

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5306
COMPANY NAME : FARM FRESH 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 of Directors of Farm Fresh Berhad is responsible for leading the Company and ensuring that the interest of shareholders and stakeholders are protected whilst enabling the Company to achieve long-term sustainability.</p> <p>The respective roles and responsibilities of the Board are clearly outlined in the Board Charter, which can be accessed at https://www.farmfresh.com.my/investorrelations/.</p> <p>The following paragraphs describe the Board's role in setting the strategy for the Company and in discharging its fiduciary duties:</p> <ul style="list-style-type: none">• <u>Reviewing management's presentation of Company's strategies, plans and policies and progress achieved.</u> The Board reviews the strategic plans and monitors the implementation of the plans in order to achieve sustainable growth and optimization of returns for the Group.• <u>Monitoring the progress of the Group's financial and operational performance.</u> The Group Chief Financial Officer reports on the quarterly financial performance and action plans taken to improve the Company's financial results. The Board is also informed of major capital expenditures, major corporate exercises and proposal for mergers and acquisitions.• <u>Identifying principal risks of the Group and ensuring the implementation of appropriate systems to mitigate and manage these risks.</u> The Board, assisted by the Audit and Risk Management Committee ("ARMC"), conducts regular reviews of significant risks and assesses their potential impact, and receives regular reports from the Chairman of the ARMC in relation to the work

	<p>of the ARMC in the area of internal control, including the review of the internal audit reports.</p> <ul style="list-style-type: none"> • <u>Reviewing and providing inputs on Management's proposals on key issues including acquisitions, material investments, funding and significant capital expenditure.</u> <p>Proposals relating to key issues are presented to the Board for consideration and approval. Management also updates the Board on the progress of the approved proposals at subsequent Board meetings.</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 1.2

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 roles and responsibilities of the Chairman of the Board have been clearly specified in the Board Charter, which is available on Farm Fresh’s website at https://www.farmfresh.com.my/investor-relations/</p> <p>The chairman of the Board is an independent non-executive director who presides over meetings of directors and is responsible for the orderly conduct and functioning of the Board, instilling good corporate governance practices, leadership and ensuring the effectiveness of the Board.</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

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The positions of Chairman and CEO are held by two different individuals. The Chairman, Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas, leads and manages the Board by ensuring effective contribution from the Directors and exercising control over quality, quantity and timeliness of information between Board and Management whereas the CEO, Loi Tuan Ee manages the business and operations of the Company and implements the Board's decisions.</p> <p>The distinct and separate roles of the Chairman and CEO, with their clear division of responsibilities, ensure a balance of power and authority, such that no one individual has unfettered decision-making powers.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Chairman of the Board is Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas. He is not a member of the Audit & Risk Committee ("ARMC") and the Nomination and Remuneration Committee ("NRC").
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 1.5

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 a qualified Company Secretary ("COSEC") who is a member of a professional body.</p> <p>The Board is regularly updated and advised by the COSEC who is qualified, experienced and competent on statutory and regulatory requirements, and the resultant implications of any changes therein to the Group and Directors in relation to their duties and responsibilities.</p> <p>The COSEC is responsible and entrusted to record the Board's deliberations and discussion during Board and Board committee meetings. All pertinent issues discussed at meetings in arriving at decisions and conclusions are properly recorded by the COSEC by way of minutes of meetings. The minutes are circulated in a timely manner, ie. within 3 weeks from the date of meetings after Management's review. The Directors may comment or request clarification before the minutes are tabled for confirmation and signed by the Chairman of the meeting as a correct record of the proceedings of the meeting.</p> <p>Directors have unrestricted access to the advice and services of the COSEC to enable them to discharge their duties effectively. The appointment and removal of the Company Secretary is a matter for the Board as a whole to decide.</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 1.6

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	:	<p>Board members have full and unrestricted access to all information pertaining to the Group's businesses and affairs. Directors are supplied with relevant information and reports on financial, operational, corporate, regulatory, business development and audit matters for decisions to be made on an informed basis and effective discharge of the Board's responsibilities.</p> <p>Board papers are prepared by Management, provide the relevant facts and analyses for the convenience of Directors. The notices and the meeting papers are sent to all members of the Board and Board Committees 5 working days ahead of scheduled meetings, ensuring sufficient time to peruse issues to be deliberated.</p> <p>Full minutes of each Board meeting are kept by the COSEC and are made available for inspection by any Director during office hours.</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 role and function of the Board, Board Committees, which includes the differing roles of the Executive Director and Non-Executive Directors as well as the schedule of issues and decisions reserved for the Board, are clearly delineated in the Board Charter. The Board Charter is reviewed when it is deemed necessary, in order to ensure the practices of the Group are in line with latest changes in MCCG.</p> <p>The Board Charter is available on Farm Fresh's website at https://www.farmfresh.com.my/investor-relations/</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 is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.</p> <p>The Code of Conduct and Business Ethics has been established to ensure that working environments and conditions are safe and healthy, conflicts of interest are avoided, workers are treated with respect and dignity, confidentiality is observed, good personal behaviour is exhibited and business operation are conducted ethically.</p> <p>The Code of Conduct and Business Ethics is available on Farm Fresh's website at https://www.farmfresh.com.my/investor-relations/</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 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>All stakeholders are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting, compliance and other malpractices in the Group at the earliest opportunity, and in an appropriate way.</p> <p>The Whistle Blowing policy is available on Farm Fresh’s website at https://www.farmfresh.com.my/investor-relations/</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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 reviews and oversees the implementation of the strategic business plan of the Group to ensure that it supports long-term value creation and promotes sustainability, taking into consideration the economic, environmental and social considerations.</p> <p>Operating sustainably has been core to our purpose at Farm Fresh Berhad and this is the high standard set by our Board of Directors.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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 Group is committed to upholding good Environmental, Social and Governance (ESG) practices and works towards embedding sustainability into its business processes. A full disclosure of our sustainability initiatives and practices can be found in the Sustainability Statement within this Integrated Annual Report, containing analysis of our sustainability performance in relation to ESG matters material to the Group and its stakeholders, as well as our support of the United Nations Sustainable Development Goals.	
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	:	<p>The Board takes into account sustainability considerations when exercising its duties to ensure our farming and processing practices have minimal impact on the environment.</p> <p>At the same time, we aspire to generate shared value between our business and local communities, providing long-term employment and career advancement opportunities to locals, upskilling our partner-farmers and supporting micro-entrepreneurs in rural and economically disadvantaged areas.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	Performance evaluations of the Board and senior management are assessed annually and address sustainability risks and opportunities. As part of the evaluation of the Board and Board Committees' effectiveness, an external party, i.e. a professional services firm has been engaged, with the Nomination and Remuneration Committee ("NRC") reviewing the questionnaire before circulation to the Board and Board Committee members. A summary of the responses has been presented and specific action plans will follow.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	Farm Fresh's Group MD and Group CEO, Mr. Loi Tuan Ee, takes responsibility to take care of the interest of the stakeholders and ensure that it supports long-term value creation and promotes sustainability, taking into consideration the economic, environmental and social considerations.

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>Nomination and Remuneration Committee ("NRC") has reviewed the performance of Directors who are subject to retirement and re-election at AGMs through the annual Board Performance Evaluation together with the satisfaction of their fit and proper criteria.</p> <p>The following Directors are retiring by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, have offered themselves for re-election at forthcoming 12th AGM: -</p> <p>(i) Mr. Loi Tuan Ee; and</p> <p>(ii) Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr. Haji Megat Khas</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 5.2

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

Application	:	Applied																									
Explanation on application of the practice	:	<p>The current Board of Farm Fresh Berhad consist of seven (7) experienced and competent members with different areas of expertise, out of which four (4) members are Independent Non-Executive Directors. None of the members of the Board is a former key audit partner of the external auditors of the Company.</p> <table border="1"> <thead> <tr> <th>No</th> <th>Name</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas</td> <td>Independent Non-Executive Director, Chairman</td> </tr> <tr> <td>2</td> <td>Loi Tuan Ee</td> <td>Non-Independent Executive Director</td> </tr> <tr> <td>3</td> <td>Loi Foon Kion</td> <td>Non-Independent Non-Executive Director</td> </tr> <tr> <td>4</td> <td>Sukanta Kumar Dutt</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>5</td> <td>Dato' Dr Quaza Nizamuddin Bin A. Hassan Nizam</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>6</td> <td>Jocelyn Ng Lai Leng</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>7</td> <td>Effizal Faiz Bin Zulkifly</td> <td>Non-Independent Non-Executive Director</td> </tr> </tbody> </table>		No	Name	Designation	1	Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas	Independent Non-Executive Director, Chairman	2	Loi Tuan Ee	Non-Independent Executive Director	3	Loi Foon Kion	Non-Independent Non-Executive Director	4	Sukanta Kumar Dutt	Independent Non-Executive Director	5	Dato' Dr Quaza Nizamuddin Bin A. Hassan Nizam	Independent Non-Executive Director	6	Jocelyn Ng Lai Leng	Independent Non-Executive Director	7	Effizal Faiz Bin Zulkifly	Non-Independent Non-Executive Director
No	Name	Designation																									
1	Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas	Independent Non-Executive Director, Chairman																									
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Explanation for departure	:	<div></div> <div></div>																									
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																											
Measure	:																										
Timeframe	:																										

Intended Outcome

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

Practice 5.3

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

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

Application	:	Not applicable - Step Up 5.4 adopted	
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 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	:	Adopted
Explanation on adoption of the practice	:	According to Farm Fresh's Board Charter clause 3.5, the tenure of an independent non-executive director shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an independent non-executive director may continue to serve on the Board as a non-independent non-executive director.

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>NRC ensures the appointment of director and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender. The appointment of directors and senior management and their continuation of services are recommended by the NRC for Board approval.</p> <p>Terms of Reference of the NRC is available on Farm Fresh’s website at https://www.farmfresh.com.my/investor-relations/</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	The nomination of directors is reviewed by the NRC and the Board. This includes non-independent directors nominated for appointment by substantial shareholders.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	The profiles of the Directors are disclosed in the Company’s Annual Report 2023. In addition, the NRC and the Board have considered and assessed the performance of the retiring directors who are seeking re-election, before recommending them to shareholders for approval.	
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 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NRC is currently chaired by an Independent Director, Mr Sukanta Kumar Dutt who has extensive experience in the fields of governance, financial reporting and risk management.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board is supportive of the best practices by MCCG in relation to having at least 30% women Directors on the Board. During the start of the period under review up to the period until 18 April 2022, the composition of the Board includes three (3) women Directors out of a total of seven (7) Directors, representing 43% of the Board composition. With the resignation of Serena Tan Mei Shwen and the appointment of Effizal Faiz bin Zulkifli effective 18 April 2022, the female composition of the Board dropped to two (2) women Directors out of a total of seven (7) Directors, representing 29% of the Board composition. Whilst this is very close to the 30% prescribed by the MCCG best practices, the Board remains committed to continue identifying suitable candidates for appointment to the Board, taking into consideration the merits of the candidates and the required skills, qualifications, knowledge and experience based on the business requirements of the Company, as primary considerations and subject to the availability of suitable woman candidates.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	To identify a woman director at the next change in Board composition.	
Timeframe	:	Others	

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	:	The Group acknowledges the corporate governance on such disclosure. The Board currently does not have a formal policy on gender diversity for the board and senior management. Nonetheless, the Board is supportive of gender diversity and will endeavour to consider suitable and qualified female candidates for appointment of directors and senior management.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board will formalise and approve the policy on gender diversity for the Board and senior management.	
Timeframe	:	Within 1 year	

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The Group has the procedure in place, through the NRC, to conduct annual evaluation of the effectiveness of individual Directors, the Board as a whole as well as the Committee of the Board via customized questionnaires which includes the followings:</p> <ul style="list-style-type: none"> • Directors' Peer Evaluation • Board and Board Committee Evaluation <p>The Company has engaged an external party, i.e. a professional services firm, with the Nomination and Remuneration Committee ("NRC") reviewing the questionnaire before circulation to the Board and Board Committee members. A summary of the responses has been presented and specific action plans will follow.</p> <p>The NRC also reviews the composition of respective Board committee of the Group to ensure its effectiveness in functioning.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has established a formal policy for NRC and it is made available on the Farm Fresh's website.</p> <p>The fees for the Non-Executive Directors and any benefits payable shall from time to time be determined in the general meeting in accordance Companies Act 2016.</p> <p>As for Senior Management, the remuneration analysis and salary matrix review were prepared internally and decided by the Group Managing Director and Group Chief Executive Officer with the aim to ensure that the compensation offered is in line with the market practice, to remain competitive for talent attraction and retention. The Group Managing Director and Group Chief Executive Officer is responsible to review the annual salary increments and performance bonuses in respect of the financial year.</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 NRC was established as the Board recognises the importance of the role the NRC plays not only in the selection and assessment of Directors and senior management but also in other aspects of corporate governance of which the NRC can assist the Board to discharge its fiduciary and leadership functions.</p> <p>Appointment/ Composition of the NRC: -</p> <ul style="list-style-type: none"> • The NRC members shall be appointed by the Board. • The NRC shall consist of not less than five (5) members. • The majority of the NRC members shall be Independent Non-Executive Directors. • The Chairman of the NRC must be a Non-Executive Director and shall be appointed by the Board. <p>The Board is satisfied that the NRC has effectively and efficiently discharged its duties and responsibilities in respect to its nomination and remuneration functions.</p> <p>The terms of reference of the NRC is available at the Farm Fresh's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The disclosure of the individual directors' remuneration on a named basis has been made in the Annual Report.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr Haji Megat Khas	Independent Director	150	12	-	-	-	-	162	150	12	-	-	-	-	162
2	Loi Tuan Ee	Executive Director	-	-	-	-	-	-	-	-	246	750	-	-	91	1,087
3	Loi Foon Kion	Non-Executive Non-Independent Director	100	13	-	-	-	-	113	100	13	-	-	-	-	113
4	Sukanta Kumar Dutt	Independent Director	100	18	-	-	-	-	118	100	18	-	-	-	-	118
5	Dato' Dr Quaza Nizamuddin Bin A Hassan Nizam	Independent Director	100	18	-	-	-	-	118	100	18	-	-	-	-	118
6	Jocelyn Ng Lai Leng	Independent Director	100	18	-	-	-	-	118	100	18	-	-	-	-	118
7	Effizal Faiz Bin Zulkifly	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
Explanation on application of the practice	:	The remuneration of top 5 key senior management is disclosed in Annual Report.	
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	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Loi Tuan Ee	Group Managing Director and Group Chief Executive Officer	750,001-800,000	200,001-250,000	Choose an item.	Choose an item.	50,001-100,000	1,050,001-1,100,000
2	Mohd Khairul Bin Mat Hassan	Group Chief Financial Officer	800,001-850,000	100,001-150,000	Choose an item.	Choose an item.	100,001-150,000	1,050,001-1,100,000
3	Adam Graeme Pretty	Managing Director of Australian Business	750,001-800,000	Choose an item.	Choose an item.	Choose an item.	50,001-100,000	800,001-850,000
4	Loi Tuan Kin	Plant Operations Director	500,001-550,000	0-50,000	50,001-100,000	Choose an item.	50,001-100,000	700,001-750,000
5	Azmi Bin Zainal	Group Chief Operating Officer	500,001-550,000	100,001-150,000	Choose an item.	Choose an item.	50,001-100,000	700,001-750,000

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.

The company's financial statement is a reliable source of information.

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The ARMC comprises 3 members who are Independent Non-Executive Directors, namely Sukanta Kumar Dutt, Dato' Dr Quaza Nizamuddin Bin A. Hassan Nizam and Jocelyn Ng Lai Leng whereby the Chairman of the Audit Committee is not the Chairman of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC has a policy that requires a former key partner to observe a cooling-off period of at least three (3) years before being appointed as a member of Audit Committee.</p> <p>Terms of Reference of ARMC is available on Farm Fresh's website at https://www.farmfresh.com.my/investor-relations/</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The ARMC assesses the performance and suitability of the external auditors and reviews any matters concerning the appointment and re-appointment, resignations or dismissals of external auditors.</p> <p>The ARMC has assessed the independence of KPMG PLT as the external auditor of the Company as well as reviewed the level of non-audit services rendered by KPMG PLT to the Company for the financial year under review.</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	:	Adopted
Explanation on adoption of the practice	:	The Board established the ARMC comprising wholly of Independent Non-Executive Directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	ARMC members have a wide range of necessary skills, knowledge, and experience, including governance, financial reporting, risk management, marketing, business development, veterinary and corporate general management experience in discharging their duties. During FY2023, the ARMC members have attended various training programmes, seminar, conference and forums, the detail of which are disclosed in the annual report.	
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

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 regards risk management and internal controls as an integral part of the overall management processes.</p> <p>The Board has established an organisation structure with clearly defined line of responsibility, authority limits and accountability aligned to business and operation requirements which supports the maintenance of a strong and robust control environment.</p> <p>The Board identifies the principal risks and ensures the implementation of appropriate internal controls and mitigation measures.</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	:	<p>The Group has a Risk Management Framework ("framework") in place to identify the key risks faced by the Group, the potential impact and likelihood of those risks occurring, the control effectiveness and the action plans being taken to manage those risks. Risk process has been put in place throughout the Group for the year under review.</p> <p>The system of internal control covers areas on financial, operational and compliance controls. Apart from the risk management and Internal Audit Functions, the Board has established key processes to augment the risk management and internal control system which are set out in the Statement of Risk Management and Internal Control in this Annual Report.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - 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 ARMC is established to oversee the financial risk processes, accounting policies and financial reporting practices and the risk management framework and its related policies within the Group, review the quality of the Group's internal control, accounting function and financial reporting system and the risk management framework and processes to ensure that they remain relevant for use and monitor the effectiveness of risk treatment/mitigation action plans for the management and control of key risks, in addition to other matters as instructed by the Board.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established an in-house internal audit function for the Group, which is led by the Head of Audit and Risk who reports directly to the ARMC for purposes of providing independent assurance to the Board (via the ARMC) and the organisation's corporate governance, risk management and internal controls through audits to evaluate effectiveness of internal controls and assessing compliance with policies and laws and regulations and provide recommendations on improving the risk management and compliance of the Group.	
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	:	<p>From 1 April 2022 until 31 October 2022, Mr Eddie Lim Peng Hun was the Head of Internal Audit and Risk before his appointment as Managing Director of JomCha. Following this, Mr. Pu Shuan How was then appointed as Head of Internal Audit and Risk with effect from that date.</p> <p>At every quarterly ARMC meeting, the Head of Internal Audit and Risk will update the committee on the internal audit plan and its progress which includes the nature and scope of the internal audit activities. The committee reviews the plan to ensure that the internal audit plan benefits and complements the external audit work plan.</p> <p>The internal audit work is conducted in accordance with internationally recognised framework and focuses on the key areas of business and operations risk.</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 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>Farm Fresh ensures that its communication with the shareholders and various stakeholders is transparent, timely and with quality disclosure. Farm Fresh also actively engages its stakeholders through various platforms including the announcements via Bursa LINK, disclosures on Farm Fresh's website and engagement through the investor relations function.</p> <p>Farm Fresh via its website, includes an Investor Relations ("IR") section which provides relevant information on the Company, and it is accessible to the public. This section enhances the IR function, including announcements made by Farm Fresh, annual reports and policies of Farm Fresh.</p> <p>The IR function is established to enable continuous communication between the Company and its stakeholders. The stakeholders are encouraged to channel their concerns to the IR personnel whose name, contact number and e-mail address (ir@farmfreshmilk.com.my) are provided at Farm Fresh's website, IR Contact section.</p> <p>To facilitate the stakeholders' understanding of the Company with respect to the business of the Company and its policies on governance, the Company has placed various documents on the Company websites including the corporate overview, information on the Board of Directors and the Management team, the Board Charter and Board Committee Terms of Reference, financial results, announcements to Bursa, minutes of general meetings, the Company's Annual Reports, the Company's products, media releases, and other corporate news.</p> <p>The quarterly financial results are also announced via Bursa LINK immediately after the Board's approval after 5.00p.m. on the same day and analyst briefings are conducted in the subsequent working day. This is important in ensuring equal and fair access to information is provided to the investing public, so that they are able to make informed decisions.</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 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	:	Farm Fresh has adopted full integrated reporting for its annual report based on a globally recognised framework since year 2022.	
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 its 11th AGM in 2022 was issued on 29 July 2022 whilst the AGM was held on 29 August 2022, provided a notice period of 28 days prior to the meeting.</p> <p>For upcoming 12th AGM to be held on 26 September 2023, the Company will be issuing notice of AGM to shareholder on 31st July 2023, which is at least 28 days prior to the meeting.</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	:	<p>The 11th AGM was held virtually through live streaming. All Directors, key management team, company secretary, and external auditors were present at the AGM of the Company.</p> <p>During the 11th AGM, Group MD & Group CEO and Group CFO were invited to present the overall financial performance and prospect of the Company. The Board and management team had also responded to questions received from shareholders prior to the AGM as well as questions posed on the query box.</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

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 AGM was conducted by leveraging on technology. The AGM was held virtually through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIIH Online website at https://tiih.online.</p> <p>TIIH was appointed as the Poll Administrator to conduct the electronic polling process, and Asia Securities Sdn Bhd ("ASSB") as the Independent Scrutineer to verify the poll results.</p> <p>Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, the Chairman of the Meeting declared whether the resolutions were carried. The poll results were also announced by the Company via Bursa LINK on the same day for the benefit of all shareholders.</p> <p>Minutes of the 11th AGM is available on Farm Fresh's website at https://www.farmfresh.com.my/investor-relations/</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Company received 11 pre-submitted questions and had addressed all 11 pre-submitted questions at the 11 th AGM. The Board and key management team answered questions posed by the shareholders at the 11 th 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 13.5

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.

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The 11th AGM proceeding was conducted smoothly with the RPV facilities. TIH was also able to collaborate well with our internal IT team on the IT infrastructure to ensure the smooth AGM proceedings.</p> <p>Shareholders were provided sufficient time and opportunity to raise questions on the day of the AGM via the virtual meeting portal. The questions posed by the Shareholders were responded by the Board and key management team.</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 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the 11 th AGM, which includes answers to the shareholders' questions was uploaded to the Company website within 30 business days after the general meeting.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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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