

CORPORATE GOVERNANCE REPORT

STOCK CODE : 2828
COMPANY NAME : C.I. HOLDINGS BERHAD
FINANCIAL YEAR : June 30, 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 PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, with its collective and overall responsibility in leading and directing the Group's strategic affairs, has the ultimate responsibility for corporate governance and formulation of policies and plays a key role in charting the vision, strategic direction, development and control of the Group as well as overseeing the investment of the Company.</p> <p>There is a schedule of matters reserved specifically for the Board's decision which includes reviewing and approving the Group's quarterly and annual results, the business plan, the direction of the Group, new investment and business proposals, the management/performance of the business of subsidiaries, corporate plans and annual budgets, acquisitions and disposals as well as material agreements, major capital expenditures and long-term plans.</p> <p>To ensure the effective discharge of its functions and responsibilities, there is a Business Authority Limits which sets out relevant matters for each of the subsidiaries, delegated to the Management Team led by the Group Managing Director. These authority limits are reviewed and revised as and when required, to ensure an optimum structure for efficient and effective decision-making in the Group. The Business Authority Limits for all the subsidiaries were last reviewed and updated on 21 September 2016 with the approval from the Board.</p> <p>Additionally, the Board assumes, amongst others, the following duties and responsibilities:</p> <ul style="list-style-type: none">(a) Overseeing and evaluating the conduct and performance of the Company and the Group;(b) Establishing a succession plan;(c) Identifying principal risks and ensuring implementation of a proper risk management system;(d) Overseeing the development and implementation of a shareholder communication policy for the Company; and

	<p>(e) Reviewing the adequacy and the integrity of management information and internal controls system of the Company.</p> <p>In order to create a foundation for ensuring sound, transparent and efficient management, the Board had established a corporate governance system within the organisation which reinforces ethical, prudent and professional behaviour. The Board has set out various key policies which are available for reference on the Company’s website:</p> <ul style="list-style-type: none"> a) Board Charter; b) Fit and Proper Policy; c) Terms of Reference of Audit Committee, Nomination Committee and Remuneration Committee; d) Code of Conduct; e) Whistleblowing Policy; and f) Anti-Bribery and Corruption Policy. <p>The above policies will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board’s responsibilities.</p> <p>The Board meets at least five (5) times a year, with additional meetings held as and when required by the Board to discuss amongst others the administration and implementation of matters delegated to the Management which is overseen by the Board. Management’s proposals which are reserved for the Board’s approvals will be discussed at the Board Meetings where the Board members will have ample time and opportunity to peruse and discuss the proposal as well as seek clarification from the Management team. This practice is put in place to ensure Management’s strategies are in line with the Company’s business targets for the year and also for future medium and long-term basis.</p> <p>The Board also facilitates in matters of risk management, succession planning, developing and implementing investor relations and reviewing internal controls. The Board has delegated specific responsibilities to the following Board and Management committees (“Committees”):</p> <ul style="list-style-type: none"> a) Audit Committee (“AC”); b) Nomination Committee (“NC”); c) Remuneration Committee (“RC”); and d) Risk Management Committee (“RMC”).
<p>Explanation for departure</p>	<p>:</p>

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 1.2

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 Non-Independent Non-Executive Chairman, Datuk Seri Johari Bin Abdul Ghani is primarily responsible for the overall leadership and functioning of the Board.</p> <p>The Chairman's primary role is to lead the Board in the oversight of Management and is responsible for ensuring the integrity and effectiveness of the governance process of the Board.</p> <p>The key roles of the Chairman are specified under item 4.1 of the Board Charter, amongst others, are as follows:</p> <ul style="list-style-type: none"> a) Leading the Board in setting the values and standards of the Company; b) Maintaining a relationship of trust with and between the Executive and Non-Executive Directors; c) Ensuring the provision of accurate, timely and clear information to Directors; d) Ensuring effective communication with shareholders and relevant stakeholders; e) Arranging regular evaluation of the performance of the Board, its Committees and individual Directors; and f) Facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations be maintained between Executive and Non-Executive Directors.
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 positions of Chairman and Group Managing Director are held by different individuals, Datuk Seri Johari Bin Abdul Ghani as the Chairman and the Company's previous Group Managing Director, Encik Megat Joha Bin Megat Abdul Rahman (as at 3 January 2023). Subsequent to his redesignation as Non-Independent Non-Executive Director of the Company, Encik Mohammad Bin Alwi, was appointed on 3 January, 2023 as the new Group Managing Director.</p> <p>The roles of the Chairman and the Group Managing Director are separated with a clear division of responsibilities between them to ensure balance of power and authority. The Chairman leads the strategic planning at the Board level. He acts as a facilitator at Board meetings and ensures that appropriate discussions take place. Whilst the Group Managing Director is responsible for the implementation of the policies laid down by the Board and executive decision-making.</p> <p>The roles of the Chairman and Group Managing Director are specified under item 4 of the Board Charter.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: The Chairman of the Board also serves as a member of the Remuneration Committee. Despite his involvement in the Remuneration Committee, he exercises objective judgement with his extensive experience. In addition, he is not involved in the Company's management and operational matters.
	The Remuneration Committee comprises exclusively Non-Executive Directors, a majority of whom are Independent Directors. There is no one member who dominates the discussion nor possess any unfettered power in decision making of the Remuneration Committee.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	: Choose an item.

Intended Outcome

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

Practice 1.5

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is supported by two (2) qualified and competent Company Secretaries.</p> <p>The Joint Secretaries attend all Board meetings and are responsible for ensuring that the Board procedures as well as statutory and regulatory requirements relating to the duties and responsibilities of the Directors are complied with. The Company Secretaries also ensure that all Board deliberations, issues and conclusions reached including the substance of inquiries and responses, Board members' suggestions and the decisions made are properly recorded and maintained in the minutes of the Board meetings.</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>All Directors are provided with an agenda and board papers at least five (5) days prior to every Board meeting to enable the Directors to obtain further explanations or information, where and when necessary, in order to be properly briefed before the meeting. In addition to quantitative information, the Directors are also provided with timely and relevant updates/ information relevant to the business of the meeting, including management information on the financial and trading position of the Group. Senior management staff and external advisors may be invited to attend Board meetings, to advise and provide the Board with detailed explanations and clarification on certain matters that are tabled to the Board.</p> <p>Minutes of meetings are prepared and circulated to the Chairman of Board and/or Chairman of Committees prior to the subsequent meeting for confirmation. Signed copies of confirmed minutes are maintained in the respective minutes books maintained by the Company Secretaries.</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	:	The Board Charter serves as a reference point for Board activities. It is designed to provide guidance and clarity for Directors and management with regard to the role of the Board and its committees, the role of the Group Managing Director, the requirements of Directors in carrying out their roles and in discharging their duties towards the Company as well as the Board's operating practices. The Board will review and update the Board Charter periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. The Board Charter was last reviewed and updated on 23 August 2022 and is made available on the Company's corporate website at http://www.cih.com.my/investor-relations/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 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	:	The Board had established a Corporate Code of Conduct which is made available on the Company's website at www.cih.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 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The existence of the whistleblowing policy provides a mechanism and offers protection for employees to report matters such as financial malpractice or impropriety or fraud, failure to comply with legal obligations or statutes, hazardous to health and safety or the environment, criminal activity, improper conduct or unethical behaviour or any attempts to conceal any of the above. The protection of the employee who report breaches and non-compliances is in line with the Public Interest Disclosure Act which came into effect in 1999. The policy is disseminated to subsidiaries and is available for access by employees.</p> <p>This policy is designed to enable employees of the Company to raise concerns internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. This policy is intended to cover concerns which are in the public interest and may at least initially be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary. These concerns could include:</p> <ul style="list-style-type: none">• Financial malpractice or impropriety or fraud• Failure to comply with a legal obligation or Statutes• Hazardous to health and safety or the environment• Criminal activity• Improper conduct or unethical behaviour• Attempts to conceal any of the above <p>The employees are guided by the Whistleblowing Policy when relying on information in relation to the abovementioned in writing to designated persons stated in the said policy. Upon receipt of report made together with available evidence, the investigator is tasked to investigate and take all reasonable steps to ensure that investigations regarding the report and disclosure are carried out fairly, unbiased and with due regards to the principles of natural justice. The investigator will report the outcome of the investigation to the Group Managing Director or Chairman.</p>

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

Intended Outcome

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 sustainability fundamental of the Company is governed by the Board led by the previous Group Managing Director, Encik Megat Joha Bin Megat Abdul Rahman until 3 January 2023 and subsequently by Encik Mohammad Bin Alwi, the new Group Managing Director who was appointed on 3 January 2023.</p> <p>The Company has a governance structure in place where the Board takes full accountability to ensure effective corporate governance across the Group which includes overseeing risks and internal controls that are also key functions of sustainability. In this respect, the Board is supported by a growing set of environmental; social; and governance (ESG) policies and a capable team of senior management, department heads and project leads for sustainability implementation and performance reporting.</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	:	<p>The Company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders regularly via:</p> <ul style="list-style-type: none"> • Annual Report • Media release • Meetings • Digital platforms (social media, WhatsApp) • Announcements • Corporate website at www.cih.com.my <p>In addition, the Company’s sustainability performance has also been set out in its Annual Report 2023 for the information of its internal and external stakeholders. Details of the stakeholder engagement are as set out 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

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 stays abreast with sustainability issues relevant to the Company through regular engagement with the Management team, and the Board provides their views and opinions on any of the Group’s sustainability issues during Board 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

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	:	The Board Effectiveness Evaluation for financial year ended 30 June 2023 included assessment on Board's understanding on sustainability issues that are critical to the Company's performance.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Company's sustainability was led by the previous Group Managing Director, Encik Megat Joha Bin Megat Abdul Rahman (for the period from 1 July 2022 to 3 January 2023). Subsequent to his redesignation as Non-Independent Non-Executive Director of the Company, it is currently led by the new Group Managing Director, Encik Mohammad Bin Alwi, who was appointed on 3 January 2023. He manages, provides direction, oversight and guidance throughout the Group to integrate sustainability considerations in the operations of the Group and implement sustainability related measures. He reports and updates the Board on material economic; environmental; and social impacts.

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 Nomination Committee regularly assesses the experience, tenure, and diversity required collectively for the Board and ensures that it is periodically refreshed so that it can discharge its duties effectively.</p> <p>The Nomination Committee annually reviews the performance of all directors including those seeking for re-election based on competency, preparedness and character. Directors seeking for re-election are also subject to fit and proper assessment in accordance with the Fit and Proper Policy adopted on 29 June 2022.</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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The board comprises of three (3) independent directors out of nine (9).	
		Nonetheless, the Company is currently led by an effective and experience nine (9) Board members, comprising one (1) Executive Director and eight (8) Non-Executive Directors, of which three (3) are Independent Non-Executives and five (5) are Non-Independent Non-Executive Directors. The Independent Non-Executive Directors and Non-Independent Non-Executive Directors are able to provide unbiased, independent and objective views and judgement during board meetings and deliberation on all matters concerning the Group. The Nomination Committee has assessed the Board and is satisfied with the current size and composition that has mix skills, experiences, knowledge and competencies required for an effective Board.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board had via the 44th Annual General Meeting held on 26 October 2022 sought shareholders' approval via a two-tier voting process for the continuation of office as independent directors of two (2) independent directors who has served for more than twelve years, but not for one (1) independent director who has served for more than nine years.</p> <p>The three (3) independent directors concerned had subsequently resigned on 3 January 2023. There is currently no independent director serving more than nine years.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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 Nomination Committee scrutinises the sourcing and nomination of suitable candidates for appointment as Director of the Company before recommending to the Board for approval. The candidates must also be able to commit a sufficient amount of time to discharge their duties as a Board member.</p> <p>A formal procedure and process has been established for the nomination and appointment of new Directors. The process for the nomination and appointment of new Directors is summarised as follows:</p> <ul style="list-style-type: none">(a) Identification of skills required for the Board.(b) Selection of candidates.(c) Review and assessment by the Nomination Committee.(d) Recommendation to the Board for approval. <p>A proposed candidate is first considered by the Nomination Committee which takes into account, among others, the skills and experience of the candidate, before making a recommendation to the Board for approval. In evaluating the suitability of the candidates, the following factors are considered:</p> <ul style="list-style-type: none">i. background, character, competence, integrity and time commitment;ii. qualifications, skills, expertise and experience;iii. professionalism; andiv. in the case of candidates for the position of Independent Non-Executive Directors, the candidate's independence and ability to discharge such responsibilities as expected from Independent Non-Executive Directors, will be evaluated. <p>In pursuit of the diversity policy (in terms of gender, ethnicity and age), the Nomination Committee is mindful of its responsibilities to ensure that new appointments would provide the appropriate mix of skills,</p>

	experience and competencies which are relevant to enhance the Board's composition.	
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	:	A formal procedure and process for the nomination and appointment of new Directors has been established. Candidates are not confined to recommendations from existing board members, management or major 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	:	<p>The profiles of Directors are published in the Annual Report 2023 and on Bursa Malaysia's website. These include their age, gender, tenure of service, directorships in other companies, working experience and any conflict of interest as well as their shareholdings in Bursa Malaysia, if any.</p> <p>The performance of the retiring Directors is assessed by the Nomination Committee and Board before recommendation is made to the shareholders for consideration. The information for the Directors standing for re-election as well as the reasons from the Board to support the re-elections have been disclosed in the Company's Notice of 45th Annual General Meeting to be held on 27 October 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

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	:	<p>The Nomination Committee is chaired by Cik Sharina Binti Saidon, Senior Independent Non-Executive Director of the Company.</p> <p>The composition of the Nomination Committee is as follows:</p> <ul style="list-style-type: none"> i. Cik Sharina Binti Saidon (Chairperson); ii. Datin Mariam Prudence Binti Yusof (member); and iii. Dato' Sivananthan a/l Shanmugam (member). 	
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	:	Applied	
Explanation on application of the practice	:	Currently, the Company has three (3) women directors, i.e.30% of women participation on 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

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	The Board had disclosed its Corporate Governance Overview Statement in the Annual Report 2023 on gender diversity and has taken steps to ensure the gender diversity on the Board and senior management is met. As at 30 June 2023, 37% of the Group’s employees are women.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application :	Applied
Explanation on application of the practice :	The Nomination Committee performed the annual evaluations on performance of individual directors and the Board as a whole comprising performance evaluation of the Board and Board Committees; Directors' self and peer evaluation; and self- assessment of independence performed by the Independent Directors. The Company Secretary compiled the results of the all the evaluations mentioned above for the Nomination Committee deliberation and the same would be reported to the Board for notation.
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>Clause 6 in the Board Charter outlined the policies and procedures to determine the remuneration of directors and senior management.</p> <p>The Board aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Company successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.</p> <p>The level of remuneration for the Group Managing Director and Executive Directors is recommended by the Remuneration Committee after giving due consideration to the compensation levels for comparable positions among other similar Malaysian public listed companies.</p> <p>No Director other than the Group Managing Director and Executive Directors shall have a service contract with the Company.</p> <p>A formal independent review of the Directors' remuneration is undertaken no less frequently than once every three (3) years.</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	:		
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Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has a Remuneration Committee comprised of two (2) independent non-executive directors and one (1) non-independent non-executive director, as follows: i. Cik Sharina Binti Saidon (Chairperson); ii. Datuk Seri Johari Bin Abdul Ghani (Member); and iii. Encik Mohammad Farish Nizar Bin Othman (Member). The RC has established a written Terms of Reference, which outlines its functions; members' powers and authority; duties and responsibilities. The Terms of Reference is disclosed on the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	Detailed disclosure on named basis for the remuneration of individual directors with breakdown of individual directors' fees, salary, bonus, benefits in-kind and other emoluments are disclosed in the Annual Report 2023.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Seri Johari Bin Abdul Ghani	Non-Executive Non-Independent Director	75,000	-	-	-	-	21,000	96,000	75,000	-	-	-	-	21,000	96,000
2	Datin Mariam Prudence Binti Yusof	Non-Executive Non-Independent Director	50,000	-	-	-	-	12,000	62,000	50,000	-	-	-	-	12,000	62,000
3	Megat Joha Bin Megat Abdul Rahman	Non-Executive Non-Independent Director	12,500	-	612,000	292,000	23,000	130,000	1,069,500	12,500	-	612,000	292,000	23,000	130,000	1,069,500
4	Lee Cheang Mei	Non-Executive Non-Independent Director	5,900	-	-	-	-	6,000	11,900	5,900	-	600,000	-	29,000	36,000	670,900
5	Sharina Binti Saidon	Independent Director	33,400	-	-	-	-	20,000	53,400	33,400	-	-	-	-	20,000	53,400
6	Dato Sivananthan a/l Shanmugam	Independent Director	25,000	-	-	-	-	8,000	33,000	25,000	-	-	-	-	8,000	33,000
7	Mohammad Farish Nizar Bin Othman	Independent Director	25,000	-	-	-	-	13,000	38,000	25,000	-	-	-	-	13,000	38,000
8	Teh Bee Tein	Independent Director	17,500	-	-	-	-	29,000	46,500	17,500	-	-	-	-	29,000	46,500
9	Nor Hishammuddin Bin Dato' Mohd Nordin	Independent Director	17,500	-	-	-	-	27,000	44,500	17,500	-	-	-	-	27,000	44,500
10	Kasinathan a/l Tulasi	Independent Director	17,500	-	-	-	-	12,000	29,500	17,500	-	-	-	-	12,000	29,500
11	Datuk Haji Ariffin Bin Imat	Independent Director	17,500	-	-	-	-	14,000	31,500	17,500	-	-	-	-	14,000	31,500

12	Mohammad Bin Alwi	Executive Director	-	-	120,000	-	16,000	-	136,000	45,000	-	440,000	650,000	16,000	116,000	1,267,000
13	Fung Heen Choon	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	600,000	-	29,000	19,000	648,000
14	Dato' Sukumaran s/o Ramasamy	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	60,000	-	2,834,000	8,555,000	-	375,000	11,824,000
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board is of the view that disclosing the remuneration (including the various component thereof) of the Group's top five Senior Management on a named basis is not in the best interest of the Group, in terms of recruitment and talent retention.
		Remuneration benchmarking is undertaken to ensure that the Senior Management's remuneration package is competitive and within market norms. Nonetheless, disclosure on the total remuneration of top five senior management in the bands of RM50,000 on an aggregate basis are provided in the Corporate Governance Overview Statement of the Company's Annual Report 2023.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairperson of the AC and the Chairman of the Board are held by two (2) different individuals.</p> <p>The AC was chaired by Ms. Teh Bee Tein, and following her resignation and ceased of office on 3 January 2023, by Encik Mohammad Farish Nizar Bin Othman, the Independent Non-Executive Director whereas the Chairman of the Board is Datuk Seri Johari Bin Abdul Ghani, the Non-Independent Non-Executive Chairman of the Company.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises the need to uphold the independence of the external auditors from the Board and Management. None of the members of the Audit Committee are former key audit partners of external audit firm(s) servicing the Company. The Audit Committee had revised the Terms of Reference of the Audit Committee to lengthen the cooling off period from two (2) to three (3) years for a former key audit partner to observe before being appointed as a member of the Audit Committee.</p> <p>Presently, none of the members of the Audit Committee are former key audit partners.</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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company does not have a formal policy and procedures to assess the external auditors.	
		However, the AC always assessed the suitability, objectivity and independence of the external auditor before recommending the re-appointment of the external auditor to the Board and shareholders for consideration.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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 Audit Committee of the Company comprises solely 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	:	The Audit Committee comprised of three (3) Independent Non-Executive Directors, whom amongst them possess a mix of skills, experience and qualification ranging from chartered accountant, solicitors, directors of several private companies and public companies. Financial literacy is part of their qualifications and line of work. The directors undertake continuous professional development as prescribed in the Board Charter.	
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 Group has a formal risk management framework, which enables the management and the Board to share a common model for the effective communication and evaluation of all principal risks and controls. The Risk Framework covers a broad variety of risks, including but not limited to business continuity issues, governance issues, financial issues and operational issues.</p> <p>The RMC comprises eight (8) members, out of which three (3) are appointed representatives from the Board, two (2) of which are Independent Non-Executive Directors. The Chairman of the RMC is an Independent Non-Executive Director. The others are representatives from the various operating subsidiaries.</p> <p>A Risk Coordinator was appointed to administer the Risk Management Framework. Under the Risk Management Framework, for each risk, the root cause is first identified, then the consequence is ascertained and the risk is then classified into either controllable or inherent. Each risk is then assigned two risk scores; one measures the impact and the second measuring the likelihood. These scores are used to determine a risk grade. Finally, control measures and action plans to manage, minimise or mitigate the risks are then identified. All the above mentioned are recorded and updated in the Risk Register which is then used to develop a risk profile for each company.</p> <p>The Risk Coordinator works in conjunction with the management of each subsidiary to work through the Risk Management Framework and updates the Risk Register. The results of this exercise are then reported to the RMC, which meets on a half yearly basis. The RMC reviews and discusses the risk profiles of the various subsidiaries, taking special note of any changes and developments, the existing controls, action plans in place to manage the risks and any further actions necessary. The RMC then reports to the Board on a half yearly basis.</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

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 details of the Risk Management and Internal Control Framework are set out in the Statement on Internal Control and Risk Management 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 10.3 - 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 :	Not Adopted
Explanation on adoption of the practice :	

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 Group has an internal audit function whose primary responsibility is to assure the Board, through the AC, that the internal control systems are functioning as intended. In providing this assurance, the Internal Audit Department carries out regular audit activities in accordance with its annual audit plan to review the adequacy and integrity of internal control systems and to identify opportunities for improvement in operational efficiency. The AC reports to the Board on its activities, significant audit results or findings and necessary recommendations or actions needed to be taken by management to rectify those issues.	
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>The internal audit function of the Group is performed in-house and reports to the Audit Committee. The internal audit function acts independently on the activities and operations of other operating units.</p> <p>The internal audit function of the Company is headed by Mr. Teoh Kar Hoe, the Associate Member of the Association of International Accountant and the Chartered Member of the Institute of Internal Auditors Malaysia. The internal audit function of the Company comprises four (4) members in total, i.e. one (1) Internal Audit Manager and three (3) executives.</p> <p>The Group's in-house ISO Audit Team conducts internal quality audit once a year in accordance to ISO 9001:2008.</p> <p>The Internal Auditors perform their tasks in accordance to International Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors Malaysia, which apply and uphold the following principles and rules of conduct:</p> <ul style="list-style-type: none"> • Integrity • Objectivity • Confidentiality • Competency
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

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>Clause 9 of the Board Charter outlined the Board’s communication policy in respect of shareholders and the public.</p> <p>The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company and as such adopts an open and transparent policy in respect of its relationship with its shareholders and investors.</p> <p>The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Company’s performance and operations in addition to the various announcements made during the year.</p> <p>Dialogues are conducted with financial analysts from time to time as a means of effective communication that enables the Board and Management to convey information relating to the Company’s performance, corporate strategy and other matters affecting shareholders’ interests.</p> <p>The Company’s website contained a dedicated “Investor Relations” (“IR”) link through which a repository of the Company’s annual and quarterly reports as well as financial statements and latest announcements may be accessed.</p> <p>Further links to access the Board Charter, Terms of Reference of the Audit, Remuneration and Nomination Committees, results of the Annual General Meeting, sign up email alerts and the IR Contact were provided.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Notice of 44 th Annual General Meeting (“AGM”) held on 26 October 2022 was issued on 27 September 2022, which is more than 28 days.	
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	All Directors, except for Kasinathan a/l Tulasi attended the 44 th AGM held on 26 October 2022. At the AGM, there was a Questions and Answers session whereby the Chairman of the Board invited the shareholders to raise any question pertaining to the Company at the meeting.	
		The Chairman of the Board as well as the Chairperson of the AC, NC and RC were present at the 44 th AGM to provide meaningful response to any question raised by shareholders.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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	:	The 44 th AGM was held on a fully virtual basis via the online meeting platform provided by reputable and experienced service provider which will ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.	
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	: In the interest of safety and health of the shareholders, Board members and employees of the Company, the 44 th AGM held in 2022 was conducted on a fully virtual basis via online meeting platform. The shareholders were also given sufficient opportunities to pose any questions pertaining to financial and non-financial matters as well as long term strategies of the Company via an online platform provided during the AGM and all questions posed by the shareholders were answered 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 13.5

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	: The 44 th AGM was conducted on a fully virtual basis and broadcasted from the Boardroom, Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur The service provider of the AGM, Boardroom Share Registrars Sdn Bhd had provided adequate tools and infrastructure to the Company for a successful virtual AGM with active participation by the shareholders. In addition, all questions submitted by the shareholders prior to and during the AGM as well as the Board's responses to the questions were posted and read out by the Chairman of the AGM at the online broadcasting 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	: The minutes of the Company's 44 th AGM was published on the Company's website (www.cih.com.my) on 22 November 2022, which is less 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 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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