

CORPORATE GOVERNANCE REPORT

STOCK CODE : OFI 7107
COMPANY NAME : Oriental Food Industries Holdings Berhad
FINANCIAL YEAR : March 31, 2023

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 PERSUANT 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 undertakes responsibility for the proper stewardship of the Group to provide reasonable assurance for the success of the Group in a sustainable manner. The Board is tasked with the realization of long-term and sustainable shareholders' value and safeguarding the interests of stakeholders.</p> <p>This Board Charter has been established to promote high standards of Corporate Governance and it sets out the composition, roles, responsibilities, and processes of the Board and its committees. It also ensures that all Board members acting on behalf of the Group are aware of their duties and responsibilities. The Board strives to collectively lead and is responsible for the success of the Group by providing entrepreneurial leadership and direction. The Board acknowledges that it is the ultimate decision-making body of the Group.</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>The Chairman of the Board is Tan Sri Dato’ Azizan Bin Husain.</p> <p>During the financial year end under review, Tan Sri Dato’ Azizan Bin Husain was the Senior Independent Non-Executive Director. On 23 May 2023, he was re-designated as Senior Non-Independent Non-Executive Director.</p> <p>As Chairman of the Board, Tan Sri Dato’ Azizan Bin Husain is responsible for the governance, orderly conduct and effectiveness of the Board.</p> <p>The Chairman represents the Board to the shareholders, acts as a facilitator at the meetings of the Board, ensures that no Board member dominates the discussion and that the Board engages in appropriate discussions.</p> <p>The Chairman also ensures that decisions are taken on a sound and well-informed and that Directors receive the relevant information on a timely basis.</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 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The position of Chairman is held by Tan Sri Dato’ Azizan Bin Husain, a Non-Independent Non-Executive Director (re-designated on 23 May 2023), while the position of the Group Managing Director is held by Datuk Seri Son Chen Chuan and the Group Chief Executive Officer (“CEO”) of the Company is Datuk Son Tong Leong.</p> <p>The role and responsibilities of the Non-Independent Non-Executive Chairman are distinct and separate from the duties and responsibilities of the Group Managing Director and Group CEO.</p> <p>The Chairman’s primary role is to ensure that the board is effective, and implementing the Group’s direction and strategy. The Chairman is accountable to the Board and acts as a direct liaison between the Board and the Management of the Company, through the Group Managing Director and Group CEO.</p> <p>The Group Managing Director and Group CEO are responsible for the performance and day-to-day operations of the Company, as dictated by the board's overall strategy.</p> <p>The role of the Chairman, Group Managing Director and Group CEO are described in the Board Charter, which is available on the Company’s website at www.ofih.com.my.</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 Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Chairman of the Board of Directors, Tan Sri Dato' Azizan Bin Husain was re-designated from an Independent Non-Executive Director to Non-Independent Non-Executive Director on 23 May 2023.</p> <p>With the appointment of an additional Independent Non-Executive Director, the Chairman had relinquished his role as Chairman of the Nomination Committee ("NC") and as member of the Remuneration Committee ("RC") and Risk Management and Audit Committee ("RMAC") of the Company on 23 May 2023 to focus on this responsibility as Chairman of the Board of Directors.</p> <p>However, the members of the RMAC allows the Chairman to participate in RMAC meetings by way of invitation. The Company has a moderate-sized Board comprising only two (2) Independent Directors in compliance with the paragraph 15.02 of the Main Market Listing Requirement.</p> <p>The Board is of the view that with diverse skills and competencies of the individual Directors, especially Independent Directors, who are appointed to form a competent and strong Board, the Chairman's participation at the committee level should be determined by his ability to contribute and participate, as much as the need for objectivity. The Board also believes that the objectivity in receiving or assessing committees' reports has not been diminished.</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	:		
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Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by Company Secretaries who are Licensed Secretaries (LS) licensed by the Registrar of Companies and Malaysian Institute of Chartered Secretaries & Administrators (MAICSA), satisfy the qualification as prescribed under Section 235(2) of the Companies Act 2016 and have the requisite experience and competency in company secretarial matters.</p> <p>The Company Secretaries of the Group are responsible for the compliance of listing and related statutory obligations, recording of minutes as well as one of the sources of information to provide advice to the Board and relevant committees on issues relating to compliance with laws, rules, procedures and regulations that may affect the Group. The Board as a whole is responsible for the appointment and removal of Company Secretaries.</p> <p>The Company Secretaries attend all Board and Board Committee meetings and ensure accurate and proper records of the proceedings and resolutions passed are maintained in the statutory records at the registered office of the Company.</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 1.6

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

Application :	Applied	
Explanation on application of the practice :	<ul style="list-style-type: none"> • All Board and Board Committee meeting dates are prepared and agreed on in advance by the Board through an annual tentative calendar to ensure that all members are able to attend the scheduled meetings. • All Board members receive notice of upcoming Board and Board Committee meetings and the agenda of the meeting at least two (2) weeks prior to the meeting. • All Board members are furnished with board papers consisting of comprehensive information to be discussed at the meeting in accordance with the agenda. • All materials related to the business of the Board and Board Committee at a scheduled meeting are distributed in hard copy at least seven (7) days prior to the meeting date. • Board meetings are conducted in person and via online platform. • Senior staff members shall normally attend all Board and Board Committee meetings to present and brief the Board or Board Committee on matters tabled at the respective meetings. • The Non-Executive Directors have unrestricted access to hold discussions with the Internal and External Auditors. • If and when necessary, the Board may seek independent professional advice at the Company’s expense relating to their duties and responsibilities as directors. <p>The Company Secretaries of the Company shall record minutes of the meetings for circulation to the members which will be confirmed and signed by the Chairman of the meeting as correct proceedings thereat in the next scheduled meeting unless otherwise determined.</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>This Board Charter (“Charter”) has been adopted by the Board of Directors (“Board”) of Oriental Food Industries Holdings Berhad (“the Company”) and its subsidiaries (“the Group”) in accordance to the Malaysian Code of Corporate Governance 2021 (“MCCG 2021”).</p> <p>The Board strives to lead collectively and is responsible for the success of the Group by providing entrepreneur leadership and direction as well as management oversight. The Board acknowledges that it is the ultimate decision-making body of the Group.</p> <p>This Charter sets out the composition, roles, responsibilities and processes of the Board and is to ensure that all Board members acting on behalf of the Group are aware of their duties and responsibilities as Board members.</p> <p>The Board Charter covers the following key areas:</p> <ol style="list-style-type: none">1. Board Composition, Size and Tenure2. Independence of Directors3. Board’s Roles and Responsibilities4. Directors Remunerations5. Separations of the Role of the Chairman, Group Managing Director and Group CEO6. Role of the Company Secretary7. Board Committee8. Risk Management and Audit Committee (“RMAC”)9. Nomination Committee (“NC”)10. Remuneration Committee (“RC”)11. Board Activities and Processes12. Board Meetings13. Directors’ Training14. Board, Board Committee and Member Assessments15. Access to Information and Independent Professional Advice16. Relationship of the Board with the Management17. Relationship with Shareholders & Investors18. Review of the Charter

	The Board Charter is available on the Company's website at www.ofih.com.my .	
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 Company's Code of Conduct is intended to apply to every director, employee, customer, and vendor of Oriental Food Industries Holdings Berhad ("the Company") and its subsidiaries ("the Group").</p> <p>The Code of Conduct is an established standard to ensure that the working environment and conditions are safe and healthy, workers are treated with respect and dignity, and business operations are conducted ethically.</p> <p>In compliance with the Main Market Listing Requirement and Section 17A of the Malaysian Anti-Corruption Commission Act 2009, the Company adopts the Anti-Bribery and Anti-Corruption ("ABAC") Policy which governs the prevention of corruption and unethical practices within the Group. The ABAC Manual sets forth the policy statement and guidelines on how to deal with improper solicitation, bribery, and other corrupt activities and issues that may arise in the course of business.</p> <p>The fundamental in adopting the code is to ensure that all business activities are in full compliance with the laws, rules, and regulations of the country in which it operates. If a law of the country conflicts with a rule or policy set out in this code, affected personnel should comply with the law. Besides, the code encourages affected personnel to go beyond legal compliance and adopt the internationally recognised standard to advance business ethics and control.</p> <p>The Group is open to receiving input from stakeholders in the continued development and implementation of the Code of Conduct to adopt the best practice where possible.</p> <p>The Company upholds the highest standards of integrity, transparency, and accountability in the conduct of the group's businesses and operations to ensure business sustainability.</p>

	<p>The objective of the Code is to achieve the following objectives:</p> <ul style="list-style-type: none"> • To conduct in an ethical, responsible, and transparent manner. • To enhance long-term shareholder value. • To strive the recruit and retention of the most competent individuals, offer them competitive terms and conditions of service, and maximize their progression through training and development. • To provide all employees with safe, secure, healthy, and conducive work culture and environment, where the values and mutual and reciprocal respect, trust, and confidence and upheld and activities promoted. • To provide quality products and services that meet customers' and consumers' expectations. • To uphold the highest professional and ethical relationship for mutual benefit with our suppliers, contractors, service providers, financial institutions, and other entity which has business relations with the Company. • To comply with all applicable laws and regulations laid down and to participate in projects promulgated by the government for industry and social development. <p>The Board members were provided with the Code of Conduct for Company Directors as established by the Companies Commission of Malaysia upon their appointment to the Board.</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 Company has established a Whistleblowing Policy approved by the Boards on 28 May 2013 and the latest revision was in 25 February 2021.</p> <p>The Whistleblowing Policy allows employees to discreetly disclose concerns about genuine illegal, unethical, or improper business conduct within the Company. In this manner, the employees can help the Company to monitor and keep track of such illegal, unethical, or improper business conduct within the Company which otherwise may not be easily detected through normal processes or transactions.</p> <p>This Policy is administered by the Group's Top Management and overseen by the RMAC. Employees and other interested parties can report their concerns related to matters covered by the Company's Code of Conduct.</p> <p>Meanwhile, in compliance with the Main Market Listing Requirements and Section 17A of the ABAC Policy has been included as part of the Whistle-Blowing Policy as well.</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

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors recognizes the importance of sustainability in an organization. In recent years, more emphasis has been given to incorporating sustainability into the Board's role in the Group.</p> <p>The Company is committed to ensuring the best possible economic, environmental, social, and governance outcomes for all those whom the Company's activities influence the stakeholders, including the communities in which the Company operates, employees, sub-contractors, business partners, investors, and, as far as practicably possible, organizations within the Company's supply chain.</p> <p>Due to the Company's nature of business as a manufacturer of biscuits, confectioneries and snack food, the main priority for the Board of the Company to take into sustainability consideration when setting up sustainability strategies, priorities, and targets will be quality and food safety. In this connection, the Company adopts and maintains international standards of compliance namely ISO 9001, ISO 22000, Food Safety, MESTI, Halal (JAKIM), SNI (Halal Indonesia), and HACCP certifications during its production.</p> <p>In addition, the Board also ensures that Policies and Procedures are in place to strengthen and comply with its corporate governance when setting up its business strategy.</p> <p>The Group continues to incorporate sustainability considerations into the business operation.</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

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The practice has been adopted and incorporated in the Company’s Sustainability Statement as disclosed in Annual Report of the Company and Company’s website at https://www.ofih.com.my/about-us/corporate-governance/ .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Board continues to keep themselves abreast on sustainability agendas which are relevant to the Company and its business through periodical updates by Bursa Securities, Securities Commission Malaysia and training programmes.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	A detailed study is required to develop the criteria(s) for the performance evaluations of the Board and the Management to address the material sustainability risks and opportunities.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The RMAC monitors the year-to-date progress on the achievement of the Company by reviewing the performance of the Company quarterly. The Risk Management and Audit Committee sought understanding from the Risk Management Team (“RMT”) at the Management level, on the identified risk of each department and to prepare the necessary management action plan to tackle the risks identified.

Intended Outcome

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

Practice 5.1

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

Application :	Applied
Explanation on application of the practice :	<p>The Board with the assistance of the NC has formalized the need for periodic review and refreshing of the Board to ensure that the composition is in line with the strategic need of the Company and better practices of corporate governance.</p> <p>In addition, the independence of all Non-Executive Directors is reviewed by the Company annually, whether any circumstances or relationships exist which could affect their judgement.</p> <p>On 23 May 2023, the following motions were passed by the Board:</p> <ol style="list-style-type: none">1) In line with the amendments to the Main Market Listing Requirements concerning director appointment, independence, and miscellaneous changes issued by Bursa Malaysia Berhad on 19 January 2022 whereby the definition of Independent Directors will be amended where all long-serving Independent Directors of more than 12 years must resign or be re-designated as a Non-Independent Director with effect from 1 June 2023, Tan Sri Dato' Azizan Bin Husain was re-designated from Independent Non-Executive Director to Non-Independent Non-Executive Director.2) Ms. You Chen Kei joined the Board as Independent Non-Executive Director. <p>As for Directors who are retiring and eligible for re-election, the Company would only make recommendations for their re-election upon their satisfactory evaluation of their performance and contribution to the Board and the Committees, together with the overall balance of knowledge, skills, experience, and diversity.</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

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

Practice 5.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board has seven (7) Directors comprising of a Non-Independent Non-Executive Chairman; two (2) Independent Non-Executive Directors; one (1) Non- Independent Non-Executive Director and three (3) Executive Directors.</p> <p>The Board is aware of the requirement that at least half of the Board comprises independent directors. The Board will continue to find a suitable candidate to fill up the position.</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

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	None of the Independent Non-Executive Directors have served the Company for more than twelve (12) years. Save for Tan Sri Dato' Azizan Bin Husain, who was re-designated from Independent Non-Executive Director to Non-Independent Non-Executive Director on 23 May 2023.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company practices a non-discrimination approach to recruitment, retention, training and development. It does not discriminate based on race, ethnicity, national origin, religion, sex, gender expression, age, height, weight, and marital status.</p> <p>The Company employs, appoints, promotes, develops and rewards its employees based on an individual's merit or abilities and achievements.</p> <p>The NC is entrusted with the task of proposing and recommending new nominee(s)/candidate(s) for the Board. It also undertakes an annual review of the required mix of skills and experience and other qualities of Directors, including core competencies and effectiveness of the Board as a whole and the contribution of each Director.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The current process with regards to the appointment of new Directors to the Board is based on the recommendation of the Nomination Committee. The existing Board members and major shareholders are the primary means to source for new Directors.</p> <p>The process of appointing Directors is performed based on a methodical and vigorous approach undertaken by Nomination Committee. The candidates are assessed thoroughly based on the required mix of skills, knowledge, experience, expertise and other required qualities.</p> <p>Moving forward, the Nomination Committee welcomes varied sources to identify candidates to be appointed to the Board, including utilising independent sources, i.e. from a directors' registry, use of independent search firms or through recommendations from business associates/ partners.</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

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The details of the Directors' interests, positions, and experience are set out in the Directors' profile in the Annual Report. The performance of the retiring directors is assessed by the Nomination Committee and Board before the recommendation is made to the shareholders for consideration. A statement by the Board and Nomination Committee satisfying the performance and effectiveness of the retiring Directors who offer themselves for re-election at the upcoming Annual General Meeting ("AGM") will be stated in the Notice of AGM.</p> <p>For independent directors, the Nomination Committee also assess their relationship with the executives that might influence, or reasonably be perceived to influence their capacity to bring an independent judgement and to act in the best interests of the listed company as a whole.</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 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	On 23 May 2023, The Chairman of the NC is Ms. You Chen Kei, an Independent Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board currently ONE (1) female member, Ms. You Chen Kei who was appointed on 23 May 2023.	
		The Board supports the country's aspirational target of 30% representation of women directors. The process of sourcing for potential candidates would be undertaken by the Board and through other relevant independent source(s).	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board has yet to set a formal policy formalizing its approach to boardroom diversity. However, the Board confirmed that the evaluation of the suitability of candidates is solely based on the candidates’ competency, experience, integrity, commitment, and qualification.</p> <p>The Board believes in equality regardless of race and/or gender. At the Company and its Group, female employees are given equal opportunities to progress and hold important positions in various departments and divisions of the Company.</p> <p>Presently, the Company has female employees holding senior management and managerial positions. This serves as a source of inspiration to other employees to see female leadership and allows prospective employees as well as current employees to see that ascension in the Company is possible.</p>
<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 form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application :	Applied
Explanation on application of the practice :	The Board has established an annual performance evaluation process to assess the performance and effectiveness of the Board and Board Committees, as well as the performance of each Director and each Audit Committee member through questionnaires and performance evaluation forms.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The RC has been entrusted to ensure that the Company's directors are fairly rewarded for their contributions to the Company's overall performance and the levels of remuneration should be sufficient to attract and retain Directors to run the Company successfully.</p> <p>The Company's Remuneration Policy is as published in the Company's website. The Company had established a "Bonus Payment Guideline & Policy for Executive Directors" on 23 November 2022. Meanwhile, the method of determination used for the other types of remuneration is primarily based on the individual Annual Performance, KPI, and contributions.</p> <p>The remuneration package of the Senior Management (Senior Managers, Manager, and Head of Department) are determined by the Group Managing Director and Group CEO. The reason is that the Senior Management is evaluated at the Company level on their performance through performance ratings through an Annual Performance Appraisal Form.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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 Company has established a RC comprising of two (2) Independent Non-Executive Directors and a Non-Independent Non-Executive Director.</p> <p>The remuneration of the Board was discussed by the RC.</p> <p>Written Terms of Reference of the RC is available on the Company's website at www.ofih.com.my.</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 assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

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

Application	: Departure
Explanation on application of the practice	: The board believes that such disclosure may expose them to personal security risks. The board has opted to disclose directors' remuneration components including salary, bonus, benefits-in-kind and other emoluments in Range of Remuneration but on no-named basis, due to sensitivity and privacy issues.

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The board believes that such disclosure may cause tension and unhealthy competition among senior management. In addition, disclosing Senior Leadership remuneration would be disadvantageous to the Company, given the competitiveness in the market for talent and due to the confidentiality of remuneration packages resulting opportunity of staff poaching considering the dearth of such persons with a particular skill set and also importantly such disclosure will expose them to personal security risks.	
		The board has opted to disclose the top two (2) senior management’s remuneration components including salary, bonus, benefits-in-kind and other emoluments in bands of RM50,000.00 but on no-named basis, due to sensitivity and privacy issues.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	The remuneration of the senior management will only be disclosed in bands as mentioned in Practice 8.2.

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairman of the Audit Committee is not the Chairman of the board.</p> <ul style="list-style-type: none"> • Chairman of the Board: Tan Sri Dato' Azizan Bin Husain • Chairman of RMAC: Mr. Chong Peng Khang 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	The RMAC has never to date appointed a former key audit partner as a member of the Committee. The RMAC had incorporated this policy in its Terms of Reference of the RMAC as revised on 27 May 2019.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The RMAC scope of activities in regards to the external auditor as specified in its Terms of Reference amongst others include:</p> <ul style="list-style-type: none">• Review the scope of the external audit and internal audit to ensure no unjustified restrictions are imposed by the Management.• Liaise directly with the external auditors, the Management and the Board as a whole, particularly concerning the Audit plan and Audit report. <p>The External Auditor, Messrs. Crowe Malaysia PLT, represented that they are, and have been independent throughout the conduct of the audit engagement.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>RMAC members possess a wide range of necessary skills to discharge their duties effectively. They are financially literate taking into consideration their experience, educational background and exposure as directors in other public listed companies.</p> <ul style="list-style-type: none">• Mr. Chong Peng Khang: Mr. Chong holds a professional qualification from the Association of Chartered Certified Accountants (ACCA) and the Malaysian Institute of Accountants (MIA). He has then held several senior finance roles in some major Malaysian conglomerate companies covering industries from manufacturing, heavy and process equipment, energy and automotive.• Ms. You Chen Kei: Ms. You was appointed to the Board on 23 May 2023. She also serves as the Chairman of Nomination Committee and a member of the Risk Management and Audit Committee and Remuneration Committee. She holds a Bachelor Degree in Accounting, the professional qualification from the Association of Chartered Certified Accountants (ACCA) and the Malaysian Institute of Accountants (MIA).• Mr. Lim Keat Sear: Mr. Lim has been in the snack and confectionery business for more than twenty (20) years. He joined Syarikat Perniagaan Chong Mah Sdn. Bhd., a distributor of snack food and confectionery in 1973 and became a director of the Company in 1978.

	Continuous professional developments for directors through training programmes and seminars are disclosed in the Corporate Governance Overview Statement of the Annual Report 2023.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board monitors risk through its RMAC.</p> <p>The overview of the risk management and internal control monitoring and framework were disclosed in the Statement of Risk Management and Internal Control in the Annual Report 2023.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The risk management and internal control systems are outlined in the Statement on Risk Management and Internal Control in the Annual Report 2023.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Board has established a Risk Management and Audit Committee comprises a majority of two (2) Independent Non-Executive Directors.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The internal audit function is outsourced and carried out by an independent professional firm, Needsbridge Advisory Sdn Bhd which is reporting directly to the Audit Committee. The engagement director of the Outsourced Internal Audit Function is a Certified Internal Auditor accredited by the Institute of Internal Auditors Global and a professional member of the Institute of Internal Auditors Malaysia. The internal audits are carried out, in material aspects, in accordance with the International Professional Practices Framework established by the Institute of Internal Auditors Global.</p> <p>The internal auditor function reports directly to the RMAC and presents the Internal Audit Reports to the RMAC.</p> <p>The details of the RMAC and its activities are reported in the RMAC Report in the Annual Report 2023.</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 11.2

The board should disclose–

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has disclosed in its RMAC report and the Statement of Risk Management and Corporate Governance that the internal audit function of the Group was outsourced to a professional consulting firm, Needsbridge Advisory Sdn Bhd to undertake independent, objective and systematic reviews of the internal control systems to evaluate its adequacy and effectiveness.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognized the importance of effective, transparent and regular communication with its stakeholders to ensure that investors have a clear understanding of the business, its strategy, opportunities and risks so they can make informed investment decisions regarding the value of the company and its prospects.</p> <p>These are several communication channels used to promote effective communication between the Company and its stakeholders:</p> <ul style="list-style-type: none"> • Annual General Meeting • Announcement of Quarterly Group Financial Results and Analyst Briefing • Annual Report
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

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

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

Practice 12.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has begun its journey into integrated reporting by adopting some of the principals and content elements of the International Integrated Reporting Framework by detailing the Company’s corporate strategy in adopting the ESG principles focusing on the three pillars of the environment, social, and governance. The initiatives are detailed in the Sustainability Statement of the Annual Report 2023. The Company expects the Integrated Annual Report to evolve and enhanced over the years.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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 the Oriental Food Industries Holdings Berhad's 27th Annual General Meeting was given to shareholders more than 28 days before the date of the Annual General Meeting.</p> <p>The Notice and Annual Report are targeted to be circulated to the Shareholders on 25 July 2023, i.e. more than 28 days before the date of AGM to be held on 23 August 2023.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	All Directors attended Oriental Food Industries Holdings Berhad's 26th Annual General Meeting held on 25 August 2022, as well as the past Annual General Meetings.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company does not have a large number of shareholders and has less than 100 shareholders who attend its AGM.</p> <p>Notice of the general meeting and circular to shareholders contain the relevant information pertaining to the resolutions to be tabled and shareholders may contact the Company for clarification by contacting the person whose emails and telephone numbers are published on the Company's website.</p> <p>The voting at the 26th AGM held on 25 August 2022 was conducted physically.</p> <p>Shareholders can view the AGM on a poll in accordance with Paragraph 8.29A of the MMLR of Bursa Securities. The Company had appointed Dvote Services Sdn Bhd as Poll Administrator to conduct the polling process and Sky Corporate Services Sdn. Bhd. as Independent Scrutineers to verify the results of the poll voting.</p> <p>The polling process for the resolutions was conducted upon completion of the deliberation of all items transacted at the 26th AGM.</p> <p>The Chairman announced the poll voting results after the same has been verified by the appointed Independent Scrutineer. Poll results are announced on the same day live after the results were verified.</p> <p>Shareholders are encouraged to attend general meetings. Shareholders who have questions and queries are welcome to submit questions or engage with Management separately. Management will endeavour to respond within a reasonable time. Shareholders are allowed to appoint any person as their proxy to attend, participate, speak, and vote in his stead at a general meeting.</p>

	<p>The 27th AGM will be held at the Tiara Melaka Golf and Country Club, Melaka, which is easily assessable to all shareholders.</p> <p>The Board and Senior Management are always present at General Meetings and make themselves available to the Shareholders.</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

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Chairman of the board always ensured that sufficient opportunities were given to shareholders to pose questions to the Company during the AGM.</p> <p>The shareholders are strongly encouraged to attend, participate, speak, and vote at the AGM, and all queries posed to the Board before and during the AGM are responded to accordingly.</p> <p>All Directors had actively responded to relevant questions addressed to them during the AGM. The Group's CEO, Accountant, and representatives of external auditors also attended and participated in the AGM.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	Shareholders are able to pose questions to Directors during the Q&A session at the AGM.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application :	Applied
Explanation on application of the practice :	Minutes of the Annual General Meeting (“AGM”) will be published at the Company’s website no later than 30 business days after the AGM.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES
PERSUANT 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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