

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5296
COMPANY NAME : Mr D.I.Y. Group (M) Berhad
FINANCIAL YEAR : December 31, 2020

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	: Applied
Explanation on application of the practice	<p>The Board is primarily responsible for the governance and management of the Company and owe a fiduciary obligation to act in the interests of the financial and organisational health of the Company.</p> <p>The Board had on 20 February 2019, established the following Board Committees with their respective Terms of Reference ("TOR") and delegated some of the responsibilities of the Board to the Board Committees in discharging its functions and responsibilities:-</p> <ul style="list-style-type: none">i) Audit and Risk Management Committee ("ARMC");ii) Nomination and Remuneration Committee ("NRC"); andiii) Corporate Responsibility Committee ("CRC"). <p>The TOR of the Board Committees are embedded in the Board Charter which is accessible in the corporate website at www.mrdiy.com.</p> <p>The Board assumes the following principal responsibilities:-</p> <ul style="list-style-type: none">a) <u>Promote Good Corporate Governance</u> The Board has put in place the Whistleblowing Policy, Anti-Bribery and Corruption Policy, Conflict of Interest Policy, Gifts and Entertainment Policy, Code of Business Ethics, Code of Conduct and other applicable policies to set the corporate values and promote a good corporate governance culture within the Group, which reinforces ethical, prudent and professional behaviour and ensure that its obligations to shareholders and other stakeholders are met as guided by the Malaysian Code on Corporate Governance ("MCCG"), Corporate Governance Guide ("CG Guide"), Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), Companies Act 2016 ("CA2016") and any other

applicable laws, regulations and guidelines by any relevant authorities.

b) Review Material Proposal

Any material proposal which triggers the prescribed threshold of 5% or more of the net asset of the Group would be tabled to the Board for review and deliberation. The Board is also responsible for monitoring the implementation of the material proposals to ensure that the Group adheres to the rules and regulations in upholding good corporate governance practices. The Board has delegated its authority to the Executive Directors (“EDs”) to exercise their discretion to review and approve proposal that falls below the 5% threshold in good faith and in the best interest of the Group.

c) Oversee Strategic Business Plan

Strategic Meeting involving the Board and certain key management staff would be held annually to set, review and oversee the implementation of a 3-year strategic business plan of the Group to align with its vision to support long-term value creation and promotes sustainability, taking into consideration the economic, environmental, social and governance considerations.

d) Conduct of Business Operation

The EDs are accountable to implement the policies and strategies as approved by the Board for the purpose of running the business and the day-to-day operations of the Group, within the authorities as delegated by the Board. However, the Board is responsible for overseeing the conduct of the Group’s business and operations to ensure that the businesses are being managed properly. The EDs are entrusted to inform or report any significant issues to the Board for further guidance.

e) Oversee Risk Management and Internal Control

An Independent Risk Management Consultant (“Consultant”) has been engaged to develop an Enterprise Risk Management (“ERM”) Framework to structure the process used to identify potential risks and to define the strategy to eliminate or minimise the impact of the potential financial and non-financial risks as well as the mechanism to effectively monitor and evaluate the risks. The ERM Framework was approved and adopted by the Board for implementation on 19 May 2020.

Each and every Head of Departments (“HODs”) had gone through a rigorous process of risk identification and profiling with the Consultant to identify principal risks based on risk likelihood of occurrence parameter and the impact of the risks identified. The HODs are also responsible for monitoring and implementing the necessary action plan to manage and/or mitigate the potential risks.

The Chief Executive Officer (“CEO”) and Senior Vice President of Finance are tasked to ensure there is an appropriate measure in place to identify, analyse, evaluate, manage and monitor significant financial risk based on the risk appetite and risk tolerance as set by the Board.

The Consultant would conduct a risk management review every half-yearly to update and monitor the risk register to ensure the risk profiles are up-to-date and validated by the respective HODs. The ARMC is entrusted to review the risk profiles every half-yearly to ensure adequacy and integrity of the internal controls and management systems to manage and mitigate any potential risks, and for compliance with the applicable laws, regulations, rules, directives and guidelines.

f) Board Evaluation

The NRC is entrusted to assist the Board in conducting a formal and objective annual evaluation of the effectiveness of the Board, Board Committees, Individual Directors and Independent Directors in ensuring that the Board and Board Committees have an effective and balance composition with a diverse mix of skills, knowledge, qualifications, experience, age, cultural background and gender to discharge their responsibilities respectively.

The Board also emphasises the importance of succession planning as part of the talent management process to identify key roles, people with the right skills and positions that may need filling in a short space of time for business continuity. Potential successor(s) for key positions are identified and necessary development plan is established to develop and equip the potential successor(s) to succeed the key positions in future.

g) Effective Communications

The Board stands guided by the MMLR of Bursa Securities by adhering to the corporate disclosure requirements to ensure effective communications with the stakeholders. All material information are disseminated in a timely manner to our shareholders and stakeholders via announcements made to BursaLink and uploaded in our corporate website. Our Human Resources Management Department has leveraged on our Intranet as a centralised repository of knowledge, news, documents, and updates to be accessed internally by the employees.

h) Financial Reporting

The financial statements of the Group for each financial year are prepared in accordance with the Malaysian Financial Reporting Standards (“MFRS”), International Financial Reporting Standards (“IFRS”) and CA2016 to ensure that the financial statements give a true and fair view of the financial position of the Group.

	<p>The Finance Department is entrusted to keep such accounting and other records of the Group with reasonable accuracy to ensure that the financial statements comply with the provisions as stipulated in MFRS, IFRS and CA2016.</p> <p>The quarterly financial results are prepared by the Finance Department and reviewed by the External Auditors, BDO PLT to ensure accuracy, completeness and compliant. The quarterly financial results are tabled to the ARMC for deliberation and if thought fit to be recommended to the Board for approval prior to dissemination via BursaLink and uploaded in our corporate website.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Our Chairman, Dato' Azlam Shah bin Alias, an Independent Non-Executive Director ("INED") is primarily responsible for the orderly conduct and functioning of the Board, instilling good corporate governance practices, leadership and ensure effectiveness of the Board.</p> <p>The key responsibilities of the Chairman of the Board are defined in the Board Charter which is accessible in the corporate website at www.mrdiy.com as follows:-</p> <ul style="list-style-type: none">(a) providing leadership to the Board and overseeing the Board in the effective discharge of its fiduciary duties;(b) setting the agenda for Board meetings and ensuring efficient and effective conduct of the Board meetings;(c) ensuring that complete and accurate information are provided to the Board members in a timely manner to facilitate decision-making;(d) leading Board meetings and encouraging active participation and allowing dissenting views to be freely expressed;(e) promoting constructive and respectful relations between Board members and managing the interface between the Board and Management;(f) ensuring that appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and(g) leading the Board in establishing and monitoring good corporate governance in the Company.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The roles of the Chairman and the Chief Executive Officer (“CEO”) are distinct and separate, and are held by separate individuals, to ensure there is a balance of power and authority, such that no one individual has unfettered powers of decision making.</p> <p>The Chairman is responsible for leading the Board in its collective oversight of Management. The Chairman has been playing an active role in supervising the Board effectiveness and focusing on strategy, governance and compliance.</p> <p>The CEO is responsible for implementing the policies and strategies as approved by the Board for the purpose of running the business and the day-to-day management of the Group, within the authorities as delegated by the Board.</p> <p>The primary roles of the CEO are strategy development, implementing, monitoring and tracking; business development; compliance with regulation; performance management; human resources management; risk management; and stakeholder management.</p> <p>Ong Chu Jin Adrian (“Adrian Ong”) is our Non-Independent Executive Director (“NIED”) and CEO. He is primarily responsible for the day-to-day operations with specific responsibilities in our Group's corporate management and affairs as well as financial oversight.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported and assisted by the Corporate Secretarial Department led by the Company Secretary, Wong Mun Sin, who is an Associate member of the Malaysian Institute of Chartered Secretaries and Administrators (“MAICSA”) and is qualified to act as a Company Secretary under Section 241 of the CA2016.</p> <p>The Company Secretary plays an advisory role to the Board and support the Board on governance matters and Board policy and procedures, ensure adherence to relevant statutory and regulatory requirements, and advocate adoption of corporate governance best practices.</p> <p>The Company Secretary manages the processes and attends meetings of the Board, Board Committees and shareholders to ensure that these meetings are properly conducted according to the applicable rules and regulations, and ensure that deliberations at these meetings are properly documented and subsequently communicated to the relevant management for their further actions. The Company Secretary also ensures proper upkeep of statutory registers and records of the Group.</p> <p>The Company Secretary also arranges and facilitates the Board in Directors’ training and development. The Directors have on-going access to continuing education programmes as they are kept informed of the relevant training programmes by the Company Secretary.</p> <p>The Company Secretary constantly keeps herself abreast of the evolving regulatory changes and developments in corporate governance by attending relevant continuous professional development programmes, seminars, workshops and conferences organised by MAICSA, Securities Commission, Companies Commission of Malaysia and other relevant training organisations.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.5

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

Application	: Applied
Explanation on application of the practice	<p>Board and Board Committees' meetings for the full year are scheduled in advance and agenda for the meetings is planned and set ahead before the commencement of each new financial year.</p> <p>Notices and agenda of meetings together with the relevant meeting materials are distributed to the Directors at least five (5) working days prior to the Board and Board Committees' meetings via electronic mail or by any electronic means of telecommunication in permanent written form, unless otherwise agreed by the Board. The meeting materials are accessible on-line, through a collaborative software which allows the Directors to securely access and refer to the meeting materials electronically anytime and anywhere at their convenience.</p> <p>The Board have direct access to the key management staff and have unrestricted access to all information pertaining to the Group in a timely manner to discharge their duties effectively. The Board is also entitled to obtain independent professional advice at the cost of the Company to assist them in carrying out their duties.</p> <p>Upon conclusion of the meeting, the draft minutes are circulated to all members of the Board in a timely manner to ensure that the minutes recorded the proceedings of the meeting, the tabling of pertinent issues, the substance of inquiry and response, relevant suggestions and decision made, including whether any Director abstained from voting or deliberating on a particular matter, as well as the rationale behind those decisions.</p> <p>The Company Secretary will extract the relevant deliberations and decisions from the minutes of meetings and communicate the same to the respective Management for appropriate actions to be taken. Subsequently, the Company Secretary will follow up with the Management on the status of actions taken for updating the Board. The action items would stay as matters arising in the minutes of meeting until resolved.</p> <p>The final minutes of meetings are tabled for confirmation at the subsequent Board/Board Committees' meetings. The minutes of Board Committees' meetings will be tabled for Board's notation at quarterly Board meetings so as to keep the Board abreast of the deliberations and decisions made by the Board Committees.</p>

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

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board had on 15 May 2019, adopted the Board Charter which sets out the processes, roles and responsibilities, composition and the functions of the Board with the aim of enhancing corporate governance practices towards accountability, transparency, sustainability and enhancing business integrity.</p> <p>The Board Charter also set out the roles and responsibilities of the Board Committees, Chairman, Executive Directors, Independent Directors and Non-Independent Non-Executive Directors.</p> <p>The Board Charter is established pursuant to the provisions of the CA2016, the Constitution of the Company, MMLR, MCCG and any other applicable law or regulatory requirements.</p> <p>The Terms of Reference of the Board Committees are embedded in the Board Charter, which clearly set out the fundamental responsibilities and delegation of authority by the Board to the Board Committees.</p> <p>The matters reserved for collective decision of the Board and may be varied from time to time as determined by the Board are clearly defined in the Board Charter.</p> <p>The Board reviews the Board Charter from time to time and makes amendment thereto, where necessary to ensure that the Board Charter remains relevant and in line with the Board's objectives, current laws and practices. The Board Charter was reviewed and last updated on 12 August 2020.</p> <p>The Board Charter is accessible in the corporate website at www.mrdiy.com.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 3.1

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

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

Application	: Applied
Explanation on application of the practice	<p>The Group has adopted the following policies in promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness among the Board, Management, employees and other stakeholders:-</p> <ul style="list-style-type: none">i) <u>Whistleblowing Policy ("WB Policy")</u> The WB Policy aims to facilitate the employees, third parties and members of the public in disclosing any misconduct through a proper channel.ii) <u>Anti-Bribery and Corruption Policy ("ABC Policy")</u> The ABC Policy provides an overview of the Group's position regarding bribery and corruption. It also elaborates and provides guidance to the employees, business associates and third parties on how to address improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business.iii) <u>Conflict of Interest Policy ("COI")</u> The COI was established to protect the employees, shareholders and other stakeholders against any possible conflict of interest through a declaration procedure. The policy aims to manage actual, potential and perceived conflict of interest and clearly state the principles with which the Group approaches such situations.iv) <u>Gifts and Entertainment Policy</u> The Group has adopted a "No Gift Policy" and subject to only certain narrow exceptions, whereby employees are strictly prohibited from receiving, providing or offering to provide entertainment and gifts with a view to improperly cause undue influence on any party in exchange for some future benefit or result.

	<p>v) <u>Code of Business Ethics (“COBE”)</u> The COBE defines the Group’s standard and expectations to the highest ethical standards and law in the day-to-day business operations and serves as a guide to appropriate conduct to be adhered by the employees of the Group.</p> <p>vi) <u>Code of Conduct (“COC”)</u> The COC serves as a check and balance system to ensure appropriate norms and guidelines are followed to enable the employees to work effectively and with minimum conflict and misunderstanding.</p> <p>Our Legal Department conducts awareness session on the above policies for all the employees on annual basis. Awareness session on these policies is also included in the induction programme for all the new recruits.</p> <p>The above policies, COBE and COC are published in the corporate website at www.mrdiy.com.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board adopted a WB Policy as a commitment to the highest form of integrity and accountability in the course of its business.</p> <p>The Board aspires to create a culture of openness and responsibility in conducting its business. In line with this view, the Board undertakes to provide an avenue for all the employee, third parties and members of the public (“Whistleblowers”) to disclose any real or suspected corrupt incidents or misconduct involving the Group.</p> <p>The WB Policy aims to facilitate all Whistleblowers in disclosing any misconduct through a proper channel. Misconduct shall include, but is not limited to the following:-</p> <ul style="list-style-type: none">(a) Fraud (embezzlement, forgery, theft and misappropriation, etc);(b) Bribery and corruption;(c) Money laundering;(d) Criminal breach of trust, abuse of power and position;(e) Improprieties and irregularities in accounting and financial reporting;(f) Unauthorised disclosure or use of confidential information of the Group.;(g) Sexual harassment;(h) Conflict of interests;(i) Other unethical conduct (for example, miscarriage of justice, deliberate concealment of any malpractices);(j) Non-compliance with laws, regulations, requirements of statutory bodies or public policies; and(k) Non-compliance with the Group’s policies and procedures or breach of internal control. <p>A Whistleblower may lodge his/her complaint/allegation on bribery or corruption or any misconduct by writing to the Whistleblowing Unit or by filling up the Whistleblowing Form and email to the Whistleblowing Unit at my.whistleblower@mrdiy.com.</p>

	<p>Upon receiving the written complaint/allegation, the Whistleblowing Unit will look into the nature of complaint and set up an investigation team for further actions and investigations. The investigation process will be managed with the highest standard of integrity, accuracy and fairness. A proper investigation would determine the validity of the report received.</p> <p>If any of the Whistleblowing Unit members is the subject of the complaint or suspected to be involved in corrupt activities or misconduct, he/she will automatically be abstained from handling the task.</p> <p>If the complaint involves the Director of the Company, the report shall be forwarded by the Whistleblowing Unit to the Chairman of the Company, who shall refer the matter to the Board which will then authorise another Director to be responsible for the investigation and make recommendation to the Board. The Board shall have the authority to make the final decision regarding the complaint.</p> <p>If the complaint involves the Chairman of the Board, the report shall be forwarded by the Whistleblowing Unit to the Chairman of ARMC who shall refer the matter to the Board. The Board shall then authorise a Director to be responsible for the investigation and make recommendation to the Board. The Board shall have the authority to make the final decision regarding the complaint.</p> <p>The Whistleblowing Unit consists of the following members:-</p> <p>(a) Vice President, Human Resources Management Department; (b) Head, Internal Audit Department; and (c) Head/Manager, Legal Department.</p> <p>The WB Policy is published in the corporate website at www.mrdiy.com.</p>
Explanation for departure :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 4.1

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board currently comprises six (6) Directors, three (3) or 50% of whom are Independent Non-Executive Directors (“INEDs”).</p> <p>The Board has yet to adopt the recommendation to have a Board comprising a majority of independent directors. The Board views that the current Board composition provides an appropriate balance in terms of skills, knowledge and experience to protect the interests of all the shareholders and to govern the Group effectively.</p> <p>The Board undertakes an assessment of the INEDs annually to assess their ability to bring unbiased and objective judgement to the Board’s deliberations.</p> <p>An annual assessment on independence of the INEDs in respect of the financial year ended 31 December 2020 was conducted based on the independence test prescribed under Paragraph 1.01 of the MMLR.</p> <p>All the three (3) INEDs namely Dato’ Azlam Shah bin Alias, Ms. Ng Ing Peng and Ms. Leng Choo Yin satisfied the independence test and have confirmed that they are independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement and have the ability to act in the best interest of the Company.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	<p>The Board is of the view that the following practices and procedures in place are adequate to ensure that the Board’s decisions are balanced, effective and in the best interest of the Group:-</p> <p>(a) Interested Director shall declare his/her interest and to abstain from deliberations and voting on a resolution in which he/she is interested to enable the non-interested Directors to deliberate freely and decide on such matters in his/her absence; and</p>

	<p>(b) Directors owe a fiduciary duty to the Company as implied under CA2016 and are required to act in good faith in the best interest of the Company. Section 217 of CA2016 provides that a director who is appointed by or as a representative of a shareholder, shall act in the best interest of the Company and in the event of any conflict between his duty to act in the best interest of the Company and his duty to his nominator, he shall not subordinate his duty to act in the best interest of the Company to his nominator.</p> <p>In view that the Chairman of the Board and Board Committees are led by the INEDs and the Board Committees comprises majority INEDs, the independence of the Board and Board Committees will not be jeopardised. In the case of an equality of votes, the Chairman of meeting shall have a second or casting vote.</p> <p>The Board endeavours to review the composition of the Board to meet the recommendation to have majority independent directors on the Board, where possible.</p>	
Timeframe	:	Others : Where possible

Intended Outcome

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

Practice 4.2

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

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

Application	:	Not applicable - No independent director(s) serving beyond 9 years	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board Charter has adopted Practice 4.3 Step Up of the MCGG that stipulates that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years term, an Independent Director may continue to serve on the Board subject to the Director being re-designated as a Non-Independent Non-Executive Director. The Board will seek shareholders' approval with justification should the Board intends to retain an INED who has served beyond the nine (9) years term.</p> <p>If the Board continues to retain the Independent Director after year twelve (12), the Board should provide justification and seek annual shareholders' approval through a two-tier voting process in accordance with the MCGG.</p>

Intended Outcome

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

Practice 4.4

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

Application	: Applied						
Explanation on application of the practice	<p>Appointment of Board</p> <p>In making assessment and recommendation of suitable candidates for new appointment, the NRC considers the objective criteria, merits and various diversity factors including skills, knowledge, expertise, experience, professionalism, integrity and other relevant qualities of the candidates including commitment (including time commitment), in the context of the business requirements of the Company in order to maintain an optimum mix of skills, qualifications, knowledge and experience on the Board and to strengthen the Board composition so as to meet the objectives and strategic goals of the Company.</p> <p>In the case of appointment of an Independent Director, the NRC would consider the candidate's ability to discharge such responsibilities/functions as expected of an Independent Director to bring objectivity and independent judgment, and whether he/she meets the requirements of independence as defined in Paragraph 1.01 and Practice Note 13 of the MMLR of Bursa Securities.</p> <p>The Board through the NRC, shall review the requirement to create and maintain a balanced diversity on the Board, as and when necessary. At any given time, the Board may seek to improve one or more aspects of its diversity and measure the progress accordingly.</p> <p>The Board has met the recommendation by MCCG of having at least 30% women Directors on the Board for Large Companies.</p> <p>The Board diversity in the current Board composition are as follows:-</p> <p>i) <u>Skill sets</u></p> <table border="1"><thead><tr><th>Category</th><th>Percentage (%)</th></tr></thead><tbody><tr><td>Strategy & Entrepreneurship</td><td>93</td></tr><tr><td>Legal & Regulatory</td><td>80</td></tr></tbody></table>	Category	Percentage (%)	Strategy & Entrepreneurship	93	Legal & Regulatory	80
Category	Percentage (%)						
Strategy & Entrepreneurship	93						
Legal & Regulatory	80						

Corporate Governance, Risk Management & Internal Controls	87
Audit, Accounting, Financial Reporting & Taxation	83
Human Capital	80
Sales & Marketing	93
Information Technology	77
Production & Quality Assurance	87

ii) Board balance and composition

Category	No. of Director	Percentage (%)
INEDs	3	50
NINED	1	17
EDs	2	33

iii) Gender diversity

Category	No. of Director	Percentage (%)
Male	4	67
Female	2	33

iv) Age

Category	No. of Director	Percentage (%)
45-50	3	50
51-55	1	16.7
56-60	1	16.7
61-65	1	16.7

v) Ethnicity

Category	No. of Director	Percentage (%)
Malay	1	17
Chinese	4	66
Indian	1	17

Appointment of Key Senior Management (“KSM”)

1. The Company does not practice discrimination in any form, whether based on age, gender, ethnicity or religion

	<p>throughout the organisation. This includes the selection of Management.</p> <p>2. In designing the KSM team, the Group believes that it is of utmost importance that the KSM comprises the best-qualified individuals who possess the requisite knowledge, experience, independence, foresight and good judgement to ensure that the Company functions effectively and is able to discharge its duties in the best interests of the Company and shareholders.</p> <p>3. The Board through the recommendation of the EDs, review the Group's organisation structure to ensure that all key and critical positions are filled to provide the right leadership towards the achievement of corporate goals and objectives of the Company.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

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

Practice 4.5

The board discloses in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.

Application	:	Applied
Explanation on application of the practice	:	<p>The current composition of the Board comprises two (2) women Directors out of the total six (6) Directors representing 33% of the Board composition with a diverse mix of skill sets, knowledge, experience and expertise.</p> <p>The profiles of Ms. Ng Ing Peng and Ms. Leng Choo Yin who are the female INEDs of the Company are disclosed on page 33 of the Annual Report 2020.</p> <p>In identifying suitable candidates for appointment on the Board, the Board through the NRC, will take into consideration the merits of the candidate and the required skills, qualifications, knowledge and experience based on the business requirements of the Company, and subject to being able to source suitable female candidate.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.6

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

Application	:	Applied	
Explanation on application of the practice	:	In sourcing suitable candidates for appointment as Directors, the NRC rely on various sources of recommendations from the existing Board members, Management or major shareholders as well as other independent sources such as professional corporate director recruitment agencies, where appropriate and possible.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC comprises three (3) members, all of whom are Non-Executive Directors with a majority are Independent Directors. The NRC is chaired by Ms. Leng Choo Yin, who is an Independent Director.</p> <p>The NRC is entrusted by the Board to assist the Board in discharging its oversight duties on matters relating to identifying and nominating suitable candidates for appointment on the Board, assessment of performance and effectiveness of Board, Board Committees and individual Directors including independence of Independent Directors, setting Key Performance Indicators (“KPIs”) and assessment of performance of EDs against the KPIs set, review the remuneration policy and framework for Board and EDs, review succession planning for Board and EDs, and ensure that the Employees’ Share Option Scheme (“ESOS”) is fairly and properly administered and implemented in accordance with the ESOS By-Laws.</p> <p>Summary of the NRC’s activities for the financial year ended 31 December 2020 is disclosed in the NRC Report on page 53 of the Annual Report 2020.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out and its outcome.

For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

Application	:	Departure									
Explanation on application of the practice	:	<p>The NRC is entrusted by the Board to review the performance and effectiveness of the Board and Board Committees, including individual Directors, and independence of the INEDs, annually, with the assessment report, together with a report on the Board balance covering the required mix of skills, qualifications, experience and other qualities of Board members, be tabled to the Board for discussion.</p> <p>The assessment results from the evaluation form the basis of the recommendation by the NRC to the Board for the re-election and/or re-appointment of Directors and Board Committee members as well as for further development of the Board and Board Committees.</p> <p>An on-line annual Board effectiveness evaluation of the Board, Board Committees, individual Directors including independence of the INEDs in respect of the financial year under review were conducted via self-assessment and peer assessment, and facilitated internally by the Company Secretary. The assessments results and responses were tabled to the NRC and Board for review.</p> <p>The performance and effectiveness are assessed based on the following areas/criteria of assessment: -</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">No.</th> <th style="width: 40%;">Types of Evaluation</th> <th style="width: 50%;">Areas/Criteria of Assessment</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Board (Self-assessment)</td> <td>Roles and responsibilities; board mix and composition; information to the Board; conduct of board meetings; performance; Board relationship with Management</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Board Committees (Self-assessment) ➤ ARMC ➤ NRC ➤ CRC</td> <td>Composition; meetings; information; skills and competencies; Board communication; Committees outcome.</td> </tr> </tbody> </table>	No.	Types of Evaluation	Areas/Criteria of Assessment	1.	Board (Self-assessment)	Roles and responsibilities; board mix and composition; information to the Board; conduct of board meetings; performance; Board relationship with Management	2.	Board Committees (Self-assessment) ➤ ARMC ➤ NRC ➤ CRC	Composition; meetings; information; skills and competencies; Board communication; Committees outcome.
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1.	Board (Self-assessment)	Roles and responsibilities; board mix and composition; information to the Board; conduct of board meetings; performance; Board relationship with Management									
2.	Board Committees (Self-assessment) ➤ ARMC ➤ NRC ➤ CRC	Composition; meetings; information; skills and competencies; Board communication; Committees outcome.									

	3.	Individual Directors (Peer Assessment)	Fit and proper; contribution and performance; calibre and personality.
	4.	ARMC (Peer Assessment)	Fit and proper; contribution and performance; calibre and personality.
	5	Individual Directors skill sets matrix and training required	Strategy and entrepreneurship; legal and regulatory requirements; corporate governance; risk management and internal controls; audit accounting, financial reporting and taxation; human capital; sales and marketing; information technology; production and quality assurance.
	Based on the results of the assessment conducted, the overall performance of the Board, Board Committees and individual Directors for the financial year under review was rated good and above satisfactory, as the case may be. The NRC and the Board agreed that the Board as a whole, Board Committees and individual Directors had performed well and effectively. The Independent Directors had also fulfilled their independent role by their objective participation in Board deliberations during Board meetings and exercise independent judgment.		
Explanation for departure	:	The Company was newly listed on 26 October 2020, hence, the Board is of the view that it is too premature to engage an external independent experts to undertake a formal annual performance evaluation of the Board, Board Committees and each individual Director for the financial year ended 31 December 2020.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board considers the current annual effectiveness evaluation conducted internally and facilitated by the Company Secretary as described above to be effective. Nevertheless, the Board will continue to assess the need of engaging independent experts periodically to facilitate the objective and candid board evaluations, where relevant and practical.	
Timeframe	:	Within such practical timeframe to be recommended by the NRC	

	and approved by the Board.	
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Intended Outcome

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

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

Practice 6.1

The board has in place policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The policies and procedures are periodically reviewed and made available on the company's website.

Application	: Applied												
Explanation on application of the practice	<p>The Board has a formal and transparent process for approving the remuneration of Non-Executive Directors ("NEDs"), Executive Directors and KSM upon the review and recommendation of the NRC, with an aim to attract and retain the right talent on the Board and KSM to drive the company's long-term objectives in promoting business stability and growth.</p> <p>Remuneration of NEDs</p> <p>The Directors' fees and benefits payable to the NEDs on monthly basis in arrears upon services rendered by the NEDs as members of the Board and Board Committees of the Company, are based on the following framework:</p> <table border="1"><thead><tr><th>Type of Fees/Benefits</th><th>Amount (RM)</th></tr></thead><tbody><tr><td>Directors' Fees</td><td></td></tr><tr><td>- Non-Executive Chairman</td><td>144,000 per annum</td></tr><tr><td>- Other NEDs</td><td>100,800 per annum</td></tr><tr><td>Meeting allowance</td><td>1,000 per meeting</td></tr><tr><td>Chairman allowance</td><td>5,000 per month</td></tr></tbody></table> <p>In reviewing the remuneration payable to NEDs, the NRC considers various factors including the NEDs' fiduciary duties, responsibilities, time commitments expected of them and the Company's performance. The Directors' fees and benefits were also benchmarked against comparable peers of other public listed companies in retail sector, government linked companies ("GLC"), non-GLC and top 30 largest companies by market capitalisation.</p> <p>Chairman allowance was awarded to the Board Chairman for his involvement and in maintaining continuous dialogue with the relevant stakeholders relating to the corporate responsibilities activities undertaken by the Group.</p>	Type of Fees/Benefits	Amount (RM)	Directors' Fees		- Non-Executive Chairman	144,000 per annum	- Other NEDs	100,800 per annum	Meeting allowance	1,000 per meeting	Chairman allowance	5,000 per month
Type of Fees/Benefits	Amount (RM)												
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Meeting allowance	1,000 per meeting												
Chairman allowance	5,000 per month												

	<p>The Board determines and decides the fees and remuneration payable to NEDs as a whole, based on the recommendation of the NRC. None of the NEDs shall be involved in deciding his/her own remuneration.</p> <p>The fees and benefits payable to the NEDs are subject to annual shareholder approval at a general meeting pursuant to Section 230(1) of the Act.</p> <p>Remuneration of EDs and KSM</p> <p>The Company's philosophy for total employee remuneration is to offer competitive market-based compensation. The overall compensation structure is designed to recognise contributions towards the achievement of organisational, divisional or departmental and individual objectives, where applicable.</p> <p>The remuneration policy for EDs and KSM was reviewed by the NRC and recommended to the Board for endorsement on 24 November 2020.</p> <p>The remuneration of EDs and KSM comprises base compensation with allowances, variable bonuses, long term equity ownership and option plans as well as other benefits.</p> <p>The base compensation is determined by: -</p> <ul style="list-style-type: none"> • The scope of the duties and responsibilities; • The Company and individual performance in meeting the strategic objectives of the Company and against the KPIs set annually; and • The current market rate within the industry and in comparable companies or sectors. <p>Variable bonuses are granted primarily based on achievement of individual specific KPIs, which are designed to align overall compensation with the overall results of the Company and the contribution of the individual in achieving the specific individual performance.</p> <p>The remuneration package for the EDs will be reviewed and recommended by the NRC to the Board for approval on annual basis. The determination of the remuneration of KSM is delegated to the EDs as the EDs are in the better position to evaluate the performance and align the remuneration with the performance of the KSM.</p> <p>The NRC will review and assess the effectiveness of the remuneration policy and procedures periodically or as and when necessary. Any amendments/revision required shall be recommended to the Board for approval. The remuneration policy is accessible in the corporate website at www.mrdiy.com.</p>
<p>Explanation for departure :</p>	

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

Intended Outcome

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

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

Practice 6.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC is entrusted by the Board to carry out the following functions relating to the remuneration of the Board, EDs and KSM:-</p> <ul style="list-style-type: none">(a) review and recommend to the Board for approval the remuneration policies and procedures for the Board, Board Committees, the EDs and KSM. Independent professional advice may be obtained in determining the remuneration framework;(b) recommend to the Board proposal on the EDs' remuneration and benefits including share option and compensation payment in the event of termination of the employment/service contracts (if any) by the Company and/or the Group. The recommendation should be made based on their respective performance relative to the KPI set; and(c) review and recommend to the Board the Directors' Fees and benefits (if any) payable to the NEDs for recommendation to the shareholders of the Company for approval. <p>The Terms of Reference of the NRC which prescribed the roles and responsibilities in relation to the remuneration matters is embedded in the Board Charter, which is accessible in the corporate website at www.mrdiy.com.</p> <p>The Board had on 24 November 2020, endorsed and adopted the Remuneration Policy for EDs and KSM. The Remuneration Policy was designed to align with the Company's objectives taking into consideration the performance of the Company, as well as the roles, skills, responsibilities of the positions, and the overall performance of the individual EDs or KSM.</p> <p>The Remuneration Policy was structured to provide a fair remuneration through a combination of short and long-term</p>

	<p>compensation and incentive critical to attract, retain and motivate the EDs and KSM which is aligned with the interest of the stakeholders with the long-term goals of the Company and to ensure business sustainability and stable long-term growth.</p> <p>The remuneration package for EDs is subject to review by the NRC and approval by the Board whereas, the remuneration package for KSM is subject to review and approval by the EDs. The NRC shall conduct a review on an annual basis of the criteria to be used in determining the remuneration package for EDs and if thought fit, recommend to the Board for endorsement.</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 7.1

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

Application :	Applied																																																																																																																																																																																																																								
Explanation on application of the practice :	<p>The breakdown of remuneration of individual Directors comprising fees, allowances, salary, bonus, benefits-in-kind and other emoluments for the financial year ended 31 December 2020 are as set out below:</p> <p><u>Received from the Company</u></p> <table border="1"> <thead> <tr> <th></th> <th>Directors' Fee (RM)</th> <th>Chairman Allowance (RM)</th> <th>Meeting Allowance (RM)</th> <th>Salary (RM)</th> <th>Bonus (RM)</th> <th>Other emoluments^(a) (RM)</th> <th>Benefits in-kind^(b) (RM)</th> <th>Total (RM)</th> </tr> </thead> <tbody> <tr> <td colspan="9">Executive Directors</td> </tr> <tr> <td>Tan Yu Yeh</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>Ong Chu Jin Adrian</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td colspan="9">Non-Executive Directors</td> </tr> <tr> <td>Dato' Azlam Shah Bin Alias</td> <td>144,000</td> <td>15,000</td> <td>19,000</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>178,000</td> </tr> <tr> <td>Brahmal A/L Vasudevan</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>Ng Ing Peng</td> <td>100,800</td> <td>NIL</td> <td>20,000</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>120,800</td> </tr> <tr> <td>Leng Choo Yin</td> <td>100,800</td> <td>NIL</td> <td>11,000</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>111,800</td> </tr> <tr> <td colspan="9">Alternate Directors</td> </tr> <tr> <td>Tan Yu Wei^(c)</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>Soo Sze Yang^(d)</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> </tbody> </table> <p><u>Received from the Group</u></p> <table border="1"> <thead> <tr> <th></th> <th>Directors' Fee (RM)</th> <th>Chairman Allowance (RM)</th> <th>Meeting Allowance (RM)</th> <th>Salary (RM)</th> <th>Bonus (RM)</th> <th>Other emoluments^(a) (RM)</th> <th>Benefits in-kind^(b) (RM)</th> <th>Total (RM)</th> </tr> </thead> <tbody> <tr> <td colspan="9">Executive Directors</td> </tr> <tr> <td>Tan Yu Yeh</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>605,000</td> <td>192,500</td> <td>165,258</td> <td>NIL</td> <td>962,758</td> </tr> <tr> <td>Ong Chu Jin Adrian</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>643,500</td> <td>192,500</td> <td>243,235</td> <td>18,350</td> <td>1,097,585</td> </tr> <tr> <td colspan="9">Non-Executive Directors</td> </tr> <tr> <td>Dato' Azlam Shah Bin Alias</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>Brahmal A/L Vasudevan</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>Ng Ing Peng</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>Leng Choo Yin</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td colspan="9">Alternate Directors</td> </tr> <tr> <td>Tan Yu Wei^(c)</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>517,000</td> <td>152,750</td> <td>126,988</td> <td>NIL</td> <td>796,738</td> </tr> <tr> <td>Soo Sze Yang^(d)</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> </tbody> </table> <p>Notes:-</p> <p>(a) Inclusive of statutory contributions, allowances and incentives.</p> <p>(b) Inclusive of car subsidy & car maintenance.</p> <p>(c) Resigned as Executive Director and appointed as an Alternate Director to Tan Yu Yeh w.e.f. 3 March 2020. He is also an Executive Vice President of the Company.</p> <p>(d) Appointed as an Alternate Director to Brahmal A/L Vasudevan w.e.f. 22 June 2020.</p>		Directors' Fee (RM)	Chairman Allowance (RM)	Meeting Allowance (RM)	Salary (RM)	Bonus (RM)	Other emoluments ^(a) (RM)	Benefits in-kind ^(b) (RM)	Total (RM)	Executive Directors									Tan Yu Yeh	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	Ong Chu Jin Adrian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	Non-Executive Directors									Dato' Azlam Shah Bin Alias	144,000	15,000	19,000	NIL	NIL	NIL	NIL	178,000	Brahmal A/L Vasudevan	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	Ng Ing Peng	100,800	NIL	20,000	NIL	NIL	NIL	NIL	120,800	Leng Choo Yin	100,800	NIL	11,000	NIL	NIL	NIL	NIL	111,800	Alternate Directors									Tan Yu Wei ^(c)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	Soo Sze Yang ^(d)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL		Directors' Fee (RM)	Chairman Allowance (RM)	Meeting Allowance (RM)	Salary (RM)	Bonus (RM)	Other emoluments ^(a) (RM)	Benefits in-kind ^(b) (RM)	Total (RM)	Executive Directors									Tan Yu Yeh	NIL	NIL	NIL	605,000	192,500	165,258	NIL	962,758	Ong Chu Jin Adrian	NIL	NIL	NIL	643,500	192,500	243,235	18,350	1,097,585	Non-Executive Directors									Dato' Azlam Shah Bin Alias	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	Brahmal A/L Vasudevan	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	Ng Ing Peng	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	Leng Choo Yin	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	Alternate Directors									Tan Yu Wei ^(c)	NIL	NIL	NIL	517,000	152,750	126,988	NIL	796,738	Soo Sze Yang ^(d)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
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<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 7.2

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

Application	:	Applied				
Explanation on application of the practice	:	The total remuneration of the Key Senior Management comprising salary, bonus, benefits in-kind and other emoluments in bands of RM50,000 in respect of the financial year ended 31 December 2020 are as follows:-				
		Remuneration Band (RM'000)	Key Senior Management	Designation		
		550 – 600	Lim Chen Hwee	Senior Vice President, Finance		
		450 – 500	Hoe Lye Peng	Vice President, Distribution Centre		
			Lau Boon Teck	Vice President, Retail Operations		
		400 – 450	Chin Guangui	Vice President, Marketing		
		350 – 400	Tan Yew Hock	Director and Head, Business Development		
		300 – 350	Tan Yew Teik	Director and Head, Logistics		
		Explanation for departure	:			
		<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>				
Measure	:					
Timeframe	:					

Intended Outcome

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

Practice 7.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	The Board is of the view that disclosing the detailed remuneration of the top five senior management on a named basis will be disadvantageous to the Group, given the competitiveness in the market for talent in the retail industry.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the ARMC is Ms. Ng Ing Peng, whilst the Chairman of the Board is Dato' Azlam Shah bin Alias. The Chairman of the ARMC is not the Chairman of the Board to ensure the overall effectiveness and independence of the ARMC.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has adopted the best practice of requiring a cooling-off period of at least two (2) years if a former key audit partner is to be recommended for appointment as a member of the ARMC.</p> <p>None of the members of the ARMC were former key audit partner and the Board has no intention to appoint any such person as a member of the ARMC at this juncture.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

Application	: Applied
Explanation on application of the practice	<p>The ARMC had on 24 February 2020, approved the External Auditor Assessment Policy and the questionnaires to assess the performance, suitability, objectivity and independence of the external auditor annually.</p> <p>The annual assessment of the external auditor, BDO PLT, in respect of the financial year ended 31 December 2020 ("FY2020") was conducted by the ARMC and Management representatives, and the results of the assessment was tabled to the ARMC on 31 March 2021.</p> <p>The performance of the external auditor is assessed based on the following criteria:-</p> <ul style="list-style-type: none">(a) Calibre of the External Auditor;(b) Quality Processes;(c) Audit Team;(d) Audit Scope;(e) Audit Communications;(f) Technical Expertise;(g) Audit Governance & Independence; and(h) Audit Fees. <p>Overall, the performance of BDO PLT in respect of the FY2020 as a whole recorded good performance. The ARMC endorsed the performance evaluation of BDO PLT and viewed that BDO PLT is suitable, objective and independent based on the assessment conducted.</p> <p>BDO PLT annually confirms to the ARMC their independence to the Group within the meaning of the provisions of the Bye-Laws on Professional Independence of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' <i>International Code of Ethics for Professional Accountants</i>.</p> <p>The Board through the recommendation of the ARMC, was satisfied with the performance of BDO PLT and recommended BDO PLT for re-appointment as the external auditors of the</p>

	Company at the forthcoming 10 th AGM of the Company on 15 June 2021.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Not Adopted
Explanation on adoption of the practice	:	<p>The ARMC comprises two (2) Independent Non-Executive Directors ("INEDs") and one (1) Non-Independent Non-Executive Director ("NINED"). Nonetheless, the composition of the ARMC comprise of a majority INEDs, as prescribed by the MMLR of Bursa Securities.</p> <p>The ARMC is chaired by Ms. Ng Ing Peng who is an INED.</p>

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC is chaired by Ms. Ng Ing Peng who is a member of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants. She has more than 40 years of experience in audit and financial and had held several senior management positions in industry such as auditing, banking as well as public listed company in Malaysia.</p> <p>Dato' Azlam Shah bin Alias, a member of the ARMC, was graduated with a Bachelor of Business Administration, majoring in finance from Eastern Michigan University, United States. He has wide span of experiences in retail development, retail acquisition and retail management.</p> <p>Mr. Brahm A/L Vasudevan, a member of the ARMC, obtained a Master of Business Administration from Harvard University Graduate School of Business Administration, United States in 1997. He has vast experiences ranging from branding, consulting, marketing, strategy and business development in South East Asia and the United Kingdom companies. He is the founder of a private equity fund, whose funds are investing into various industries including retail industry.</p> <p>The ARMC members, collectively, possess a wide range of skills and experiences. and they are financially literate and able to understand matters within the purview of the ARMC including the financial reporting process to discharge its duties.</p> <p>The performance and effectiveness of the ARMC and its members were evaluated as part of the annual Board effectiveness evaluation and based on the findings, the Board was satisfied that the ARMC and its members have carried out its roles and responsibilities as stipulated in its Terms of Reference. Summary of the ARMC's activities for the financial year ended 31 December 2020 is disclosed in the ARMC Report on pages 50 and 51 of the Annual Report 2020.</p>

	The ARMC members continue to attend various professional development and trainings to keep themselves abreast with the relevant developments in accounting and auditing standards. Details of the training attended is disclosed in the Corporate Governance Overview Statement on pages 42 and 43 of the Annual Report 2020.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 9.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors acknowledges its responsibilities in establishing a sound risk management and internal control framework as well as reviewing its adequacy and effectiveness at the Group. In this respect, the Board has established a governance structure to ensure effective oversight of risks and controls within the organisation.</p> <p>The Audit and Risk Management Committee ensures the framework and related systems address and manage the Group's significant risks effectively in order to achieve its business objectives. The framework should provide reasonable but not absolute assurance against material misstatement, loss or fraud.</p> <p>The Statement of Risk Management and Internal Control ("SORMIC") which provides an overview of the state of risk management and internal controls within the Group is set out on pages 47 to 49 of the Annual Report 2020.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Referring to the Board Charter and Enterprise Risk Management Framework, the Company adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the established organisational risk profile.</p> <p>The Group’s principal areas of risk include:</p> <ul style="list-style-type: none"> • Strategic Risk – Risk that affects the Group from meeting its overall vision, mission and strategic objectives • Operational Risk – Risk that affects the effectiveness and efficiency of the operational conditions in the Department or Group to meet its objectives • Financial Risk – Risk that affects the financial position of the Group to meet its objectives • Compliance Risk – Risk that affects the Group’s processes and effort in ensuring all applicable regulatory requirements are complied with. <p>The Board has disclosed the key features of its risk management and internal control system as well as its adequacy and effectiveness in the Statement of Risk Management and Internal Control (“SORMIC”) on pages 47 to 49 of the Annual Report 2020.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 9.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>Taking into consideration the nature of business and for having a lean Board and Board Committees composition, the function of overseeing the Company's risk management framework and policies is being undertaken by the ARMC. The ARMC comprise of a majority of Independent Non-Executive Directors ("INEDs").</p> <p>The ARMC is entrusted by the Board to oversee the following risk management and internal control function:-</p> <ul style="list-style-type: none">i) Review the principal risks and ensure implementation of appropriate risk management system to effectively identify, manage, monitor, treat and mitigate the risks impacting the Group;ii) Review and approve the procedures and guidelines for managing risks within the Group as well as monitor and assess the risk appetite and risk tolerance for the Group;iii) Review and deliberate the reports on significant risk findings and recommendations;iv) Review and assess the impact of cyber risk when undertaking any new activities, including but not limited to any investment decision, merger and acquisition, adoption of new technology and outsourcing arrangements;v) Assess the quality, effectiveness and efficiency of the internal control in systems and processes of the Group's operations, particularly those relating to areas of significant risks;vi) Review the evaluation by the internal and external auditors of the Group's system of internal control and Management's responses, and ensure that appropriate action is taken and thereafter report the same to the Board;vii) Provide oversight of sustainability reporting by ensuring the effective identification, management and reporting of material sustainability matters (i.e. risks and opportunities) affecting the economic, environmental and social aspects of the

	<p>Group's businesses towards achievement of sustainability goals across the Group; and</p> <p>viii) Review the annual Statement of Risk Management and Internal Control and Sustainability Reporting to be published in the Annual Report.</p>
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Intended Outcome

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Internal Audit Department is staffed by three (3) internal auditors, including the Head of Internal Audit (“IA”) with relevant experience and qualifications and all of whom are free from any relationship or conflicts of interest, which could impair their objectivity and independence.</p> <p>In addition, the arrangements to ensure independence of the IA function such as (not limited to) the Head of IA reports to the Audit and Risk Management Committee (“ARMC”) (functionally) and the CEO (administratively); the Head of IA shall be authorised to communicate directly, and on her own initiative, to the members of the ARMC without executive Management or employees present, whenever deemed necessary; have unrestricted access to any and all information of the Group’s records, properties, and personnel when carrying out an internal audit engagement. All employees are requested to assist the IA in fulfilling its roles and responsibilities.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 10.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>In accordance with the Internal Audit (GIA) Charter, the Internal Audit acts as an independent and objective function that supports the Group in achieving its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.</p> <p>The Internal Audit Department (“IAD”) is staffed by three (3) internal auditors, including the Head of Internal Audit with relevant experience and qualifications and all of whom are free from any relationship or conflicts of interest, which could impair their objectivity and independence.</p> <p>The IAD is spearheaded by Head of Internal Audit, who is a member of the Association of Chartered Certified Accountants (ACCA).</p> <p>As per the Internal Audit Charter, the Internal Audit activities are governed by adherence to the Institute of Internal Auditors’ mandatory guidance including the Definition of Internal Auditing, the Code of Ethics, and the International Standards for the Professional Practice of Internal Auditing (“Standards”). This mandatory guidance constitutes principles of the fundamental requirements for the professional practice of internal auditing and for evaluating the effectiveness of the corporate governance activity’s performance.</p> <p>In addition, the Internal Audit activities will adhere to the Group’s relevant policies and procedures and the assurance activity’s standard operating procedures manual which has been drawn up with reference to the Standards.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of providing timely, effective and transparent communication with the Company's stakeholders to facilitate mutual understanding of each other's objectives and expectations and to enable the stakeholders to make informed decisions.</p> <p>The Company is guided by the continuous disclosure requirements under the MMLR of Bursa Securities and the Corporate Disclosure Guide issued by Bursa Securities on information for disclosure.</p> <p>The Company leverages on various communication channels/platforms to reach out to its shareholders and stakeholders as follows:-</p> <p>(i) Announcements to Bursa Securities</p> <p>The Company releases all financial information, annual reports, circular to shareholders and various announcements to Bursa Securities in compliance with the MMLR of Bursa Securities via Bursa LINK. Such financial information and announcements are accessible on Bursa Securities' website at www.bursamalaysia.com and also the corporate website at www.mrdiy.com.</p> <p>(ii) Corporate Website</p> <p>All relevant information on the Group such as corporate profile, quarterly financial results, audited financial statements, annual reports, circular to shareholders, general announcements, press releases, Board Charter, Constitution, policies, minutes of general meetings, quarterly investors' presentations, share price, financial highlights, and business-related events/activities and promotions are accessible on the corporate website at www.mrdiy.com.</p>

	<p>(iii) Annual Report and Circular to Shareholders</p> <p>The annual report serves as a vital source of information for shareholders, investors and the general public. It communicates comprehensive information on the Group’s financial performance, business activities, other key developments such as operational updates and challenges as well as governance structure and practices of the Group.</p> <p>Circular to shareholders provides information on corporate proposal/exercise undertaken by the Group.</p> <p>(iv) Annual General Meeting (“AGM”) and General Meeting (“GM”)</p> <p>AGM and GM are principal forum for dialogue and engagement between the Board and the shareholders to facilitate shareholders to get greater understanding and seek clarification of the business and performance of the Group and in turn facilitate the Board to hear the expectations from the shareholders.</p> <p>(v) Media Releases</p> <p>Media releases are made upon the release of our quarterly financial results to Bursa Securities which provides an update and overview of the business performance and other general updates of the Group to the investment community, shareholders and general public. The media releases are also announced to Bursa Securities prior to its circulation to the media.</p> <p>(vi) Investor Relations Channel</p> <p>The Company also maintains its communication channel with shareholders, potential investors, analysts, fund managers and the investment community, through its Investor Relations (“IR”) channel. The stakeholders are encouraged to channel their enquiries to the IR personnel whose name, contact number and e-mail address are as follows:-</p> <p>Investor Relations: Contact person : Jason Teh Tel. No. : +603 8961 1338 (8.30 am – 5.30 pm, Monday – Friday) Email : investor.query@mrdiy.com</p> <p>Quarterly briefing is held with the fund managers, financial analysts and media after the quarterly financial results is released to Bursa Securities to provide them with an overview of the business highlights, financial performance, and outlook and prospects of the Group. The quarterly briefing presentation is accessible on the corporate website at www.mrdiy.com.</p>
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Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 11.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Annual Report 2020 marked the first annual report of the Company since its listing on 26 October 2020.	
	:	The Annual Report 2020 has incorporated certain elements of an integrated reporting even though as a whole is not an integrated reporting based on the parameters set out in a globally recognised framework.	
		The Board believes that the Annual Report 2020 which contains the Management Discussion and Analysis, Corporate Governance Overview Statement, Sustainability Report as well as Statement on Risk Management and Internal Control is adequate in providing comprehensive overview which enable the stakeholders to make informed decisions.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board endeavours to adopt the integrated reporting in the near future, where possible.	
Timeframe	:	Others	Work in progress

Intended Outcome

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

Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of 10th AGM will be issued to the shareholders on 28 April 2021 i.e at least 28 days prior to the date of the AGM as scheduled on 15 June 2021.</p> <p>A copy of the notice of 10th AGM is made available in the corporate website at www.mrdiy.com and is advertised in a nationally circulated English and Bahasa Malaysia daily newspapers.</p> <p>The notice of 10th AGM outlines the resolutions to be tabled at the 10th AGM together with explanatory notes and statement accompanying the notice to enable the shareholders to make informed decisions in exercising their voting rights.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 12.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company was newly listed on 26 October 2020 and is scheduled to convene its 10 th AGM on 15 June 2021 which marks the Company's 1 st AGM after its listing.	
		All the Directors and the Chairs of the Board and Board Committees will be attending the 10 th AGM to provide meaningful response to questions that addressed to them.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Company is committed to ensuring that all the Directors and the Chairs of the Board and Board Committees will be attending the 10 th AGM as scheduled on 15 June 2021.	
Timeframe	:	Others	By the 10 th AGM scheduled on 15 June 2021

Intended Outcome

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

Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate–

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The 10th Annual General Meeting (“AGM”) as scheduled on 15 June 2021 marks the Company’s first AGM after its listing on 26 October 2020. The 10th AGM will be conducted on a fully virtual basis from the Broadcast Venue at Lot 1907, Jalan KPB 11, Kawasan Perindustrian Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia and via the TIIH Online website at http://tiih.online.</p> <p>The Broadcast Venue of the 10th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the meeting.</p> <p>Shareholders/proxy(ies) are to attend, speak (including posing questions to the Board via real time submission of typed texts and/or prior to the AGM) and vote (collectively, “participate”) remotely at the 10th AGM via the Remote Participation and Voting facilities (“RPV”) as provided by our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its TIIH Online website at https://tiih.online.</p> <p>Pursuant to Clause 101 of the Constitution of the Company, shareholders who are unable to attend the AGM may appoint not more than two (2) proxies to attend and vote, for and on behalf of the shareholders, at the 10th AGM.</p> <p>The Company will be conducting poll voting on all the resolutions proposed at the 10th AGM in accordance with Paragraph 8.29A of the MMLR of Bursa Securities.</p> <p>The Company will be leveraging on technology to conduct the voting process via e-polling at the 10th AGM. The Company will be appointing its Share Registrar, Tricor, as Poll Administrator to conduct the poll by way of electronic voting and Asia Securities Sdn. Bhd. as independent scrutineer to validate the poll results.</p>

	Electronic voting devices will be used to provide a more efficient and accurate outcome of the poll results.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Company is committed to exploring the appropriate measures to enhance and facilitate greater engagement and participation by shareholders at General Meetings of the Company.
Timeframe	:	Others The Company will continue to ensure shareholders are able to participate and engage the board and senior management effectively, and make informed voting decisions at General Meetings.

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

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

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