Irma Namira binti Missnan is currently a Manager, Shariah Business Advisory of IBFIM. She brings with her approximately 11 years of experience in Islamic finance and Shariah advisory. At IBFIM, she is responsible to lead and provide relevant inputs for the Shariah advisory, consultancy and research functions with regard to Islamic banking, takaful, Islamic capital market, Islamic REITs and Islamic unit trust funds.

Irma Namira had started her career as a Shariah executive in RHB Islamic Bank Berhad since 2012. Specialising in Shariah advisory, governance and management portfolios, she was then entrusted as a Section Head of the Shariah Secretariat of RHB Islamic Bank from May 2015 until March 2020 before joining IBFIM. She is experienced in the Shariah application in Islamic products and services which includes retail banking, non-retail banking and Islamic capital markets.

Irma Namira graduated with Bachelor of Syariah and Laws (Hons) from Universiti Sains Islam Malaysia and obtained Certificate in Islamic Law of Banking & Finance from International Islamic University Malaysia. She is a member of ASAS and a registered Shariah adviser with the Securities Commission of Malaysia for IBFIM in relation to the Islamic capital market-related product and services.

Notes - None of the Shariah Committee members have:

- any family relationship with any Director of the Manager and/or major unitholder of Al-Salām REIT;
- any conflict of interest with Al-Salām REIT;
- any conviction of interest within the past 5 years (other than traffic offences); and
- any public sanctions or penalties imposed by the relevant regulated bodies during the financial year ended 31 December 2023.

THE MANAGEMENT TEAM



YM RAJA NAZIRIN SHAH BIN RAJA MOHAMAD

Chief Executive Officer

Nationality: **Malaysian**

Gender: **Male**

Age: **60**

Appointment Date

11 January 2023

Qualifications

- **Diploma in Estate Management**
Universiti Teknologi MARA
- **Bachelor of Estate Management (Hons)**
Universiti Teknologi MARA
- **Post Graduate Research in Business Administration**
Kagawa University, Japan
- **Master of Business Administration, Finance**
Management and Science University
- **Registered Property Manager – PM0415**
Board of Valuers, Appraisers & Estate Agents
- **Registered Valuer – V0415**
Board of Valuers, Appraisers & Estate Agents
- **Registered Real Estate Agent - E1247**
Board of Valuers, Appraisers & Estate Agents
- **Capital Markets Services Representative's License Holder**

Directorship

Nil

Working Experience

- Chief Executive Officer, AmREIT (2022)
- Vice President and Head of Commercial, PNB Merdeka Ventures Sdn Bhd (2019)
- Chief Operating Officer, PNB Commercial Sdn Bhd (2017)
- General Manager, Sales, Marketing & Asset Management, Malaysian Resources Corporation Berhad (2011)

Responsibilities

- Developing and executing a strategic plan for the Fund to achieve its investment goals and maximise returns for its shareholders.
- Overseeing the acquisition, development, and management of the Fund overall portfolio.
- Working with the management team to implement effective property management and leasing strategies.
- Communicating with the Board of directors, shareholders, and other stakeholders to provide regular updates on the company's financial performance and growth prospects.
- Fostering relationships with key industry players, including lenders, brokers, and property managers, to support the growth of the Fund portfolio.

THE MANAGEMENT TEAM

SHAHRLIL ZAIRIS BIN RAMLI

General Manager

Nationality: **Malaysian**Gender: **Male**Age: **54****Appointment Date**

1 July 2012

Qualifications

- **Diploma in Investment Analysis,**
Universiti Teknologi Mara
- **Bachelor Banking and Finance,**
Bangor University, Wales, United Kingdom
- **Capital Markets Services Representative's Licence Holder**

Directorship

Nil

Working Experience

- Senior Manager, Johor Corporation (2012)
- Manager, Damansara Realty Berhad (2006)
- Officer, BSN Merchant Bank (1999)

Responsibilities

- Develop investment strategies and investment portfolio through strategic acquisitions
- Responsible to overall day to day management and operations of Al-Salām REIT

ROZIAH BINTI ABU BAKAR

Head of Compliance and Risk Management

Nationality: **Malaysian**Gender: **Female**Age: **56****Appointment Date**

1 March 2016

Qualifications

- **Bachelor of Arts, International Relations**
The University of British Columbia, Vancouver, Canada
- **Master of Business Administration,**
Henley Business School, University of Reading
- **Enterprise Risk Advisor,**
Institute of Enterprise Risk Practitioners

Directorship

Nil

Working Experience

- Senior Manager, KFCH International College (2016)
- Manager, Akademi Johor Corporation (2013)
- Deputy Manager, Chief Operating Officer Office, Johor Corporation (2010)

Responsibilities

- Ensure compliance with internal control policies and procedures, securities laws, regulations, and relevant guidelines
- Detect and prevent breaches of securities laws, regulations and relevant guidelines and provide regular reports on the effectiveness of a business's compliance measure
- Review, monitors and oversees risk profiles (strategic & business, operational, finance, compliance, and integrity risks) and their related mitigation programmes
- Plan, implements and oversees risk-related programmes
- Review internal audit reports and monitors the performance on internal auditors
- Ensure the development and implementation of the Business Continuity Management Plan
- Oversee the implementation of Sustainability programme

THE MANAGEMENT TEAM

SUHAIMI BIN SAAD

Head of Operations

Nationality: **Malaysian**

Gender: **Male**

Age: **54**

Appointment Date

1 July 2006

Qualifications

- **Bachelor of Arts (Hons) in Urban Studies and Planning**
University of Malaya
- **Capital Markets Services Representatives License Holder**
- **Registered Property Manager**
The Board of Valuers, Appraisers, Estate Agents and Property Managers

Directorship

Nil

Working Experience

- Property Executive, Harta Consult Sdn Bhd (2006)
- Marketing Executive, Damansara-Harta Management Sdn Bhd (2001)
- Marketing Admin Coordinator, Dewina Trading Sdn Bhd (2001)
- Admin Assistant, Dewina Food Industries Sdn Bhd (2000)
- Project Admin Executive, Akitek Akiprima Sdn Bhd (1997)

Responsibilities

- Formulate strategies and business plans to ensure continuous asset enhancement initiatives are carried out to enhance property income and values in the long run
- Manage and supervise the services of relation to the Al-Salām REIT's assets

HAMIM BIN MOHAMAD

Head of Corporate Services

Nationality: **Malaysian**

Gender: **Male**

Age: **47**

Appointment Date

16 July 2014

Qualifications

- **Bachelor of Engineering**
Universiti Kebangsaan Malaysia

Directorship

Nil

Working Experience

- Head of Legal, Damansara Realty Berhad (2014)

Responsibilities

- Attend and manage all legal matters in relation to any issues and transactions involving Al-Salām REIT and its assets
- Responsible for all matters in relation to human resources of the Manager
- Responsible for day-to-day administration, IT, and support services of the Manager
- Attend and liaise with the company secretaries on any secretarial and company-related matters

THE MANAGEMENT TEAM

MUHAMMAD IKHWAN BIN MUHAMMAD HANAPI

Head of Finance

Nationality: **Malaysian**

Gender: **Male**

Age: **38**

Appointment Date

10 October 2011

Qualifications

- **Member,**
Malaysian Institute of Accountant
- **Member,**
Association of Chartered Certified Accountants
- **Capital Markets Services Representative's License Holder**

Directorship

Nil

Working Experience

- Assistant Manager, KPMG Desa Megat & Co (2011)
- Audit Assistant, KPMG Desa Megat & Co (2008)

Responsibilities

- Responsible for the management of financial functions including monitoring of cash flow, monitoring and reporting financial performance as well as preparing relevant statutory report for the statutory requirement
- Overseeing implementation of Al-Salām REIT short and medium business plans, cash and funding managements activities and financial condition
- Responsible in applying appropriate capital management strategy including tax and treasury matters, as well as finance and accounting matters

SAHRIN BIN MUNIR

Head of Business Development and Investor Relations

Nationality: **Malaysian**

Gender: **Male**

Age: **42**

Appointment Date

2 May 2013

Qualifications

- **Bachelor of Management (Technology)**
Universiti Teknologi Malaysia
- **Capital Markets Services Representative's License Holder**

Directorship

Nil

Working Experience

- Investment Officer, Felda (2013)
- Investment Executive, Pembangunan Ekuiti Sdn Bhd (2011)
- Executive, Damansara Realty Berhad (2008)

Responsibilities

- Develop investment strategies and the grow of the Fund's portfolio through strategic acquisitions
- Implement effective communication strategies with all stakeholders and maintaining continuous engagement with the investment community

Notes - None of the Management and Key Personnel have:

- any family relationship with any Director of the Manager and/or major unitholder of Al-Salām REIT;
- any conflict of interest with Al-Salām REIT;
- any convictions for offences within the past 5 years (other than traffic offences); and
- any public sanctions or penalties imposed by the relevant regulated bodies during the financial year ended 31 December 2023.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CORPORATE GOVERNANCE OVERVIEW STATEMENT 2023

In its deliberation and review of the CG Overview Statement, the Board is satisfied that the practices set out in the Malaysian Code on Corporate Governance (“MCCG”) as defined in the MCCG, in all material respects, have been applied to achieve the intended outcomes for the financial year under review.

Introduction

This Corporate Governance Overview Statement (“CG Statement”) sets out the principal features of the Group’s corporate governance approach, a summary of corporate governance practices during the year under review as well as key focus areas and future priorities concerning corporate governance.

The Board is committed to ensuring that a strong governance framework operates throughout the Group, recognising that good corporate governance is a vital component to support management in their delivery of the Group’s strategic objectives and to operate a sustainable business for the benefit of all stakeholders. The process of identifying, developing, and maintaining high standards of corporate governance is ongoing and dynamic, to reflect changes in the Group and its business, the composition of the Board, and developments in corporate governance.

The Board has been guided by the MCCG in its implementation of CG practices while ensuring compliance with the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad, the Guidelines for Listed REITs, Bursa Malaysia Corporate Governance Guide 28 April 2021, and Companies Act 2016.

The CG Overview Statement provides a summary of the Company’s CG practices during the financial year, with reference to the following 3 principles, intended outcomes and practices of the MCCG, having considered the Company’s structure, processes, business environment and industry practices:

- Principle A: Board Leadership and Effectiveness;
- Principle B: Effective Audit and Risk Management; and
- Principle C: Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

To ensure compliance with the most recent applicable Corporate Governance and regulatory obligations, the Board regularly reviews its governance procedures and processes. Throughout the year in review, all the provisions of the MCCG 2021 save for Practices 8.1 (detailed disclosure on a named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits-in-kind and other emoluments) and 8.2 (disclosure of senior management’s remuneration).

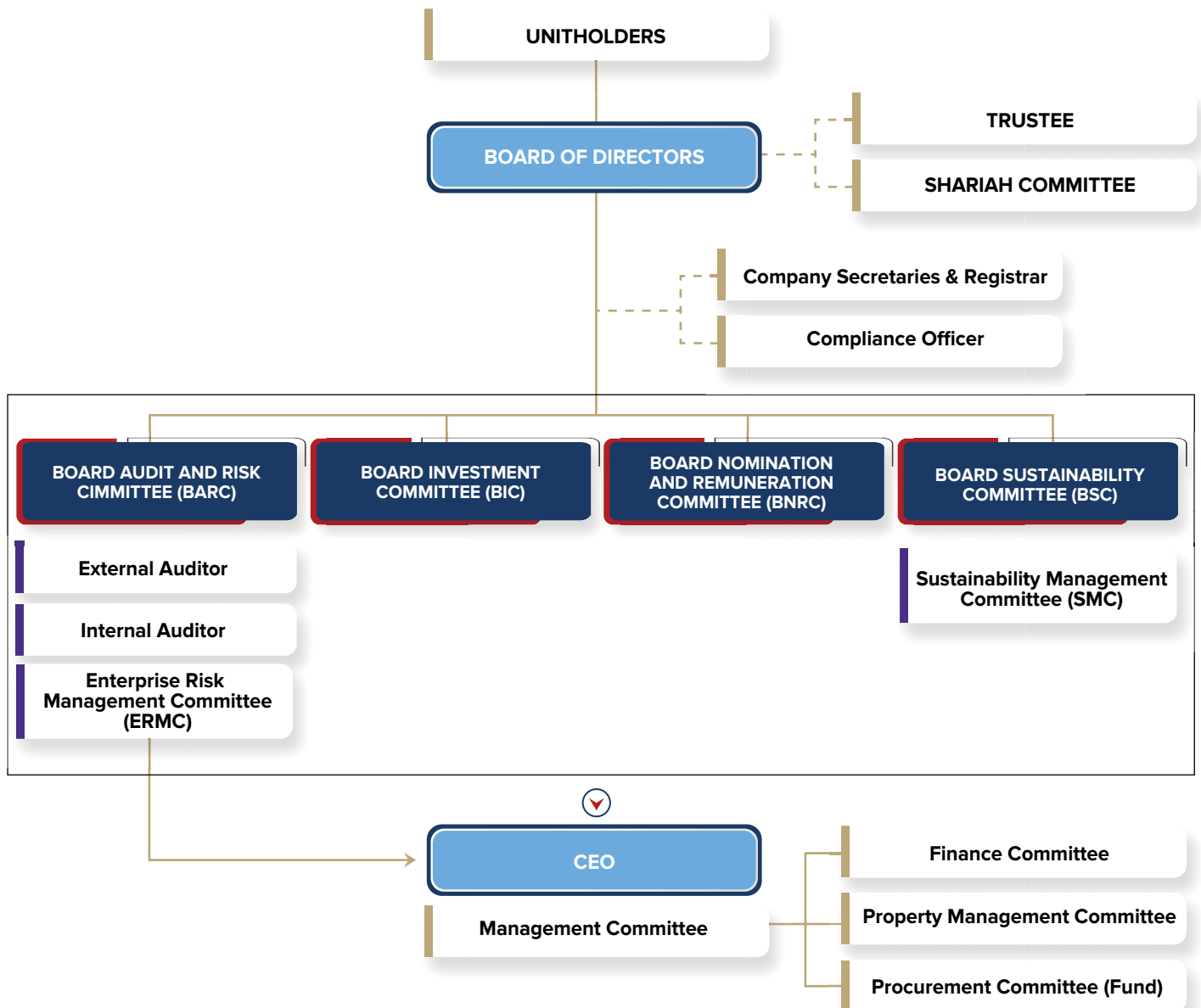
The Corporate Governance Report is available on the Group’s website at www.alsalamreit.com.my as well as via an announcement on the website of Bursa Malaysia. This Corporate Governance Overview Statement should also be read in tandem with the other statements in the Sustainability Statement namely, the Statement on Risk Management and Internal Control, Audit and Risk Committee Report, and Sustainability Statement.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CORPORATE GOVERNANCE STRUCTURE

The governance structure of the Company where the responsibilities of the Board are delegated to the relevant Board Committees and the Management of the Company is illustrated below:

Governance Structure



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The main purpose of a governance structure is to address the central issues revolving the four components of the governance operating model summarised below:

COMPONENTS	SUBCOMPONENTS	DESCRIPTION
STRUCTURE	<ul style="list-style-type: none"> Committee structure and charters Organisational design and reporting lines Control and support function roles 	<ul style="list-style-type: none"> Outlines board and management committee structures, mandates, membership and charters Establishes design of governance framework Delineates organisational structure, reporting lines and relationships Highlights roles and independence of control and support functions from business owners
OVERSIGHT RESPONSIBILITIES	<ul style="list-style-type: none"> Committee (s) authorities and responsibilities Management accountability and authority Board oversight and responsibilities Reporting, escalation, and veto rights 	<ul style="list-style-type: none"> Outlines the type of committees (board and management) and associated responsibilities Specifies functional accountabilities for day-to-day management of business practices across the enterprise Delineates board and management approved policies supporting delegation of authority (decision rights) including reporting, escalation and veto rights
TALENT & CULTURE	<ul style="list-style-type: none"> Business and operating principles Core belief and risk culture Leadership development and talent programmes performance Management and incentives 	<ul style="list-style-type: none"> Aligns governance with operating and business principles Articulates core beliefs and foundation for culture Highlights characteristics of risk culture Outlines leadership succession, assessment, and development responsibilities Aligns performance management, approach, measures and responsibilities to compensation and incentive plans
INFRASTRUCTURE	<ul style="list-style-type: none"> Policies and Procedures 	<ul style="list-style-type: none"> Establishes design and content of policy manual and associated procedures Outlines type and frequency of internal reporting and communications Define scorecards, measures, and metrics to track performance Aligns technology and governance requirements

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP & EFFECTIVENESS

Board Leadership and Management

The Board is led by an Independent Non-Executive Director and comprised of four other Independent Non-Executive Directors and four Non-Independent Non-Executive Directors. The Directors have a balance and depth of skills, experience, independence and knowledge of the Real Estate/ Property industry and the REIT business model, which enables them to discharge their respective duties and responsibilities effectively. Each Director and Senior Management were assessed for compliance with the Policy on Fit & Proper Criteria, their performance, and effectiveness. Should any of them are found no longer fit and proper or is underperforming, the BNRC will take corrective measures to manage such event accordingly.

The board is collectively responsible for the long-term success of a company and the delivery of sustainable value to its stakeholders. In discharging its fiduciary duties and leadership functions, it is imperative for the board to govern and set the strategic direction of the company while exercising oversight on management. It also plays a critical role in setting the appropriate tone at the top, providing thought leadership and championing good governance and ethical practices throughout the company. The Board is also responsible for the governance and management of the company. To ensure the effective discharge of its functions, the Board undertakes the following responsibilities:

1. To review, challenge and approve the annual corporate plan, which includes the overall corporate strategy, marketing plan, human resources plan, information technology plan, financial plan, budget, regulations plan and risk management.
2. To oversee the conduct of the businesses and to determine whether the businesses are being properly managed.
3. To review and identify new areas of improvements that promote high standards of corporate governance and compliance culture within the Company.
4. To identify principal risks and ensuring the implementation of appropriate internal controls and mitigation risks to effectively monitor and manage these risks.
5. To review and realign key policies adopted in keeping abreast of new opportunities and potential challenges affecting the sustainability of the Company.
6. To implement succession planning of the Chairmanship of the Board and key management positions that involve appointing, training, fixing the remuneration of, and where appropriate.
7. To oversee the development and implementation of an investor relations and communications policy of the Company.
8. To review the adequacy and the integrity of our management information and internal controls systems, including systems for compliance with applicable laws, regulations, rules, directives, and guidelines.
9. Together with management takes responsibility to review the ESG strategies, management processes, initiatives, target and performance of the Funds with regards to ESG risks and opportunities.

The Directors are also able to take independent professional advice in the furtherance of their duties as necessary.

Number of Meetings and Board Attendance in 2023

During the year, a total of 9 Board of Directors meetings were with 100% eligible attendance. The number of meetings held during the year, and the attendance of each Director can be found on pages 104-110 (Director's Profile) as well as at the Board Audit and Risk Committee, Board Investment Committee, Board Nomination and Remuneration Committee and Board Sustainability Committee Reports on pages 133,140,143 and 147, respectively.

Similarly all highlights of matters reviewed, deliberated and approved by the Board Committees during FY2023 can be found on the same sections mentioned above.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Separation of Duties between the Chairman and the Chief Executive Officer ("CEO")

The primary responsibility of the Chairman is to lead and guide the Board so that it can discharge its duties effectively. The Chairman is responsible for promoting best practice in corporate governance and for overseeing the development, adoption, delivery and communication of an effective corporate governance model for the Company. The Board collectively develops and determines the Group's purpose, strategy and overall commercial objectives whilst ensuring adoption of policies and procedures that it considers appropriate having regard to its size and activities.

The CEO holds the principal responsibilities of reporting, clarifying, communicating, implementing and recommending key strategic and operational matters and proposals to the Board for approval as well as implementation policies and strategies and managing the business at an operational level, aimed at promoting a long-term value for the unitholders and stakeholders alike.

The respective roles of the Chairman and CEO are clearly defined and documented in the Board Charter to promote accountability and facilitate division of responsibilities between them and to further ensure a balance of power and authority, with no one individual having unfettered powers of decision.

Company Secretary

The Company Secretary, advises the Board and reports directly to the Chairman on corporate governance matters, supports the Chairman in the effective functioning of the Board and its Committees and facilitates the receipt by the Board of high-quality information in a timely manner. She also advises the Board on compliance and governance matters, helping to make sure that Board procedures and applicable rules and regulations are observed.

Annual evaluation of the Group Secretaries based on the above roles will be carried out by the Board.

The Board Committees

The Committees for Audit and Risk, Remuneration and Nominations, Investment and Sustainability initiatives were established with delegated and clearly defined powers. The terms of reference for the Committees are reviewed annually.

The Chairman is not a member of any Board Committees.

During the year, the terms of reference for all the Committees were reviewed and the Board was satisfied they remain fit for purpose. Each Committee's terms of reference can be found at www.alsalamreit.com.my.

Board Evaluation

The Board conducts an annual Board Effectiveness Evaluation ("BEE") on individual Directors's performance and the senior management team. This is to reinforce the Board's commitment towards the highest level of performance by their directors when fulfilling their responsibilities to stakeholders, and the continuous strive for excellence in governance. The BEE Report was tabled at the BNRC meeting on 22 November 2023. Summary of the report can be found on pages 144-145.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Competencies and Skill Set

Members of the Board and the Senior Management are expected to possess the relevant knowledge, skills, competencies, functional and management experience, characteristics and mind-set to contribute effectively to the Board, as specified in the Fit and Proper Policy of the Company. Guidelines for the skill set of the Directors is summarised as below:

AREAS	COMPETENCIES
Knowledge and Understanding of the Business/ Industrial Strategies	<ul style="list-style-type: none"> • Experience in planning and developing corporate strategies for growth, assessing business performance, investment and financial decisions • Operates or has relevant industry experience in operating businesses • Competent and skillful in financial aspects of running a business including the ability to read, analyse and interpret financial statements
Corporate Governance, Risk Management and Internal Controls	<ul style="list-style-type: none"> • Working knowledge on duties and responsibilities of the Board, Board Committees and Directors • Hands-on experience in the fields of governance, risks and controls • Ability to understand, interpret and effectively apply legislative and regulatory changes • Knowledge on legal, regulatory and business requirements in other countries/ regions in which the company operates

The Fit and Proper Assessment

The Board, through the BNRC, assessed the competencies of the Directors, in accordance with the REIT Manager's Fit and Proper Policy on Key Responsible Persons as well as Declaration by Independent Directors on an annual basis.

Managing Conflict of Interest

The REIT Manager's policy requires that directors, officers and employees avoid any conflict between their own interests and the interests of the Group in dealing with suppliers, customers and other third parties, and in the conduct of their personal affairs, including transactions in securities of DRMSB, any affiliated or any non-affiliated organisation.

A member of the Board who directly or indirectly has by himself, his spouse or children, any interest in any matter under discussion by the Board shall disclose to the Board the existence of such interest and nature thereof. As such, a disclosure shall be recorded in the minutes of the Board, and after the disclosure—

- (a) the member shall not take part nor be present in any deliberation or decision of the Board;
- (b) the Director shall be disregarded for the purpose of constituting a quorum of the Board relating to the matter; and
- (c) no act or proceedings of the Board shall be invalidated on the ground that any member of the Board has contravened the provisions of this section.

Continuing Education and Development

Directors play a critical role in guiding the strategy and operations of organisations, therefore, on-going education and development ensures that Directors are kept up-to-date on emerging trends, best practices, and regulatory requirements. Trainings and presentations attended and delivered by the Directors are specified in the Directors profiles on pages 104-110.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Board Remuneration

The Board acknowledges that MCCG 2021 emphasises that Directors' remuneration, which is well structured, clearly linked to the strategic objectives of a company, and rewards contribution to the long-term success of the company is important in promoting business stability and growth.

The REIT Manager has, in place policies and procedures regarding remuneration and aims to set remuneration at level that is sufficient to attract, motivate, and retain the Directors needed to achieve the Company's long-term objectives, taking into consideration all relevant factors including the complexity of the Company's business and its performance, the skills and experience of the relevant Director and his or her responsibilities, contribution and commitment to the Company.

The Board Nomination and Remuneration policy is responsible to recommend and ensure the administration of a fair and transparent procedure for setting policy on the remuneration of directors and senior management. The remuneration packages are also designed on the basis of the directors' senior management's merit, qualification, and competence while having regard to the company's operating results, individual performance, and comparable market statistics.

As such, the Board complies with the remuneration policy set by the Johor Corporation Group of Companies.

Practice 8.1 of the MCCG 2021 requires a disclosure on directors' remuneration, where "detailed disclosure on a named basis for the remuneration of individual directors and the remuneration breakdown of individual directors includes fees, salary, bonus, benefits-in-kind, and other emoluments". The REIT Manager explained that the Board's nomination, and appointment remuneration is undertaken by the REIT Manager, a private company in the Johor Corporation Group, and not by the REIT. The appointment, re-appointment, and remuneration of a director of the Company are not subject to the approval by the unitholders of the listed funds. As such in this instance, the required disclosure does not apply to the REIT.

Senior Management Remuneration

The REIT Manager also adopts the DRMSB's Employee Salary Scheme as a guiding principle to provide a competitive level of total compensation to attract and retain qualified and competent staff. It is also driven primarily based on performance as specified in its Performance Management Policy.

With regard to application of Practice 8.2 which requires disclosure "on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments", the Board is of the view that such disclosure is not applicable and mandatory because the REIT Manager is not a listed entity; and the senior management's remuneration is paid by the REIT Manager.

Nevertheless, the Board wishes to give assurance that the remuneration of Directors and Senior Management commensurate with their individual performance, taking into consideration of the REIT's performance. The remuneration packages of Senior Management are based on experience, expertise, skills and industry benchmarking.

Driving Sustainability

The Board Sustainability Committee ("BSC") together with Senior Management takes responsibility for the governance of sustainability in setting the company's sustainability strategies, priorities, and targets.

Further, the Board is cognizant of the philosophy promoted by MCCG 2021, effective board leadership and oversight also require the integration of sustainability considerations in corporate strategy, governance and decision-making. As ESG is gaining importance, the BSC has been mandated with oversight functions on ESG including climate change risk.

The REIT Manager has established the Sustainability Management Committee ("SMC") at the management level, which is led by the CEO and comprises the management team of the REIT Manager, the Property Manager, and its counterparts. The SMC is dedicated to managing sustainability strategically, including the integration of sustainability considerations in the operations.

Further, the advocating sustainability initiatives have been embedded in the performance evaluations of the Board and senior Management in line with Practice 4.4 of the MCCG 2021. The Board also ensures that they stay abreast with and understand the sustainability issues, hence all Directors are required to attend the Mandatory Sustainability Onboarding Programme for Directors of PLCs by the end of 2024.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Gender Diversity and Inclusion

The company has long understood the importance of diversity and inclusion. The commitment to diversity is embedded in our Sustainability Policy that sets out DRMSB's values. The composition and quality of the Board should be in keeping with the size and its investment portfolio, business direction, and status as the REIT Manager of two listed Funds. A diverse Board with a range of views enhances decision-making, which is beneficial to the Manager's/ Fund's long-term success in the interests of the stakeholders.

To date, the REIT Manager's Board composition comprises one female Director, Ms Lailatul Azma binti Abdullah who was appointed as Independent Non-Executive Director on 16 December 2022. In this respect, the Board has complied with Bursa Malaysia's requirement to have at least one woman director by 2023.

When selecting Directors, the process is based on objective criteria and there is no discrimination on any gender, personal, or physical attributes that would not speak to such a person's ability to perform as a Director.

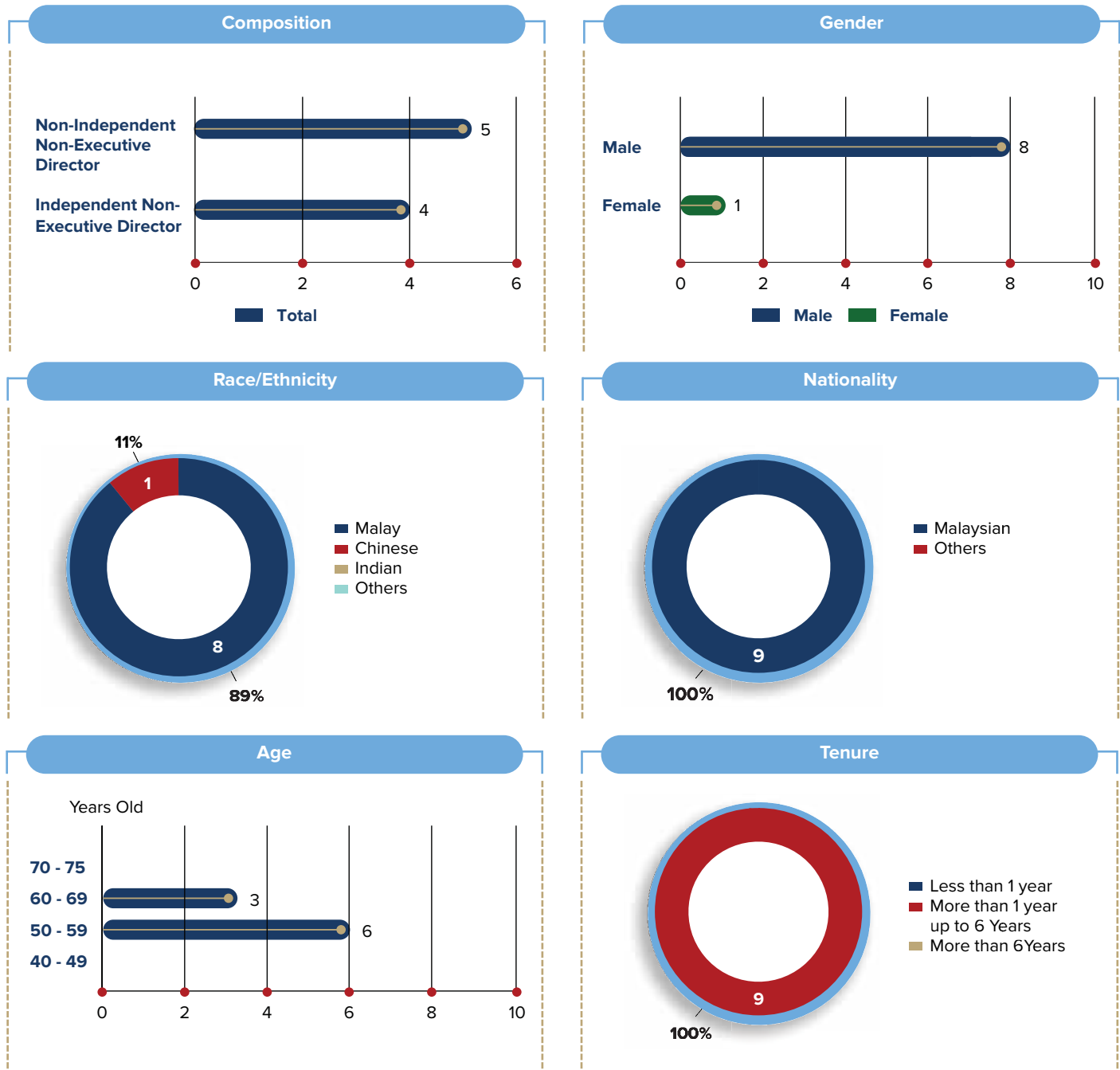
All Board appointments are made on merit, in the context of the skills and experience the Board as a whole requires to be effective. The Board Nomination and Remuneration Committee ("BNRC") reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. In reviewing Board composition, BNRC will consider the benefits of all aspects of diversity to maintain an appropriate range and balance of skills, experience, and background on the Board and with due regard for the benefits of diversity on the Board. It also oversees the conduct of the annual assessment of Board effectiveness. As part of the annual performance evaluation of the effectiveness of the Board, Board Committees, and individual Directors, the BNRC will consider the balance of skills, experience, independence, and knowledge on the Board and the diverse representation of the Board.

The Board takes cognizant of the Main Market Listing Requirement which requires the promotion of greater diversity and inclusivity in Board Composition; and currently, one female Director is already on Board. The Board is also aware that Clause G5.9 of the MCGG 2021 states that "*All boards should comprise at least 30% women directors*". The BNRC has identified and shortlisted the candidates to fill in the position and is currently in the final stage of selecting and recommending the appropriate candidates to Board and the Shareholders for their ultimate approval. It is expected that the 30% target will be met by 2027.

As such, with respect to Practice 5.9 of the MCGG, the REIT Manager's Departs from the Practice. The board will continue to scout for women directors to sit on board in the coming years, taking into account diverse perspectives and insights based on the candidate's integrity, independence, diversity in terms of age, gender, cultural background and experience, leadership, and ability to exercise sound judgment.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

As at 31 December 2023, the Board composition and diversity is depicted below:



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

Independence Of External Auditors

The External Auditors play an essential role to the shareholders by enhancing the reliability of the financial statements and giving such reliability assurance to users of these financial statements. The Board Audit and Risk Committee ("BARC") manages the relationship with the External Auditors on behalf of the Board. The BARC reviews and considers the re-appointment, remuneration and annually assessed the independence and objectivity of the external auditors during the year and before any appointment of the external auditors. The evaluation process involving the track record and prior performance of the external auditor's centres around the areas below:

- The competency, audit quality, and resource capacity of the external auditor in relation to the audit;
- Quality of the audit process, scope and planning;
- Effectiveness of the audit communications;
- Auditors' independence and objectivity;
- The nature and extent of the non-audit services rendered and appropriateness of the level of fees;
- Written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement following the terms of all relevant professional and regulatory requirements.

The results of these assessments formed the basis of the BARC's appointment of External Auditors. The assessment takes into account the feedback from the Head of Finance of the REIT Manager, focusing on a range of factors that are considered relevant to audit quality. The BARC meets with the External Auditors regularly to discuss their audit plans and audit findings in relation to the financial statements. Private sessions between the BARC and the External Auditors were held without the presence of Management at least twice a year to discuss any other matters the external auditors may wish to highlight and to ensure that there were no restrictions in the scope and performance of their audit activities.

In addition, the External Auditors are invited to attend the Annual General Meeting and be available to answer unitholders' inquiries on the conduct of the statutory audit and preparation of their audit report. The External Auditors have confirmed their independence and that no circumstances and relationship create threats to their independence and that the ethical requirements have been complied with.

The BARC was satisfied with the independence of the present external auditor based on the quality of audit, performance, competency, and sufficiency of the resources that the Internal Auditor provided to the Fund.

Internal Audit Function

The REIT Manager has entered into an outsourcing arrangement with PKF Risk Management Sdn Bhd ("PKF") to carry out its internal audit function. To preserve the independence and objectivity of Internal Auditor, the PKF reports functionally to the BARC and administratively to the CEO and Compliance & Risk Department and is independent of the business activities or operations of the REIT Manager.

PKF's authority, scope, and responsibilities are governed by its Audit Charter which is approved by the BARC and aligned with the International Professional Practice Framework on Internal Auditing issued by the Institute of Internal Auditors.

PKF serves as an important source of reasonable assurance and advice for the BARC concerning areas of weaknesses or deficiencies in internal control processes to facilitate appropriate remedial improvements by the Management. PKF also carries out investigative audits where required.

The appointed internal auditor independently and objectively reviews the effectiveness of the internal control structures over the Group activities focusing on high-risk areas as determined using a risk-based approach. All high-risk activities in each auditable area are audited annually following the BARC-approved Internal Audit Plan.

The audit reports which provide the findings and results of the audit conducted are discussed with the Management and presented to the BARC for review and deliberation. Key control issues, significant risks, and recommendations are highlighted, along with Management's responses and action plans for improvement and/or rectification, where applicable.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The BARC executes its oversight function by reviewing and deliberating on the audit issues, audit recommendations as well as Management's responses to these recommendations. Where appropriate and applicable, the BARC directed the Management to take cognizance of the issues raised and established necessary steps to strengthen the system of internal control based on PKF's recommendations.

To ensure effective management and independence of BARC, the BARC is empowered by its TOR to:

- (a) Convene meetings with the Internal Auditor without the attendance of any executive, whenever deemed necessary.
- (b) Approve, then inform the Board of the appointment of the Internal Auditor; and
- (c) Review and assess the performance of the Internal Auditor.

The BARC is satisfied that the PKF has been effective and able to discharge its duties and responsibilities.

Risk Management

Risk management remains the responsibility of the Board. The BARC has delegated responsibility to keep under review the adequacy and effectiveness of the Company's internal financial controls and the internal control and risk management system. Risk management is reviewed at the BARC and the Board meetings as part of the formal Board process. The Board has identified and evaluated the significant risks faced by the REIT in delivering its strategy. Details of the principal risks identified are set out in the MDNA on pages 43-44 of the 2023 Annual Report. The BARC meets quarterly specifically to review the effectiveness of the Group's risk management and internal control systems and to review the risks identified and the progress of actions taken to manage the risks. Following the review, progress and actions are reported to the Board.

The Enterprise Risk Management Committee ("ERMC") supports the BARC in implementing, monitoring, and assessing the mitigation actions of the identified risks.

The Board is satisfied that the BARC has demonstrated an appropriate level of vigilance and diligence towards, among others, the detection of any financial anomalies or irregularities in the financial statement. The full details of the BARC activities in 2023 are elaborated in the Annual Report on pages 132-138.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

Stakeholders Engagement

The Board seeks to engage with all stakeholders to maintain a mutual understanding of objectives between them and the Company and to manage their expectations. Relations with shareholders and potential investors are managed principally by the Executive Directors. The REIT's business model also relies on developing and maintaining strong relationships with the REIT's unitholders, the REIT Managers shareholders, employees, third party service providers, contractors, suppliers and regulatory authorities.

The Board is conscious of its responsibility towards all stakeholders and believes this is an important consideration for the long-term growth of the business. Stakeholder engagement and feedback is taken seriously throughout the company. As such the Annual General meeting functions as the main platform for all stakeholders to interact and communicate effectively with respect to financial and operation performance, strategic direction of the REIT, and long-term strategies.

The AGM notice was dispatched to shareholders not less than twenty-eight (28) days before the AGM. Shareholders were given ample time to consider the resolutions that will be discussed at Annual General.

Open communication is made with all the Group companies and employees. DRMSB places considerable value on open communication and the involvement of employees and keeps them informed on matters affecting them as employees and on the various factors affecting the performance of the REIT and the REIT Manager. This is achieved through formal and informal meetings, information available on the Company's website, and annual and semi-annual town halls held a fixed intervals.

The Group also engages with regulators and government agencies, for example in response to consultations or proposals and new projects ventures. Examples of the engagement initiatives are shown in the table below:

Stakeholders	Engagement and Initiatives
Investment Community (Unitholders, Analysts, Fund Managers)	<ul style="list-style-type: none"> • Statutory announcement • Annual General Meeting • Roadshow • Investors and analysts briefing • Corporate website • Social media
Media	<ul style="list-style-type: none"> • Media interview • Media release and press statements • Corporate website • Social media
Government, local authorities and regulators	<ul style="list-style-type: none"> • Engagement meeting • Consultation papers • Engagement through MRMA • Maintain rapport with local authorities
Tenants and lessees	<ul style="list-style-type: none"> • Periodic meetings • Surveys and feedbacks • Rental support programme • Marketing support and promotional activities
Suppliers and contractors	<ul style="list-style-type: none"> • Supplier ESG Assessments • Procurement Committee and Tender interview • Supplier evaluation and audit

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Stakeholders	Engagement and Initiatives
Employees	<ul style="list-style-type: none"> • Townhalls • Employee engagement dialogue • Climate Surveys • 360 degrees performance appraisal • Flexible work arrangement • Upskilling and reskilling programmes
Communities	<ul style="list-style-type: none"> • Customers' surveys • CSR programme

The Manager is highly committed to ensuring that relevant and material corporate information is shared with The Fund's unitholders and investing community effectively. The Manager maintains a corporate website, www.alsalamreit.com.my to disseminate up-to-date and historical information and enhance its investor relations practices. The Investor Relations section on the website provides investor-related information such as financial information, announcements released to Bursa Securities, general meetings materials, circulars, and distribution information. Stakeholders will also have access to corporate governance information including but not limited to the Board Charter, Terms of Reference, Whistleblowing Policy, and Anti-Bribery & Corruption Policy.

The Manager has in place the Investor Relations team to facilitate effective communication with unitholders, analysts, fund managers, and media. The email address, name, and contact number of the Manager's designated person are also available on The Fund's website to enable the public to forward queries relating to The Fund to the REIT Manager.

FUTURE TARGETS & PRIORITIES

Realising the increasing strategic importance of Sustainability and and developing talent toward building future leaders to ensure business continuity in the long run, the REIT Manager has set the following targets:

1. Driving Sustainability:

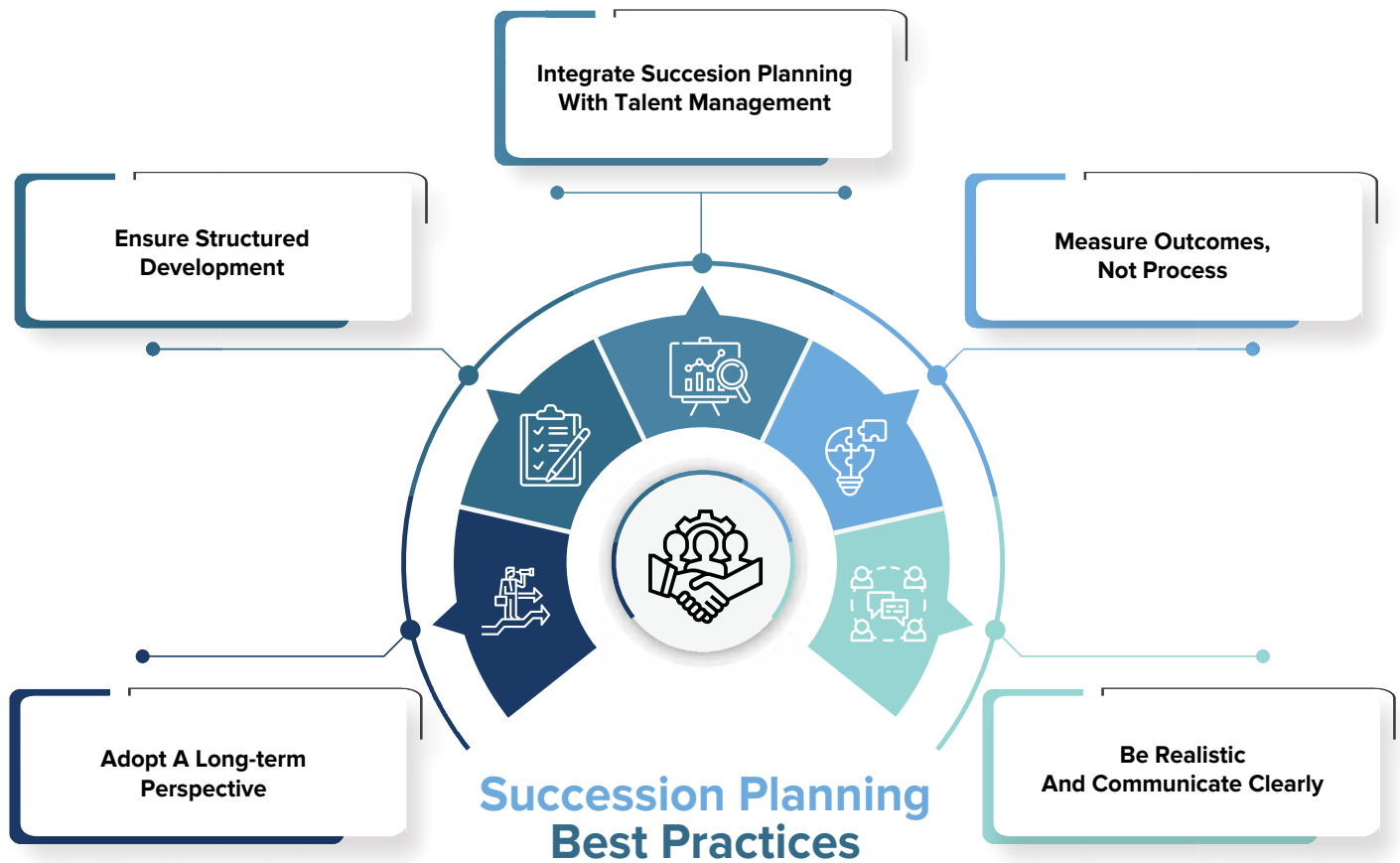
Enhancing and implementation of ESG/Sustainability initiatives



CORPORATE GOVERNANCE OVERVIEW STATEMENT

2. Succession Planning:

Develop a comprehensive succession planning for Senior Management



BOARD AUDIT AND RISK COMMITTEE REPORT

THE BOARD AUDIT AND RISK COMMITTEE REPORT

The BARC plays a major role in corporate governance regarding the organisation's direction, control, and accountability. The BARC is set up with the primary objective to assist the Board of Director in carrying out its duties and responsibilities in fulfilling its responsibility for oversight with respect to ensuring the integrity of the Company's financial statements, performance of the Company's independent auditors and internal audit function, risk management practices and internal control of the company.

As a representative of the Board and main part of the corporate governance mechanism, the BARC is involved in the organisation's both internal and external audits, internal control, accounting and financial reporting, regulatory compliance, and risk management.

COMPOSITION

In line with the requirements of Paragraph 15.09(1)(a) and (b) of the Main Market Listing Requirements of Bursa Securities ("MMLR"), the composition of the BARC is as follows:

The composition of the BARC is as follows:

Members

1. Abdullah bin Abu Samah
Chairman/Independent Non-Executive Director
2. Datuk Sr. Akmal bin Ahmad
Non-Independent Non-Executive Director
3. Lailatul Azma binti Abdullah
Independent Non-Executive Director
(Appointed w.e.f. 5 July 2023)
4. Dato' Wan Kamaruzaman bin Wan Ahmad
Independent Non-Executive Director
(Resigned w.e.f. 5 July 2023)

Secretaries

1. Nuraliza binti Abd Rahman
2. Rohaya binti Jaafar

On 5 July 2023, Dato' Wan Kamaruzaman bin Wan Ahmad resigned from being a member of the BARC.

Lailatul Azma binti Abdullah, an independent non-executive Director was appointed as a member of the BARC effective 5 July 2023.

The BARC members are appointed by the Board and consist of not less than three members, all of whom shall be non-executive Directors with a majority of them being independent Directors. The Board elects a chairman who is an independent Director and who is not the chairman of the Board. The composition of the BARC shall fulfil the requirements as prescribed in the Listing Requirements.

The Board, via the Board Remuneration and Nomination Committee ("BNRC"), annually reviews the terms of office and performance of the BARC and its members through an effectiveness evaluation exercise. The BNRC assessed the BARC's performance for the financial year ended 31 December 2023 ("FY2023") and was satisfied that the BARC and its members have discharged their functions, duties, and responsibilities in accordance with the BARC's Terms of Reference.

BOARD AUDIT AND RISK COMMITTEE REPORT

MEETINGS AND ATTENDANCE

Number of Meetings Held and Details of Attendance

The BARC meets at quarterly intervals or such other intervals as the Committee shall decide.

The BARC held four regular meetings during the FY2023 which were attended by all members.

During the financial year, the details of attendance are as follows:

No	BARC Members	Date of Meetings			
		2 Feb 2023	18 May 2023	17 Aug 2023	16 Nov 2023
1	Abdullah bin Abu Samah	✓	✓	✓	✓
2	Datuk Sr. Akmal bin Ahmad	✓	✓	✓	✓
3	Lailatul Azma binti Abdullah			✓	✓
4	Dato' Wan Kamaruzaman bin Wan Ahmad	✓	✓		

Terms of Reference

The duties and responsibilities of the BARC are set out in its Terms of Reference which is accessible in the Corporate Governance section, on the website at www.alsalamreit.com.my

SUMMARY OF WORK CARRIED OUT DURING THE FINANCIAL YEAR

The BARC shall meet at least four times annually and the Internal Auditor, the Head of Finance and the Head of Compliance and Risk shall attend the meetings. Relevant members of Senior Management shall be invited to attend these meetings to assist to clarify matters raised at the meetings. A majority of independent director present shall form a quorum.

The BARC shall meet with the External Auditors without the executive Board members and Management being present at least twice a year.

Meeting papers were circulated to all the BARC members prior to the meetings by way of electronic means. Minutes of each BARC Meeting was recorded and tabled for confirmation and adoption at the next BARC Meeting and subsequently presented to the Board for approval and notation. The Chairman of the BARC shall report on each meeting to the Board.

The BARC carried out the following work during the FY2023 in the discharge of its functions and duties:

Overseeing Financial Reporting

(a) At the meeting held on 2 February 2023, the External Auditors presented to the BARC the results of the FY2022 audit conducted on Al-Salām REIT where significant audit matters listed below are discussed:

- i. Valuation of investment properties;
- ii. Expected credit losses of trade receivables; and
- iii. Going concern considerations and compliance with loan covenants.

BOARD AUDIT AND RISK COMMITTEE REPORT

- (b) Reviewed on 2 February 2023, the audited financial statements of Al-Salām REIT for the financial year ended 31 December 2022 ("FY2022"), which were prepared in accordance with the Trust Deed, the applicable Securities Commission Malaysia ("SC") rules and guidelines, Malaysian Financial Reporting Standards ("MFRS") and International Financial Reporting Standards, prior to recommending the same to the Board for approval. The audited financial statements of the REIT for FY2022 were issued and circulated to the Unitholders in line with the prescribed requirements.
- (c) Reviewed at every quarterly meeting held in FY2023, the quarterly financial results for public release to ensure adherence to legal and regulatory reporting requirements before recommending the same to the Board for approval.
- (d) Reviewed and discussed with Management the quarterly management accounts, taking into consideration that the necessary processes and controls are in place in the preparation of the financial reports.
- (e) Reviewed, at each quarterly meeting, the income distributions of the Fund which were made in accordance with the distribution policy, in order to ensure the adequacy of the realised income for each distribution prior to recommending the proposal to the Board.
- (f) Kept abreast on the application of the new accounting standards, i.e. MFRS.
- (g) The BARC was satisfied that adequate impact assessment had been carried out by Management and the accounting policies as shown below had been appropriately updated in the financial statements of the Fund for FY2023.

Description	Effective for annual period beginning on or after
MFRS 17 Insurance Contracts	1 January 2023
Amendment to MFRS 17 Insurance Contracts: Initial Application of MFRS 17 and MFRS 9 - Comparative Information	1 January 2023
Amendments to MFRS 112: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to MFRS 101: Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108: Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112: International Tax Reform - Pillar Two Model Rules	1 January 2023

External Audit

- (a) Reviewed and discussed with External Auditors on 16 November 2023 the audit planning memorandum for FY2023 covering the audit objectives and approach, audit plan, key audit areas and relevant technical pronouncements and accounting standards issued by MASB, and regulating requirements applicable to the REIT; and the processes and controls in place to ensure effective and efficient financial reporting and disclosures under the financial reporting standards.
- (b) Reviewed and discussed with External Auditors the results of the audit and the audit report in particular, significant accounting matters arising from the external audit and their opinion on the financial statements.
- (c) Reviewed with External Auditors the memorandum of comments and recommendations arising from their study and evaluation of the system of internal and accounting controls together with Management's response to the findings of the External Auditors and ensured where appropriate, that necessary corrective actions had been taken by Management.

BOARD AUDIT AND RISK COMMITTEE REPORT

- (d) Evaluated the performance and assessed the suitability, objectivity and independence of the External Auditors during the year in accordance with the policies and procedures in place, vide a set of questionnaires covering the calibre of the external audit firm; quality of processes and performance; skills and expertise including industrial knowledge; independence and objectivity; audit scope and planning; audit fees; and their communications with the barc. The BARC had received from the External Auditors written confirmation on their independence and which disclosed their policies on independence, safeguards, and procedures to address threats or perceived threats to their independence and objectivity, and that they were in compliance with the independence requirements set out in the By-Laws (On Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants.
- (e) Having satisfied with the performance and the assessment on the External Auditors' suitability, objectivity and independence, recommended to the Board the re-appointment of the External Auditors and their remuneration.
- (f) Reviewed and approved the non-audit fees in respect of services rendered by the External Auditors. The non-audit fees for the FY2023 amounted to RM350,000.
- (g) Met with the External Auditors without executive Board members and Management on 2 February 2023 and 16 November 2023, to discuss matters in relation to their review.
- (h) Reviewed the SORMIC which provided an overview of the state of internal controls prior to the Board's approval for inclusion in the Annual Report. The SORMIC which had been reviewed by the External Auditors is set out on pages 149-161 of this Annual Report.

Internal Audit

- (a) Provided input on key areas to be included as part of the annual Internal Audit Plan. Deliberated the risk-based Internal Audit Plan to ensure adequate scope and comprehensive coverage of business activities, prior to recommending to the Board for approval.
- (b) Monitored the progress of the approved Internal Audit Plan, including the status of the planned reviews and approved changes to the Internal Audit Plan due to changes in business and/or risk environment.
- (c) Reviewed and deliberated on internal audit reports, the audit recommendations and adequacy of Management's response to these recommendations. Significant issues were discussed at length with the presence of relevant Management team members to ensure satisfactory and timely remediation actions have been committed by Management to address identified risks.
- (d) Monitored the implementation of corrective action plans agreed by the Management on outstanding audit findings on a quarterly basis to ensure that all actions have been implemented on a timely basis in the related areas.
- (e) Discussed with the Compliance & Risk Department, to provide assurance of the soundness of internal control systems and activities of the REIT and the REIT Manager.
- (f) Reviewed the effectiveness of the internal audit function through evaluation of its performance and competency, and monitoring the sufficiency of resources and costs, to ensure that it has the required expertise and professionalism to discharge its duties.
- (g) Reviewed the SORMIC which provided an overview of the state of internal controls prior to the Board's approval for inclusion in the Annual Report.

The BARC was satisfied that the system of risk management and internal control as described in the Statement on Risk Management and Internal Control, was sound and effective, providing reasonable assurance that the structure and operation of controls were appropriate for the REIT's operations. The BARC also acknowledged that implementation measures were continuously taken to strengthen the system of risk management and internal control so as to safeguard the interests of stakeholders including shareholders' investments, and the REIT's assets.

BOARD AUDIT AND RISK COMMITTEE REPORT

Risk Management and Internal Control

- (a) Reviewed quarterly top risk profiles which covers Strategic, Finance, Operational and Compliance Risks and ESG related risks especially with respect to environmental risks, deliberated on the significant threats and opportunities, including status and adequacy of mitigation strategies.
- (b) Discussed the improvements to the Enterprise Risk Management framework and process to ensure proactive and holistic risk identification, and monitoring of mitigation actions to reduce risk impact to an acceptable level.
- (c) Evaluated the overall adequacy and effectiveness of internal controls through review of the work performed by both internal and external auditors, other assurance providers and through discussions with Management.
- (d) Ensures appropriate controls are in place in management of the Fund, that the Manager has a well-defined organisational structure with clear lines of responsibility and a comprehensive reporting system and adequate procedures in financial reporting, risk management, internal control and are in place. Further details in respect of risk management and internal controls are set out on pages 149-161 (SORMIC of this Annual Report). Details in respect of the principal risks and uncertainties are set out on pages 43-44 under Management Discussion and Analysis.
- (e) Reviewed and deliberated on four frameworks relating to compliance and internal controls and recommended to the Board the implementation of the frameworks and policies put forward by the Management.

Compliance

- (a) Monitored and reviewed the status and outcomes of the Quarterly Compliance Report which seek to identify gaps in compliance with regard to applicable laws, regulations, codes, standards, policies and procedures and discussed the adequacy of measures to address such gaps or non-compliance.
- (b) Deliberated on the results of compliance cases and directed Management to implement and/or enhance controls to prevent a recurrence, including conducting education programmes to increase awareness.
- (c) Received updates on the directorships and shareholdings held by the Directors of the Company and persons connected with them in accordance with Section 221 of the Companies Act, 2016 on an annual basis. These disclosures enabled an assessment of the potential or actual conflicts of interest which may arise in relation to Related Party Transaction ("RPT") or Recurrent Related Party Transaction ("RRPT").
- (d) Monitored the status of internal misconduct cases reported to Board and BARC on a quarterly basis, including on-going investigations, in accordance with the Code of Conduct and Business Ethics ("CoBE").
- (e) Ensured that the Declaration of Directors' Interests in Securities and disclosures of conflict-of-interest situation(s) in all Board level meetings, are documented and minuted accordingly in the minutes of meeting. The Committee took note that there was no management conflict of interest situations for operational matters (including any transaction, procedure, or course of conduct) as reported by the Chief Executive Officer.

BOARD AUDIT AND RISK COMMITTEE REPORT

Review of RPT and RRPT of a Revenue or Trading Nature and Conflict of Interest Situations

- (a) Reviewed related party transactions entered into by the REIT and ensured that the transactions undertaken were in the best interest of the REIT/ unitholders, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders and recommended the same for approval of the Board.
- (b) Reviewed the annual Shareholders' Mandate in relation to recurrent related party transactions of a revenue or trading nature for Shareholders' approval to undertake transactions that are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the REIT with related parties ("RRPTs").
- (c) Ensured that the review procedures were sufficient to ensure that the RRPTs were not more favourable to the related parties than those generally available to the public and were not to the detriment of the minority shareholders and that the REIT Manager had in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes were reviewed on a yearly basis or whenever the need arose.
- (d) Review of RRPT on a quarterly basis. The Management had given assurance to the BARC that RPT and mandate for RRPT were in compliance with the Listing Requirements and policies and procedures.

Other Activities

Reviewed and recommended to the Board, for inclusion in the Annual Report:

- The BARC Report
- Corporate Governance Overview Statement
- Corporate Governance Report
- Statement on Risk Management and Internal Control

BOARD AUDIT AND RISK COMMITTEE REPORT

SUMMARY OF MEETINGS IN THE YEAR

Items discussed	2 Feb 2023	18 May 2023	17 Aug 2023	16 Nov 2023
Financial Reporting				
Full year results (2022)	●			
Interim results	●	●	●	●
Consideration of new accounting standards	●			
Internal audit				
Internal audit plan	●			
Internal audit reports	●	●	●	●
Internal audit effectiveness and independence	●			
External audit				
External audit plan				●
External audit reports (FY2022)	●			
External audit effectiveness and independence		●		
Risk				
Risk Registers	●	●	●	●
RRPT				
Quarterly Review	●	●	●	●
Annual Report				
Review of SORMIC and BARC Report (FY2022)	●			
Other Matters				
Internal Control, Regulatory, Compliance Activities / Issues	●	●	●	●
Business Continuity Management	●	●		●

BOARD INVESTMENT COMMITTEE REPORT

The Board Investment Committee (“BIC”) plays a pivotal role in evaluating all investment opportunities and to make recommendations to the board with regard thereto. The responsibilities include reviewing, assessing and deciding on the escalation of proposals relating to asset investment (acquisition and disposal), asset management and fund-raising exercises to be undertaken by the REIT to the Board and Trustee for approval.

COMPOSITION

In line with the recommendation of Chapter 6 of the Guidelines on Real Estate Investment Trusts of Securities Commission Malaysia, the composition of the BIC is as follows:

Members

1. Shamsul Anuar bin Abdul Majid
Chairman/Non-Independent Non-Executive Director
(Appointed as Chairman w.e.f. 5 January 2024)
2. Abdullah bin Abu Samah
Independent Non-Executive Director
4. Ng Yan Chuan
Non-Independent Non-Executive Director
(Appointed w.e.f. 4 September 2023)
3. Datuk Hashim bin Wahir
Independent Non-Executive Director
(Appointed w.e.f. 5 January 2024)
5. Dato’ Wan Kamaruzaman bin Wan Ahmad
Independent Non-Executive Director
(Resigned w.e.f. 5 January 2024)

Secretaries

1. Nuraliza binti Abd Rahman
2. Rohaya binti Jaafar

The BIC members are appointed by the Board and consist of not less than three members, all of whom shall be non-executive directors with a majority of them being independent directors. The Board elects a chairman who is an independent director and who is not the Chairman of the Board. The composition of the BIC shall adhere to the recommendation as per the Chapter 6 of the Guideline on Real Estate Investment Trusts.

The Board, via the Board Nomination and Remuneration Committee (“BNRC”), annually reviews the terms of office and performance of the BIC and its members through an effectiveness evaluation exercise. The BNRC assessed the BIC’s performance for the financial year ended 31 December 2023 and was satisfied that the BIC and its members have discharged their functions, duties, and responsibilities in accordance with the BIC’s Terms of Reference.

BOARD INVESTMENT COMMITTEE REPORT

MEETINGS AND ATTENDANCE

Number of Meetings Held and Details of Attendance

The BIC meets at quarterly intervals or such other intervals as the Committee shall decide.

The BIC held four regular meetings and one special BIC meetings during the financial year ended 31 December 2023 which were attended by all members.

During the financial year, the details of attendance are as follows:

No	BIC Members	Date of Meetings				
		15 Feb 2023	18 May 2023	16 Aug 2023	19 Sep 2023 (Special)	16 Nov 2023
1	Dato' Wan Kamaruzaman bin Wan Ahmad	✓	✓	✓	✓	✓
2	Shamsul Anuar bin Abdul Majid	✓	✓	✓	✓	✓
3	Abdullah bin Abu Samah	✓	✓	✓	✓	✓
4	Ng Yan Chuan				✓	✓

TERMS OF REFERENCE

The BIC is responsible for fulfilling the duties ascribed to it in the BIC Term of Reference ("BIC TOR"), including those specifically delegated to it from time to time by the Board. The duties and responsibilities of the BIC are set out in its Terms of Reference as follows:

Objectives

- Making recommendations to the Board on all acquisitions, investments and disposals;
- Making recommendations to the Board on any financing offers, capital management proposals and additional banking facilities;
- Reporting and recommending to the Board any corporate exercise, including the issuance of new REIT units; and
- Making recommendations to the Board on financial budgets.

Roles and Responsibilities

Subject at all times to the provisions of the Trust Deed, and to any other regulations or resolutions that may be adopted, the BIC is responsible for:

- Reviewing all proposals regarding investments, dispositions, financings and other relevant transactions (strategic transactions)
- To make recommendations on any other matters to the Board;
- To review and monitor approved strategic transactions or other matters;
- Ensuring that the REIT is managed in accordance with:
 - its investment objectives;
 - its Restated Deed;
 - its Prospectus;
 - the SC Guidelines and other securities laws; and
 - the internal investment restrictions and policies.
- Carrying out other duties as may be determined from time to time by the Board.

BOARD INVESTMENT COMMITTEE REPORT

MATTERS DISCUSSED BY THE BIC IN THE FY2023

The BIC has undertaken the role of reviewing, recommending and monitoring to the Board pertaining to all proposals including strategic transactions i.e., investments in ensuring that the Fund practises sound capital preservation and safety margin levels, maintains optimally measured risk-reward thresholds, adopts prudent but pragmatic management style and attain adequate earnings potential and competitive advantages as well as growth.

The following are key matters discussed by the BIC during the FY2023:

Investment (Acquisition & Disposal)

The BIC has reviewed proposals of proposed acquisitions of shariah-compliant real estate to ensure these properties have good track record and/or good prospects of future net rental income of reasonable levels which have been shown by studies to be competitive and located within good catchment areas. Properties to be acquired are expected to at least maintain or enhance the earnings of the REIT fund.

The BIC has reviewed and monitor proposal of divested of properties, namely where the investments have achieved the set targets, or have been assessed as not being able to derive any further value and or when an opportunity to maximise its value arises before the predetermined investment time horizon or other reason that may warrant divestment. The divestment plan also has taken into consideration the transformation in the respective industry.

Asset Management

The BIC has deliberated on proposals for asset enhancement initiatives of current properties that has the potential to further increase its returns and expected to generate accretive returns upon further expansion. The BIC has also reviewed proposals for repositioning of current properties within the Fund's portfolio which do not meet certain criteria set beforehand and may require to be recapitalised to achieve portfolio optimisation goals.

Capital Management

The BIC has reviewed funding proposals to ensure each investment made by the Fund shall have a funding structure appropriate to the investment profile. In general, the capital structure of REIT should be financed by a combination of equity, debt and other financing instruments.

Portfolio Monitoring

The BIC also undertook periodic monitoring on all investments including reviewing performance of the investment portfolio to ensure consistency with Fund's objectives and direction and transformation in the respective relevant industries.

SUMMARY OF MEETINGS IN THE YEAR

Items discussed	15 Feb 2023	18 May 2023	16 Aug 2023	19 Sep 2023 (Special)	16 Nov 2023
Investment	●	●	●		●
Asset Management	●	●	●	●	●
Capital Management	●	●	●	●	●
Portfolio Monitoring	●	●	●		●

BOARD NOMINATION AND REMUNERATION COMMITTEE REPORT

The establishment of the Board Nomination and Remuneration Committee (“BNRC”) is mandated for listed issuers under Bursa Malaysia’s Main Market Listing Requirements. The terms of reference can be found under Investor Relations section on the Company’s website at www.alsalamreit.com.my.

The Malaysian Code on Corporate Governance 2021 (“MCCG 2021”) indicates that the Board may establish and delegate part of its powers to one or more other committees, in order to conduct certain tasks and functions expressly delegated to such committees. The committees will examine specific topics chosen by the Board and report on them. Decision-making remains the collective responsibility of the Board and the committee may only make suggestions to the Board.

The main purpose of the BNRC is to assist the Board in carrying out its duties and responsibilities in fulfilling its responsibility for oversight with respect to board composition and performance, directors’ performance and remuneration structure that drives behaviour within the company.

COMPOSITION OF THE BOARD NOMINATION AND REMUNERATION COMMITTEE

In accordance with the MCCG 2021, the Board Nomination and Remuneration Committee is composed of a minimum of three, a majority of whom must be Independent Directors. The Committee shall appoint a Chairman amongst its members who must necessarily be an Independent Director.

The composition of the BNRC is as follows:

Members

1. Datuk Hashim bin Wahir
Chairman/Independent Non-Executive Director
2. Abdullah bin Abu Samah
Independent Non-Executive Director
3. Shamsul Anuar bin Abdul Majid
Non-Independent Non-Executive Director
(Appointed w.e.f. 5 July 2023)
4. Dato’ Wan Kamaruzaman bin Wan Ahmad
Independent Non-Executive Director
(Resigned w.e.f. 4 July 2023)

Secretaries

1. Nuraliza binti Abd Rahman
2. Rohaya binti Jaafar

MEETINGS HELD DURING FY2023

The BNRC, in accordance with its regulations, meet whenever it is convened by the Board, the Committee itself, or by its Chairman. The Committee shall meet at least two times per annum and at such other times as it sees fit.

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, the Group Human Resources Vice President, the Head of Corporate Services (Human Resources), and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

BOARD NOMINATION AND REMUNERATION COMMITTEE REPORT

The Company Secretary keeps Minutes of all BNRC meetings, which are available to all members of the Board.

During the financial year, the meetings held are as follows:

No	BNRC Members	Date of Meetings			
		16 Jan 2023	1 Jun 2023 (Special)	23 Aug 2023	22 Nov 2023
1	Datuk Hashim bin Wahir	✓	✓	✓	✓
2	Abdullah bin Abu Samah	✓	✓	✓	✓
3	Shamsul Anuar bin Abdul Majid			✓	✓
4	Dato' Wan Kamaruzaman bin Wan Ahmad	✓	✓		

ROLES AND RESPONSIBILITIES

Notwithstanding the duties assigned to it by law and other duties which may be assigned thereto by the Board, the Board Nomination and Remuneration Committee shall have the following basic responsibilities:

- **With respect to Remuneration:**
 - a) Recommend to the Board the policy for the remuneration of the Company's Directors.
 - b) Determine the total individual remuneration package of the CEO/ Executive Director, including bonuses, share-based incentive awards, and other elements of their remuneration.
 - c) Determine and recommend the Key Performance Indicators and/or performance scorecard for the CEO and the Company.
 - d) Ensures compliance with the Remuneration package is competitive and complies with the remuneration Policy that was approved and ratified by the shareholders. The policy is available through the corporate web page of the Company.
- **With respect to Nominations**
 - a) Regularly review the structure, size and composition (including the skills, experience, independence, knowledge, and diversity, including gender) of the Board and make recommendations to the Board with regard to any changes that are deemed necessary.
 - b) Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- **With respect to Appointments to the Board**
 - a) Assess the qualifications, background knowledge, and experience necessary to sit on the Board, defining, accordingly, the duties and qualifications required of the candidates to fill each vacancy, according to the Fit and Proper Policy of the Company that is available through the corporate web page of the Company.
 - b) Consider possible candidates to fill vacancies for the position of director, provided that the BNRC may as well independently search for and consider alternative candidates for such position. Such Directors are, for the avoidance of doubt, to be appointed upon a decision of the Shareholder of the REIT Manager.
 - c) Examine or organise, in the manner it deems appropriate, the succession of the Chairman and CEO and, if appropriate, make proposals to the Board for such succession to take place in an orderly and well-planned manner.
 - d) Ensure that due diligence is carried out on the candidate for directorship and CEO to ensure compliance with the regulatory requirements set by the Authorities.
 - e) Ensure compliance with Bursa Malaysia's requirement towards 30% female presence on the Board by the year 2027.

BOARD NOMINATION AND REMUNERATION COMMITTEE REPORT

- **With Respect to Induction and Training**

The Committee shall ensure that all new directors undertake an appropriate on-boarding Directors Programme and the Mandatory Accreditation Programme (Bursa Malaysia) to ensure that they are fully informed about strategic and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a director and consider any training requirements for the Board as a whole.

- **With Respect to conflicts of interest**

The Committee shall:

- a) Before the appointment of a director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest.
- b) Consider and, if appropriate, authorise situational conflicts of interest of directors and potential directors.

- **With Respect to the Board Evaluation**

The Committee shall:

- a) Assist the Chairman of the Board with the implementation of an annual evaluation process.
- b) Review the results of the Board performance evaluation process that relate to the composition of the Board.

MATTERS DISCUSSED BY THE BNRC IN THE FY2023

In 2023, the BNRC, in the performance of its duties in accordance with the scope of responsibilities specified in the BNRC Charter as approved by the Board, convened its 4 meetings to consider the significant matters and report the results to the Board that can be summarised as follows:

- a) Establishment of Key Performance Indicators (“KPIs”) of the Company as well as the CEO based on the approved strategic planning;
- b) Review of the Company’s organisation structure that can support the growth and target of the Fund;
- c) Review of the Board/Board’s Committees composition and establishment of the Board Sustainability Committee (“BSC”);
- d) Compliance with the requirement in relation to gender diversity (woman director) on the Board;
- e) Review of the performance evaluation on the Board;
- f) Succession planning of the company secretary; and
- g) Review of the Company’s employees’ satisfaction survey.

In this regard, the BNRC has performed its duties independently in accordance with good corporate governance principles and ensuring transparency to build the confidence of shareholders and all stakeholders.

EVALUATION OF THE FUNCTIONING AND PERFORMANCE OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

It is a standard practice for the Board to distribute an annual questionnaire at the end of each financial year through the Secretariat of the Board which, amongst other sections, includes a self-assessment, with a series of questions that also enable compliance with the various annual reports of the Committee and the Board.

The Board performed the annual questionnaire and the self-assessment for FY2023, in order to analyse the Board’s effectiveness and composition and to identify opportunities for improvement to ensure proper compliance with the existing obligations or recommendations in this area.

BOARD NOMINATION AND REMUNERATION COMMITTEE REPORT

The questionnaire used a self-assessment approach on subjective and objective information related to the functioning of the Board and its Committees, among others:

- a) Functioning of the Board, with questions related to the Board's effectiveness and internal functioning.
- b) Structure and composition of the Board, comprising questions to obtain the Directors' opinion on the Board's structure and composition, and the capacities, professional profile of its members, and areas of competencies in order to perform their duties on the Board.
- c) Board of Directors Committees, where the Directors are asked to evaluate the performance of the functions of the BARC, the BIC, and the BNRC.
- d) Board of Director's agenda, where Directors are asked about the Board's performance in areas or matters within its scope, such as the current corporate governance model, environmental, social, and corporate policy (ESG), involvement in the design and approval of strategy in financial and investment policies, monitoring of the risk map (in all its areas), dividend policy and capital structure and their participation in decision-making in significant transactions, among other matters.
- e) Chairman of the Board and CEO, where the Directors are asked for their views on the performance of these two positions and fulfilment of responsibilities.
- f) Other areas, with questions relating to the Board's response to the industry crisis and improvement opportunities or aspects to be developed in the future.

The responses are generally positive and supportive, without prejudice to the Chairman and the CEO, taking into consideration going forward some of the suggestions made regarding the functioning of the Board.

CONCLUSION

During the FY2023, there have been no circumstances or situations in the areas of responsibility and competence of the Committee that required its intervention and/or report to the Board. The succession planning of the Board, senior management team as well as gender diversity are the two areas of relevance on which the Committee will continue to work throughout the FY2024.

BOARD SUSTAINABILITY COMMITTEE REPORT

The Board, set up the Board Sustainability Committee (“BSC”) in August 2023 to enable greater focus and in-depth discussions at the highest level on material sustainability and climate-related matters that have been identified within the Real Estate & Infrastructure Division (“REID”) of JCorp. The setting up of the BSC will enable the REIT Manager to embed sustainability elements within the REIT’s core functions and to ensure coherence in making sustainability a key consideration in setting the REIT’s strategic direction and making business decisions. Prior to 2023, the Board of DRMSB had direct oversight of sustainability matters.

The primary role of the BSC is to assist the Board in driving the REIT’s sustainability and climate-related agenda and providing oversight of material Environmental, Social and Governance (“ESG”) matters across the Group’s business strategies, operations, and decision-making process.

Apart from the BSC, the BARC also deals with sustainability-related issues. The roles that they play are detailed out below:

Board Sustainability Committee	Board Audit and Risk Committee
<ul style="list-style-type: none"> Oversees the development and implementation of strategies including sustainability strategies. Also oversees the business plans and key initiatives having regard to sustainability considerations, in line with the MCCG. 	<ul style="list-style-type: none"> Oversee the risk management framework and policies, which includes keeping abreast with new or emerging trends, as well as reviewing, monitoring and assessing the control effectiveness of the key risks such as sustainability- and climate-related risks. Also oversees the Compliance, Business Continuity Management (“BCM”), and Integrity and governance functions.

COMPOSITION

The Board Sustainability Committee composition is as shown below:

Members

- Lailatul Azma binti Abdullah
Chairman/Independent Non-Executive Director
- Datuk Hashim bin Wahir
Independent Non-Executive Director
- Ng Yan Chuan
Non-Independent Non-Executive Director

Secretaries

- Nuraliza binti Abd Rahman
- Rohaya binti Jaafar

All members have extensive leadership experience and a strong understanding of sustainability matters. Lailatul Azma binti Abdullah and Datuk Hashim bin Wahir have both completed the Mandatory Accreditation Programme Part II: Leading for Impact (LIP), which aims to provide directors with the foundation to address sustainability risks and opportunities effectively and exert better oversight over companies' material sustainability matters. Ng Yan Chuan is set to complete the above training in 2024.

The BSC members were appointed by the Board. The Board elected a chairman who is an independent director and who is not the Chairman of the Board.

The Board via the BNRC and the Chairman of the BSC herself, annually reviews the terms of office and performance of the BSC and its members through an effectiveness evaluation exercise. The BNRC assessed the BSC’s performance for the FY2023 and was satisfied that the BSC and its members have discharged their functions, duties, and responsibilities under the BSC’s Terms of Reference.

BOARD SUSTAINABILITY COMMITTEE REPORT

MEETINGS AND ATTENDANCE

Number of Meetings Held and Details of Attendance

The BSC shall meet at least four times annually or such other intervals as the Committee shall decide, of which one-third of the attendance of the committee present shall form a quorum.

The BSC held two regular meetings during the FY2023 which were attended by all members.

During the financial year, the details of attendance are as follows:

No	BSC Members	Date of Meetings	
		17 Aug 2023	15 Nov 2023
1	Lailatul Azma binti Abdullah	✓	✓
2	Datuk Hashim bin Wahir	✓	✓
3	Ng Yan Chuan	✓	✓

Terms of Reference

The duties and responsibilities of the BSC are set out in its Terms of Reference, which is accessible in the Corporate Governance section, on the website at www.alsalamreit.com.my.

SUMMARY OF WORK CARRIED OUT DURING THE FINANCIAL YEAR

Following our strategic planning cycle, the REIT conducts a comprehensive materiality analysis every three years, to identify, understand and prioritise the economic, environmental, and social matters that are significant to our business and stakeholders. The materiality assessment approach represents a core component of the sustainability management process as it helps to align business strategies, performance management, and reporting.

The BSC also carries out an annual pulse check on the material matters to ensure the issues identified reflect evolving stakeholder priorities and value/impact creation potential, as well as anticipate relevant megatrends. The latest comprehensive materiality assessment was conducted in the year under review.

In summary, the BSC has carried out the following work during the FY2023 in the discharge of its functions and duties:

1. Discussed the assessment of Common and Sector Specific Material Sustainability Matters as per requirements under the Bursa's Sustainability Reporting Guide and monitor and track the ESG initiatives under the identified categories.
2. Reviewed and evaluate ESG-related risk including climate change risks via assessment of environmental, economic, and social impact by monitoring the use of resources, waste management, and biodiversity impacts (if any) in its acquisition, AEI, expansion and upgrading of existing assets, selection of tenants and vendors, etc.
3. Monitored Health and safety including the physical and mental well-being of the employees, part-time employees, and contractors as well as the security of the Company's assets.
4. Reviewed policies including ethnic and gender diversity (as per the Company's policy on diversity and inclusion) at the workplace and Boardroom.
5. Supported a healthy working environment by promoting a work-life balance and mental health.
6. Encouraged giving-back programmes to communities including community volunteerism and charitable donations.

BOARD SUSTAINABILITY COMMITTEE REPORT

7. Ensured ethical business conduct via enforcement of policies such as Code of Business Ethics, Anti-Bribery and Corruption, Whistleblowing and No Gift & Entertainment.
8. Ensured that sustainable developments including the use of environmentally responsible materials in the Company's development projects and the incorporation of sustainable practices throughout the lifecycle of a property.
9. Monitored and track the ESG initiatives in Supply Chain Management System and processes.
10. Evaluated and endorsed proposals on ESG initiatives for the Board's approval.
11. Reviewed the Sustainability Statement, for inclusion in the Annual Report.

Summary of Matters Discussed by the BSC during the Year under Review:

ITEMS DISCUSSED	16 Aug 2023	15 Nov 2023
Review of Sustainability Policy/Framework	●	
Status Updates on Materiality Matters	●	●
Strategic Planning: ESG Roadmap and Action Plan	●	●
GBI certification of properties/buildings	●	●
Implementation of the Green Lease Programme		●
ESG Compliance with Company Policies and Statutory Requirements	●	●
ESG Training Needs and Competency Enhancements	●	●

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

Highlights

Pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors of Listed Companies is required to include in their annual report, a statement about the state of risk management and internal control of the listed issuer.

Accordingly, the Board of Directors of the Manager is pleased to provide the following statement that has been prepared in accordance with the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers endorsed by Bursa Securities and taking into consideration the recommendations of the MCCG 2021.

This Statement was prepared in compliance with Recommendation 6.1 states that the board should establish a sound framework to manage risk, which among others, also outlines the role of the Board, the Chief Executive Officer ("CEO"), and the Chief Financial Officer ("CFO") in:

- Determining the company's level of risk tolerance and actively identifying,
- Assessment and monitoring key business risks to safeguard shareholders' investments and the company's assets;
- Demonstrating commitment towards articulating, implementing, and reviewing the company's internal control system;
- Implementing periodic testing of the effectiveness and efficiency of the internal control procedures and
- Processes must be conducted to ensure that the system is viable and robust; and
- The board should disclose in the annual report the main features of the company's risk
- Management framework and internal control system.

The Board is satisfied that the REIT Manager:

- Has applied all processes for identifying, evaluating, and managing the significant risks faced by the company in its achievement of objectives and strategies;
- Has reviewed the risk management and internal control system and confirmed that necessary actions have been or are being taken to remedy any significant failings or weaknesses identified from that review;
- Has undertaken a review of the adequacy and effectiveness of the risk management and internal control system;

The board confirmed that it has received assurance from the CEO and the Head of Finance on whether the company's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the company.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

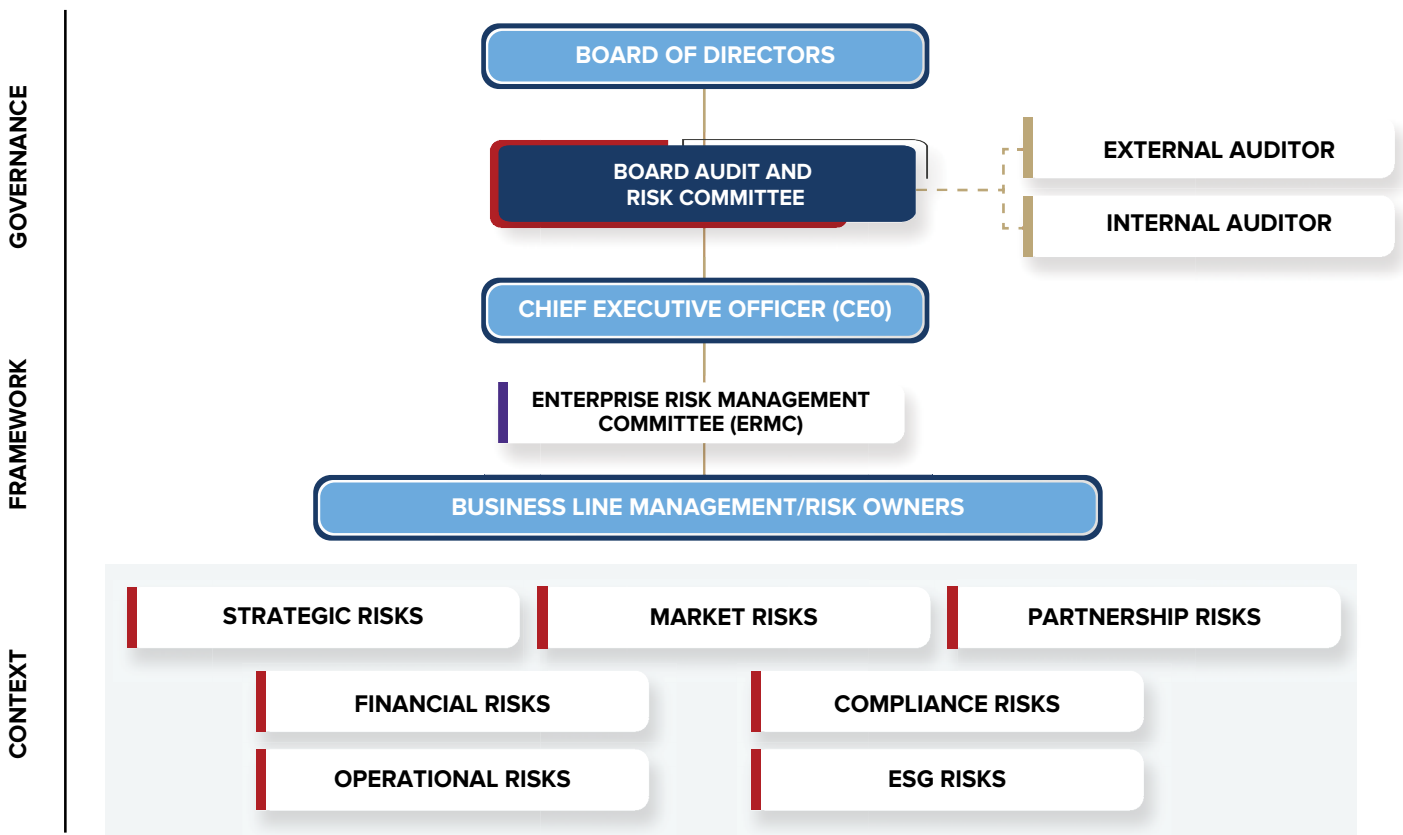
BOARD'S RESPONSIBILITIES

The board of directors and senior management practices risk management as an integral part of objective setting and optimisation of performance. To achieve a sound system of risk management and internal control, the board and management ensure that the risk management and control framework is embedded into the culture, core processes, and structures of the company. The framework is designed to be responsive to changes in the business environment, focussed on effective risk oversight and setting the tone and culture towards effective risk management and internal control.

The Board's approach towards overseeing the Group's risk management framework and internal control systems is by designing the REIT's risk appetite within the acceptable level of tolerance set by the Board and Management, rather than eliminating totally the risks of failure, in order to achieve the goals and objectives in generating potential returns to unitholders and ensuring a stellar financial performance of the REIT.

THE GOVERNANCE STRUCTURE

The Governance Structure for the Risk Management and Internal Control is depicted below:



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

The governance structure dictates the segregation of the roles and responsibilities of the Board, BARC, the ERM and other key personnel; which are summarised as below:

The Board and the BARC	
Responsibilities	Governing overall risk oversight responsibility including defining the appropriate governance structure and risk appetite.
Process	<ul style="list-style-type: none"> • Articulates and provides direction on risk appetite, organisational control environment and risk culture. • Provide an independent view on specific risk and control issues, the state of internal controls, trends and events



Internal Audit	
Responsibilities	<ul style="list-style-type: none"> • Provide independent assurance design and effectiveness on an organisation's risk management, governance and internal control processes are operating effectively. • Assurance about design and effectiveness
Process	Perform risk-based internal audit and independent reporting to Management and BARC



ERM/ Compliance & Risk Management Department	
Responsibilities	<ul style="list-style-type: none"> • Oversees the operationalisation of risk management strategies as well as frameworks and policies. • Independent reporting to the management and BARC • Advisor to Business Line Management/Risk Owners
Process	Monitors the consistent enforcement of ERM policy, reviews and endorses risk parameters, risk appetite, risk profile, and treatment options and risk action plans.



Business Line Management/ Risk Owners	
Responsibilities	<ul style="list-style-type: none"> • The Senior Management is primarily responsible for managing process, • They are also responsible for controlling risks by using business control and compliance frameworks, implementing internal control processes, and adequate control • Manage day-to-day risk inherent in business activities as guided by the established risk strategies, frameworks, and policies
Process	Identification and assessment of risk, implementation, and monitoring of risk action plans.

The Board also carries out an annual assessment of risk management and internal control on all significant aspects of risks and internal control of the REIT in its Strategic Planning report, particularly on:

- The nature and extent of significant risks, in the current and upcoming years;
- The company's ability to respond to changes in its business and the external environment;
- The work of its internal audit and risk management (where applicable) units and other assurance providers;
- The incidence of significant control failings or weaknesses that were identified at any time and their impact on the company's performance or condition (financial or otherwise);
- Any events that impacted the achievement of objectives that were not anticipated by management; and
- The adequacy and effectiveness of the risk management and internal control policies as a whole.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

RISK MANAGEMENT

The Board Audit and Risk Committee

The review of the effectiveness of risk management and internal control is carried out at least quarterly. The board delegates its role in the review process to the BARC, which is chaired by an Independent Director who is also a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants. The board as a whole, is committed and responsible for the execution of the delegated role of the BARC primarily related to the outcome of the review and disclosure of key risks and internal control.

The main responsibilities of the BARC are:

- To assist the Board in ensuring a sound and robust Enterprise Risk Management framework and its implementation to enhance risk-based Corporate Governance practices. The Terms of Reference and main duties of the BARC about risk management are detailed on the website at www.alsalamreit.com.my.
- To assist the Board in assessing the effectiveness of the Group's internal control systems and overseeing the financial reporting. The BARC also reviews the adequacy and integrity of the Group's internal control systems and management information systems, including compliance with applicable laws, rules, directives, and guidelines through internal audit functions.

The BARC with the Board Investment Committee, after deliberation with the Management also sets the risk appetite parameters revolving around key risk areas: Strategic, Finance, Operations, Compliance, Market, Partnerships, and ESG (Environmental, Social, and Governance) Risks.

The Enterprise Risk Management Committee

The ERMIC supports the BARC in carrying out its oversight role. The ERMIC ensures implementation and compliance with the Enterprise Risk Management Frameworks, enterprise risk management programmes, and monitoring of risk mitigation performance. The ERMIC also sets the strict direction for risk roles, responsibilities, and risk reporting structures within the organisation.

The ERMIC meeting, is chaired by the CEO and comprise of respective head of departments and/or Risk Owners. The function of the ERMIC is to drive risk management guided by the ERM Policy and Framework to ensure effective identification of emerging risks and management of identified risks through the implementation of appropriate controls and risk treatment strategies.

The discussions relating to risk management, and risk profiles are carried out through the ERMIC which sits every quarter. Apart from focusing on risk management and external/internal audit matters, the ERMIC also monitors Business Continuity Management Issues and Whistle-blowing channels. To ensure transparency and objectivity concerning whistle-blowing and fraud detection, all reports will be channelled directly to the Integrity Officer and the Chairman of the BARC.

The ERMIC and the BARC, when reviewing the management reports, assesses the following:

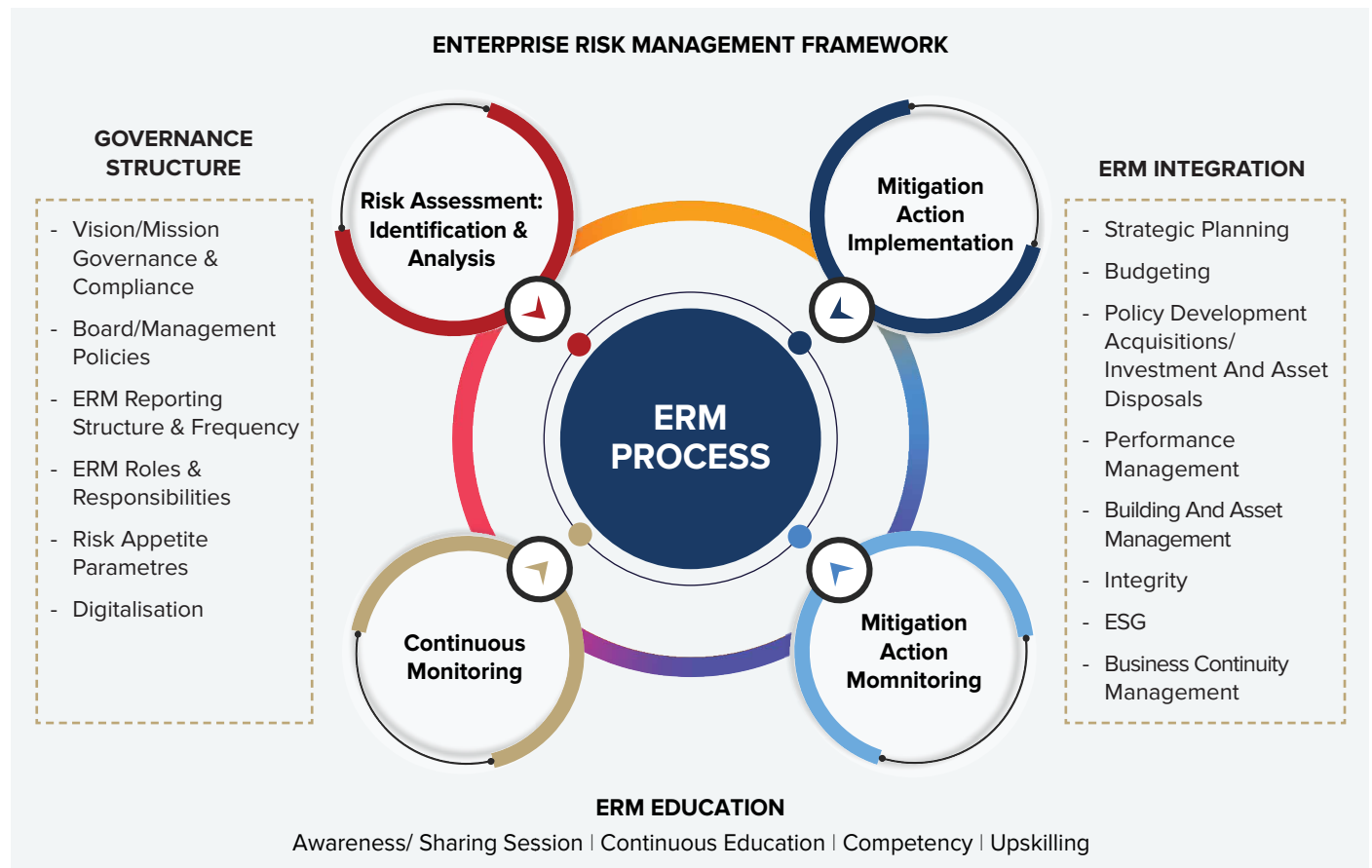
- Consider what the significant risks are and assess how they have been identified, evaluated and managed;
- Assess the effectiveness of the related system of internal control in managing the significant risks, having regard in particular to any significant failings or weaknesses in internal control that have been reported;
- Consider whether necessary actions are being taken promptly to remedy any significant failings or weaknesses;
- Consider whether early warning indicators are in place to alert management of potential risk events and whether these indicators have been effectively communicated throughout the company;
- Assess whether management's processes provide reasonable assurance that significant risks which impact the company's strategies and objectives are within levels appropriate to the company's business and approved by the board.
- Consider whether the findings indicate a need for more extensive monitoring of the system of risk management and internal control; and
- Evaluate the possibility of emerging risks likely to happen in the future and the need to put in place the appropriate controls.

The ERMIC makes periodic reports to both the BARC risk management issues/ mitigation actions undertaken to keep the BARC apprised and advised of all aspects of the enterprise risk management, and significant risks and risk trends.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

Enterprise Risk Management ("ERM") Framework

The framework was designed towards a sound system of risk management and internal control which are responsive to changes in the business environment, industrial trends, and the governance eco-system.



The objectives of ERM Framework are to ensure:

- A common and consistent approach for the management of risks is adopted within DRMSB
- The management of risk contributes to the quality of performance and continuous improvement of DRMSB businesses, its operations, and delivery of services and products; and
- All significant risks are identified, evaluated, managed, and reported in a timely manner.

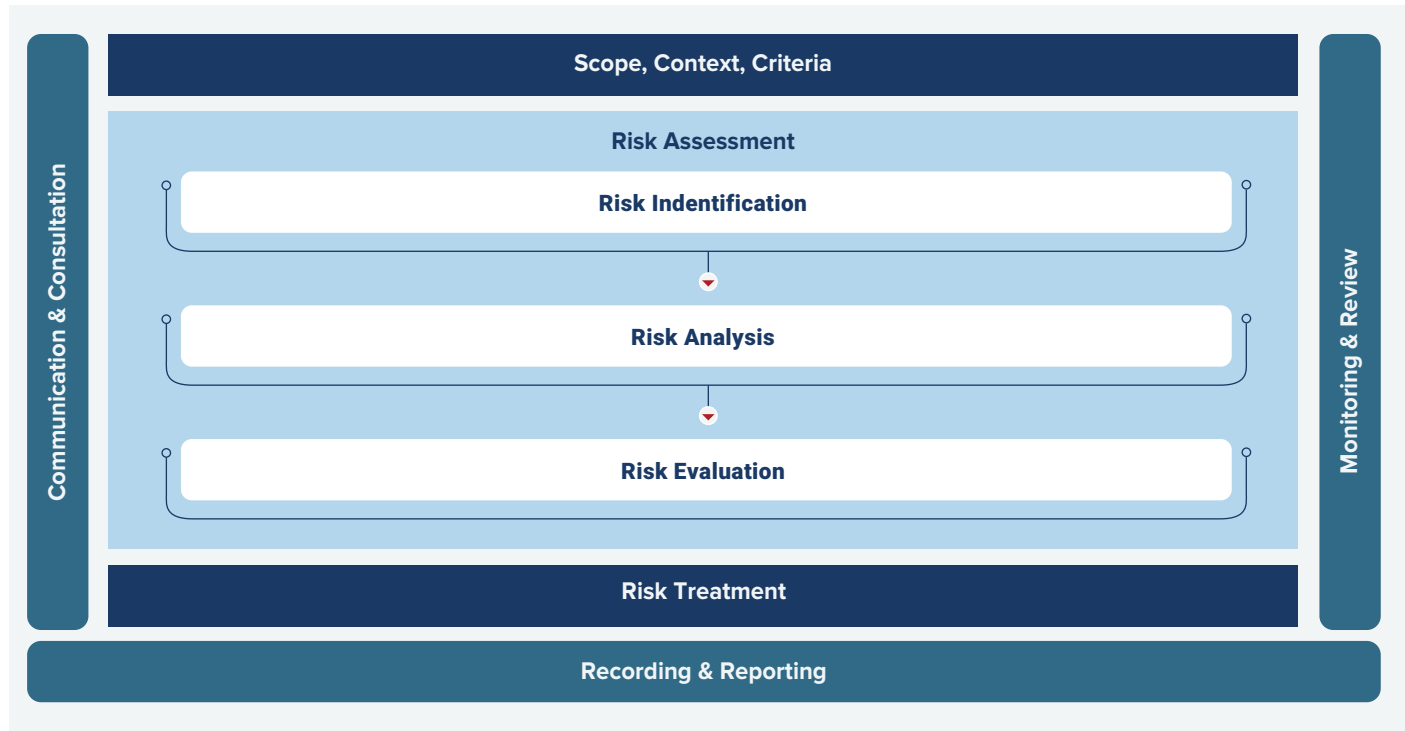
The above objectives will be achieved via:

- Periodic reporting to the BARC/ Board on risk management activities and keep the Board apprised and advised of all aspects of ERM and significant individual risks and risk trends;
- Provision of adequate and suitable resources, including tool(s) and manpower to ensure the ERM framework and system are operating effectively;
- Provision of adequate education and communication to ensure staff comprehend the requirements, benefits, and their role and responsibilities for risk management; and
- Maintaining documented risk information (via risk registers and risk action plans) and procedures for the control of risks.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

The ERM Framework is communicated, integrated, and cascaded to all levels each plays its role in in managing risks concerning business processes in the areas of Strategic Planning, Budgeting, Policy Development, Acquisitions/ Investment and Asset Disposals, Performance Management, Building and Asset Management, Integrity, ESG and Business Continuity Management.

The diagramme below shows the process to be undertaken in preparing a Risk Profile:



The processes involved in the ERM are summarise below:

- | | | |
|--------------------------------------|---|--|
| Risk Identification | : | Finding, recognising, and describing the risks that could affect the achievement of an organisation's objectives. During the risk identification process, it is important to identify the risks associated with not pursuing an opportunity. |
| Risk Analysis | : | Risk shall be analysed and assessed to determine the Risk Rating. The risk analysis should start with determining the root causes/sources of risk, assessing the likelihood and impact to produce a Gross Risk Rating (the risk rated before any preventive/ recovery measures are implemented). |
| Risk Evaluation | : | Risk evaluation involves the exercise of determining the existing key controls on the identified risk, defining the existing Control Effectiveness and the likelihood and impact of producing the Residual Risk Rating. All risk profiles will be rated based on two parametres: Likelihood that the risk will occur X the impact that it has on the business. Ratings of the risks will be tabulated to produce a heat map. |
| The Risk Action Plan/Mitigation Plan | : | The Risk Mitigation Plan identifies the parties responsible and the timeline for the plan implementation. |

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

Monitoring : Risk monitoring, review, and reporting shall be performed periodically. The frequency of reporting is
 Risk Mitigation summarised as per table below:
 Performance

Risk Reporting Frequency

Reporting Party	Reporting To	Frequency of Reporting	Reports to Be Submitted
BARC	BOD	Quarterly	<ul style="list-style-type: none"> • “Very High” Risk Profile • Status of Mitigation Plan • Project Risk • Special Risk Report on need basis
ERMC	CEO, BARC	Quarterly	<ul style="list-style-type: none"> • Updated risk profile and Risk Registers • Risk action plan and Status Updates • Special Risk Reports (when required)
Risk Owners	ERMC	Monthly	<ul style="list-style-type: none"> • Updated risk profile and Risk Registers • Risk action plan and Status Updates (when required) • Special Risk Reports (when required)
Co-Owners	Risk Owners	Monthly	<ul style="list-style-type: none"> • Updated risk profile and Risk Registers • Risk action plan and Status Updates (when required) • Special Risk Reports (when required)

The ERM process evaluation is undertaken by the ERMC every quarterly to assess and evaluate risks that may impede the Group from achieving its strategic and operational objectives, as well as developing action plans to mitigate such risks and to monitor Mitigation Performance.

In ensuring that there is consistency in the methods used in managing risks throughout the organisation, both at the strategic and operational levels risk appetites were pre-determined to ascertain that the risk management efforts are aligned with the REIT’s business objectives.

An expansion of risk appetite parameters and mitigation actions that relates to assets acquisitions/ disposals, joint ventures, business diversification and other corporate exercises deliberated and taken into consideration by the Management and the Board Investment Committee and the Board when recommending and approving the proposals.

While the Management team members are accountable for risk management in their particular portfolios, responsibility for good risk management rests with every staff member.

Risk Owners are required to identify and effectively manage risk related to their core departmental activities. This is done to achieve an appropriate balance between realising opportunities for gains while minimising losses to the REIT.

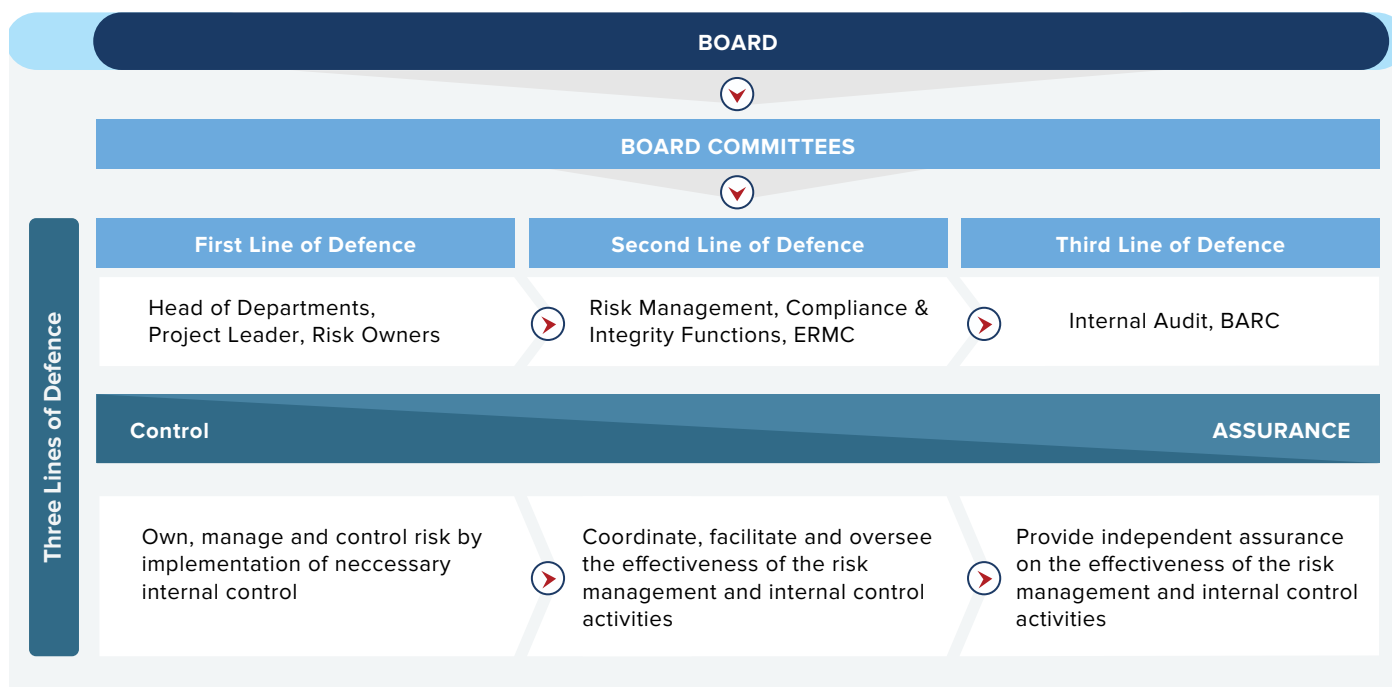
STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

INTERNAL CONTROL SYSTEMS

The Board and Management are committed to maintaining an effective internal control environment by continuously enhancing the design of internal control systems to ensure that they are relevant and effective to promote operational agility while ensuring corporate governance and compliance with regulatory guidelines. The internal control policy is designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- Effectiveness and efficiency of operations
- Reliability of financial reporting
- Compliance with applicable laws and regulations

The REIT Managers' practice of strong internal control is guided by the model of "Three Lines of Defence" as shown below:



1st Level of Defence: Business Line Management

- The Senior Management, who are also Head of Departments and members of the ERMC forms the 1st line of defence, primarily responsible for managing processes.
- They are also responsible for controlling risks by using business control and compliance frameworks, implementing internal control processes, and adequate control.

2nd Level of Defence: Risk Management Department and ERMC

- Responsible for setting ERM Framework and setting of risk appetite/tolerance level
- Independent reporting to the CEO and ERMC
- Advisor to 1st line

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

3rd Level of Defence: Internal Audit and BARC

- Assurance about mitigation effectiveness
- Reporting to BARC
- Advisory role to improve process

Key Features of Internal Control

The key elements and/or features of the internal control system established for maintaining strong corporate governance are as follows:

(a) Organisation Structure and Reporting Lines

The organisation structure and delegation of responsibilities are communicated across all levels, from the Board to the project/ risk owners in the organisation which set out, amongst others, authorisation levels, segregation of duties and other risk and control procedures.

The Board and Board Committees are supported operationally by the Management Committee headed by the CEO. The Management Committee meeting ("MCM") convenes on a fortnightly basis to discuss on strategic business plans, ongoing operational matters and the REIT's financial performance hence has oversight of the REIT's operations and maintenance of effective control. In addition, ad-hoc meetings to discuss the progress of high-risk corporate projects and exercises. In the absence of the CEO, the Management Committee meetings are chaired by the General Manager as an Acting Chairman.

(b) Internal Audit

To ensure an independent and objective assurance of the adequacy and effectiveness of the internal control system, the REIT Manager outsources the internal audit function of the REIT to an independent professional consulting firm, Messrs. PKF Risk Management Sdn Bhd ("PKF"). PKF adopts the International Professional Practices Framework ("IPPF") in carrying out internal audit assignments by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, internal controls, and governance processes.

The team from PKF is led by Dr. Wong Ka Fee, the Director of Risk and Governance Advisory. He possessed doctoral degree in Behavioural Finance and Master of Science in Management Consultancy. Dr. Wong Ka Fee has over 15 years of experience in a wide range of governance advisory, risk and internal audit work. The Internal Audit Team ("IAT") at PKF consists of 10 permanent internal audit personnel staff who are qualified in the areas of internal audit and assurance. All the internal PKF audit personnel involved are free from any relationships or conflicts of interest, which could impair their objectivity and independence.

Audit reviews and engagements are carried out based on a risk-based annual internal audit plan approved by the BARC. PKF executes the audit engagements with regard to risk exposures, compliance with policies and procedures, relevant laws and regulations, and against best practices. PKF then provides the BARC with periodic reports, highlighting observations, recommendations and action plans to improve the organisation's internal control system. In addition, special reviews and scope extensions were also undertaken as required by the BARC and management.

(c) The Standard Operating Procedures

The Standard Operating Procedures with specified roles and responsibilities in the reporting structure incorporate the elements of checks and balances which are aligned to the business and compliance requirements.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

(d) Policies & Frameworks

Documented policies and procedures are also in place subject to review every now and then to ensure that it maintains their effectiveness to support the REIT's business activities.

The Manager has revised the following policies and frameworks in the year under review:

- The Limit of Authority ("LOA") Manual: The policy was reviewed by the Management and tabled & approved by the Board of Directors on 18 April 2023.
- ERM Policy & Framework: The policy was reviewed by the Management and tabled to the BARC on 17 August 2023 and approved by the Board of Directors on 1 June 2023.
- Procurement Policy: The policy was reviewed by the Management and tabled to the BARC on 16 November 2023 and approved by the Board of Directors on 30 November 2023.
- Investment Policy: The policy was reviewed by the Management and tabled to the BARC on 16 November 2023 and approved by the Board of Directors on the 1 of December 2022.

(e) Digitalisation

ICT Policy & Compliance

The REIT Manager adheres to JCorp Group policy and adopts the JCorp digitalisation and IT strategy, approach and digital maturity roadmap. The Internal ICT audit and system are monitored reviewed yearly to ensure compliance and standard operating policy and procedures.

Business Continuity Management & Disaster Recovery Plan

The annual testing on data recovery is undertaken annually, and the results are monitored and presented by the appointed outsourced service provider at the Management Committee Meeting and the BARC. Risk-related issues, if any would be escalated to the Board and the regulatory bodies immediately.

Cybersecurity & Awareness

As part of prevention activity, the JCorp Group has conducted an overall assessment, i.e. penetration test, on the ICT systems (hardware and software) and from the results with recommendations, measures have taken place to proactively monitor, prevent, contain and recover from vulnerabilities. ICT awareness campaign was also implemented through education and announcements, to make business users cautious about hackers.

(f) Monitoring of Operational Performance and Financial Targets

Strategic Planning and Mid-year Review

The Strategic Planning and Mid-year Review are prepared by the Manager on an annual basis and tabled to a special Board meeting for approval. Analysis and reporting of variances against budget are presented to the Board and the Trustee quarterly, which form part of the monitoring mechanism and mitigation of any risk/ fallback from the financial targets.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

Financial Monitoring, Reporting and Reviewing

Quarterly and annual financial statements containing key financial results as well as operational performance results of the REIT are prepared and reported to the BARC and the Board. Mandatory announcements on key corporate exercises and financial results were made on time in the year under review.

At the Management level, monthly coordination meetings on finance matters including credit collection and financial statements are diligently conducted to monitor, mitigate and carry out appropriate actions taken.

Engagement with the Stakeholders

Quarterly meetings with the Trustee are carried out to discuss the operational and financial performance of the REIT and the properties. During the year under review, two meetings with the Trustee were carried out on 30 March 2023 & 9 November 2023.

Timely company briefings with analysts are conducted to apprise the shareholders, stakeholders, and general public of the REIT's performance while promoting transparency and open discussion. During the year under review, 13 company briefings were carried out on the following dates: 16 January, 27 February, 9 March, 26 May, 22 August, 25 August, 2-3 June, 23 October, 24 October, 25 October, 27 October, 31 October 2023.

(g) Human Capital and Talent Management

Governance & Reporting Structure

The HR Department reports every quarter to the REID Group Chief Human Development Officer, who holds a strategic function in ensuring that human capital and talent management plans are aligned with the Business. The REID Group is responsible for the formulation, implementation, monitoring, and review of the overall human resources strategy. The scope covers from entire employee life cycle from Talent Acquisition, Performance Management.

Talent Development and drives Organisational change in building organisational capabilities.

Reward & Recognition

Establishing a clear system on how to measure employees' performance is key in sustaining a business model based on a "exponential growth agenda". The company uses a Key Performance Indicator ("KPI") system as part of the Performance Management System ("PMS") which starts with an Annual Planning cycle. The KPI System embeds the culture of accountability with KPIs scoring distributed across individuals / functions and organisation's achievement.

The 360 degrees performance appraisal are currently in practice to provides each employee the opportunity to give performance feedback on his or her supervisor's or manager' and peers.

Succession Planning

Leadership Development is a key priority and the company follows a strategic framework that feeds into the Succession Planning process. Succession Planning is done for key roles and it's a partnership discussion between the REID Group Human Resource, the Board Nomination and Remuneration Committee, the CEO, and the Head of Departments.

To ensure competency among the successors, a fit and proper policy is enforced as a guide for directors, director candidates, Shariah Adviser(s), CEO/ Principal Officers, and CMSRL holders as well as future leaders at the organisation.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

Employee Safety & Health

The Human Resource Unit is in charge of the Safety & Health issues at the operating level to address and ensure compliance with Occupational Safety and Health policies and procedures, with a goal to facilitate the provision of a safe and healthy working environment for all employees and other related parties in compliance with the requirements of the Occupational Safety and Health Act 1994. The manager approved the document archiving in November 2023 to eliminate the hazard from overload office space. This is a continuous program to ensure workplace condition remain practical. Following the new normal brought about by the COVID-19 pandemic, the Manager has taken a prudent approach in ensuring that where employees are to Work from Home (WFH), where applicable, proper equipment, safety training and policies are provided or in place, to ensure the employee's health, safety and welfare are accordingly protected in the course of their work.

The Manager undertakes adequate insurance coverage on both its employees and assets to ensure both are sufficiently insured against any losses arising from various perils faced in the Manager's/ REIT's operations.

(h) Outsourcing Functions to Third-Party Service Providers

The REIT Manager entered into a few outsourcing arrangements that involved entrusting specific tasks, functions, or processes to external partners or third-party service providers. The objectives of these arrangements are to leverage the benefit from the partner's expertise, infrastructure, and economies of scale to improve cost efficiency to enable the organisation to focus more on core operations.

To mitigate the risks that these arrangements have on the company's performance, the REIT Manager has set up the following controls:

Fit & Proper

- Ensure that the service providers are professionally qualified to carry out the services
- Carry out due diligence exercises which include background checks on the service providers, which may include background checks on the person or entity, a document verification process, or conducting interviews with the person to be appointed to undertake the key role in providing the services.
- Undertake an ESG compliance assessment on the potential service providers to ensure that there is no environmental risks in the service providers' activities
- Require the service provider to sign a vendor Integrity Pledge to ensure compliance to policies relating to Anti-Bribery & Anti-Corruption, No-Gift, No Entertainment and Whistle-blowing Policy. This is a part and parcel to combat bribery and corruption in an organisation.
- Ensure that the service providers comply with other governance requirements such as undertaking data privacy protection as part of the contract terms. This aligns with the REIT's pledge to enforce its Personal Data Protection (PDP) Policy in providing assurance to its data owners – tenants, directors, and employees that their personal data will be safeguarded and protected by the REIT. In addition, the company also requires service providers to take cognizant of the Anti-Money Laundering and Anti-Terrorism Financing Policy and all applicable laws to commensurate with the nature of the Company's businesses and activities.

Quality Assurance and Managing Performance

- Conduct an annual performance assessment on the service providers and tabling the result to the Management Committee and the Board
- In addition, the senior management team conducts regular discussions with property, maintenance, and service managers to discuss issues for improvement and to promote better understanding to facilitate cognizance in decision-making capability. During the year under review, two (2) meetings with the Maintenance Manager were carried out on 10 May, & 2 August 2023.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROLS

BOARD COMMENTARY AND OPINION

For the financial year under review, the Board has received written assurance from the CEO, the Head of Finance that the REIT's enterprise risk management and internal control systems, in all material aspects, are operating adequately and effectively. There were no material control failures or adverse compliance events that directly resulted in any material loss to the Group.

Taking into consideration the information and assurance given by the CEO and the Head of Finance, the Board is satisfied that the enterprise risk management and internal control systems in place for the year under review and up to the date of approval of this Statement are sound and effective to safeguard the interest of all shareholders, the REIT's assets, and other stakeholders.

The following oversight mechanisms and information have been compiled for the Board's oversight processes:

- Periodic review of financial information covering financial performance and quarterly financial results;
- BARC's oversight of risk management framework, changes in risk magnitudes, and status of management implementation of risk mitigation plan;
- Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks;
- BARC's review and consultation with Management on the integrity of the financial results and audited financial statements;
- audit findings and reports on the review of systems of internal control provided by the internal auditors and the status of Management's implementation of the audit recommendations; and
- Management's assurance that the Group's risk management and internal control systems, including systems for compliance with applicable laws, regulations, rules directives, and guidelines have been operated adequately, effectively, and with integrity, in all material respects.

The Board will continue to monitor all major risks affecting the Group take necessary measures to mitigate them and continue to enhance the adequacy and effectiveness of the risk management and internal control systems of the Group.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors have performed limited assurance procedures on this Statement on Risk Management and Internal Control ("Statement") in accordance with Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and AAPG 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report.

They have reported to the Boards that nothing has come to their attention that causes them to believe the Statement intended to be included in the Annual Report is not prepared, in all material respects, following the disclosures required by Paragraphs 41 and 42 of Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers nor is the Statement factually inaccurate.

This Statement is made in accordance with the resolution of the Board of Directors on 22 February 2024.

ADDITIONAL COMPLIANCE INFORMATION

The information set out below is disclosed in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Securities Commission's Guidelines on Listed Real Estate Investment Trusts.

Sanctions or Penalties

There was no public sanction or penalty imposed on the Manager.

Status of Utilisation Proceeds Raised from Corporate Proposal

There was no issuance of new units during the FY2023.

Audit and Non-Audit Fees

For information, please refer to pages 135 and 189.

Disclosure in Relation to the Unitholders Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

At an Annual General Meeting held on 18 April 2023, the Company obtained a mandate from its shareholders ("Shareholders' Mandate") for Recurrent Related Party Transactions ("RRPTs") of a revenue or trading nature.

In compliance with Paragraph 10.09(2)(b) and Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), such Shareholders' Mandate is subject to annual renewal and the disclosure in the Annual Report of RRPTs conducted pursuant to the mandate during the financial year ended 31 December 2023 where the aggregate value of such RRPTs is equal to or more than RM1 million or 1% of the relevant percentage ratio for such transactions, whichever is the higher.

Set out below are the relevant RRPTs for which Shareholders' Mandate had been obtained together with a breakdown of the aggregate value of the RRPTs which had been conducted pursuant to the Shareholders Mandate and had met the prescribed threshold.

Transacting Party	Nature of transaction	Nature of Relationship	Value incurred from 3 Mar 2023 (LPD) to 31 Dec 2023 (RM'000)	The aggregate value of transactions during the financial year (RM'000)
JCorp Group	Registrar and secretarial expenses	JCorp is a major unitholder of Al-Salām REIT. The Manager is also indirectly wholly-owned by JCorp.	208	208
	Rental income for renting of office lots and indoor entertainment park at Menara KOMTAR and KOMTAR JBCC	The Interested Directors (save for Dato' Haji Mohd Redza Shah bin Abdul Wahid) are deemed interested by virtue of them being the Directors of DRMSB and being part of the Board and/or senior management of JCorp Group.	4,308	5,428
	Building management and maintenance related costs at Menara KOMTAR, KOMTAR JBCC and @MART KEMPAS.		1,881	2,304
	Technical advisory in relation to project management		171	171

ADDITIONAL COMPLIANCE INFORMATION

Transacting Party	Nature of transaction	Nature of Relationship	Value incurred from 3 Mar 2023 (LPD) to 31 Dec 2023 (RM'000)	The aggregate value of transactions during the financial year (RM'000)
DASB Property Management Sdn Bhd ("DASBPMSB") (formerly known as Synergy Mall Management Sdn Bhd ("SMMSB"))	Property services fee which include, inter-alia, building management and maintenance and lease and tenancy administration	<p>DASBPMSB is a 82.67% owned subsidiary of DASB, the holding company of the Manager. DASB is a wholly-owned subsidiary of JCorp. DASB and JCorp are also the major unitholders of Al-Salām REIT.</p> <p>The Manager is also indirectly wholly-owned by JCorp.</p> <p>The Interested Directors (save for Dato' Haji Mohd Redza Shah bin Abdul Wahid) are deemed interested by virtue of them being the Directors of DRMSB and being part of the Board and/or senior management of JCorp Group.</p> <p>Datuk Sr. Akmal bin Ahmad is the Director of DRMSB, Director of DASB and also part of the senior management of JCorp Group.</p>	3,101	3,689
KPJ Group	Rental income for renting of college building at Bandar Dato' Onn, Johor	<p>JCorp has a total of 43.38% direct and indirect interest in KPJ. KPJ (through JCorp) and JCorp are also the major unitholders of Al-Salām REIT.</p> <p>The Manager is also indirectly wholly-owned by JCorp.</p> <p>The Interested Directors (save for Dato' Haji Mohd Redza Shah bin Abdul Wahid) are deemed interested by virtue of them being the Directors of DRMSB and being part of the Board and/or senior management of JCorp Group.</p> <p>Dato' Haji Mohd Redza Shah bin Abdul Wahid and Shamsul Anuar bin Abdul Majid are the Directors of DRMSB and also Directors of KPJ.</p>	1,899	2,301
QSR Group	Rental income from renting of KFC and Pizza Hut outlets and non-restaurant properties	<p>QSR is a 56.00% associate company of JCorp. The Manager is also indirectly wholly-owned by JCorp.</p> <p>The Interested Directors (save for Dato' Haji Mohd Redza Shah bin Abdul Wahid) are deemed interested by virtue of them being the Directors of DRMSB and being part of the Board and/or senior management of JCorp Group.</p> <p>Shamsul Anuar bin Abdul Majid is the Director of QSR and also Director of DRMSB.</p>	15,802	19,141
Aggregate Value of Transactions			27,371	33,242

SHARIAH ADVISER'S REPORT

TO THE UNITHOLDERS OF AL-SALĀM REAL ESTATE INVESTMENT TRUST

We have acted as the Shariah Adviser of Al-Salām Real Estate Investment Trust (the “Fund”). Our responsibility is to ensure that the procedures and processes employed by Damansara REIT Managers Sdn Berhad (the “Manager”) and that the provisions of the Trust Deed are in accordance with Shariah principles.

In our opinion, based on our review of the documents and information made available to us, the Manager has operated and managed the Fund in accordance with applicable guidelines pertaining to Shariah matters, and principles, concepts and rulings endorsed by the Shariah Advisory Council of the Securities Commission (“SACSC”) for the financial year ended 31 December 2023.

In addition, we also confirm that:

1. The investment portfolio of the Fund is Shariah-compliant, which comprises:
 - (a) Rental income from investment properties which complied with the Securities Commission Malaysia’s Guidelines on Islamic Capital Market Products and Services. The percentage ratio of Shariah non-compliant rental for the financial year ended 31 December 2023 is 2.8734%; and
 - (b) Cash placement and liquid assets, which are placed in Shariah-compliant investments and/or instruments.
2. There was no acquisition of property that is deemed to be Shariah non-compliant during the financial year.

Our review does not include Shariah confirmation on the audited financial statements of the Fund where we noted that some conventional terminologies were used in the financial statements.

For and on behalf of the Shariah Adviser

IBFIM

MOHAMAD SALIHIN DERIS

Designated Person Responsible for Shariah Advisory

Kuala Lumpur

TRUSTEE'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

To the Unit Holders of
AL-SALĀM REAL ESTATE INVESTMENT TRUST

We, AMANAHRAYA TRUSTEES BERHAD, have acted as Trustee of AL-SALĀM REAL ESTATE INVESTMENT TRUST for the financial year ended 31 December 2023. In our opinion, DAMANSARA REIT MANAGERS SDN BERHAD, the Manager, has managed AL-SALĀM REAL ESTATE INVESTMENT TRUST in accordance with the limitations imposed on the investment powers of the management company and the Trustee under the Deed, other provisions of the Deed, the applicable Guidelines on Real Estate Investment Trusts, the Capital Markets and Services Act 2007 and other applicable laws during the financial year then ended.

We are of the opinion that:

- (a) the procedures and processes employed by the Manager to value and/or price the units of AL-SALĀM REAL ESTATE INVESTMENT TRUST are adequate and that such valuation/pricing is carried out in accordance with the Deed and other regulatory requirement; and
- (b) the distribution of returns made by AL-SALĀM REAL ESTATE INVESTMENT TRUST as declared by the Manager is in accordance with the investment objective of AL-SALĀM REAL ESTATE INVESTMENT TRUST.

Yours faithfully

AMANAHRAYA TRUSTEES BERHAD

ZAINUDDIN BIN SUHAIMI

Chief Executive Officer

Kuala Lumpur, Malaysia

28 February 2024