

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 5401  
**COMPANY NAME** : Tropicana Corporation Berhad  
**FINANCIAL YEAR** : December 31, 2022

### **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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("<b>Board</b>") is accountable and responsible for the performance and governance activities of Tropicana Corporation Berhad ("<b>Tropicana</b>" or "<b>Company</b>") and its group of companies ("<b>Tropicana Group</b>" or "<b>Group</b>") with a view of protecting shareholders' value and recognising the interests of all other stakeholders namely, customers, suppliers, contractors, employees, regulators, members of the communities and all others with whom Tropicana interfaces.</p> <p>The principal responsibilities of the Board in stewarding Tropicana Group are as follows:</p> <p><i>(a) Review and adopt the strategic plan for the Group.</i></p> <p>The strategic business plan for the Group is presented to the Board for deliberation and approval on an annual basis and the milestones achieved and progress of the strategic plan and financial targets are reported to the Board on a quarterly basis.</p> <p><i>(b) Constantly oversee the Group's business conducts to ensure the business is being properly managed.</i></p> <p>In order to strengthen the Board's oversight of Management, the Board has the following agenda items in its quarterly meetings:</p> <ul style="list-style-type: none"><li>• review of the operations of the Group (Northern, Central and Southern regions) by Senior Management;</li><li>• review reports of the status of marketing and sales of the Group prepared by the Deputy Chief Executive Officer / Executive Director, Sales &amp; Marketing (Non-Board members of Tropicana);</li></ul>

- review reports on the development of material litigation(s) and/or any new material litigation of the Group by the Executive Director, Group Legal (Non-Board member of Tropicana); and
- review reports of the operations of Tropicana Gardens Mall prepared by the Managing Director and Group Assets Management (Non-Board member of Tropicana).

*(c) Identify the principal risks and ensure the implementation of appropriate systems to manage these risks.*

The Board recognises that risk is an integral and unavoidable component of its businesses and is characterised by threats and opportunities. The Board is committed to managing risks in a proactive manner and to safeguarding stakeholders' interests and the Group's assets. Hence, the Risk Management department and the Enterprise Risk Management programme were formalised in year 2012.

In addition, the Group has implemented an on-going process to identify, evaluate, monitor, manage and respond to significant risks faced by the Group in its achievement of the business goals and objectives in consideration of the change in the business environment and regulatory requirements. This on-going review process has been in place for the entire financial year under review to ensure that adequate and effective Group risk management and internal control systems have been embedded in all aspects of the Group's activities.

*(d) Establish a succession plan for the Group.*

The Group has a well-defined organisational structure with clearly defined lines of accountability, authority and responsibility of the Board and each of its operating units. The Board has established the key Standard Operating Procedures to ensure proper succession planning is in place and consistent works are constantly being delivered.

*(e) Oversee the development and implementation of an investor relations programme or Shareholder Communications Policy for the Group.*

Tropicana Group recognises and practices transparency and accountability to its shareholders and investors.

The Group is committed to engaging and conducting constructive conversations with stakeholders that focus on Tropicana's values, best practices, transformation strategies, performance goals and long-term growth in order to create value for stakeholders and shareholders, both for the short and long-term. These sessions allow Tropicana to build and sustain market confidence, help the

Group to make informed decisions, strengthen the relationships and ensure the delivery of Tropicana’s commitments, both financial and non-financial.

The Group worked in partnership with the investing community, who consisted mainly of existing and potential shareholders, employees, customers and analysts, by providing them with timely, transparent, accurate and open communication on Tropicana’s business performance. Tropicana also has an Investor Relations site at <https://www.tropicanaCorp.com.my/investor-relations/irhome> that acts as an additional communication platform for stakeholders, shareholders and the general public to obtain information about Tropicana Group.

Tropicana continues to be a member of the Malaysian Investor Relations Association (MIRA) as this keeps us informed on the industry’s best practices and builds relationships with the community.

- (f) *Review the adequacy and the integrity of the Group’s internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.*

The Board established an in-house Group Internal Audit department (“GIAD”) where the functions of GIAD are guided by its Internal Audit Charter which defines the authority, independence and objectivity, duties and responsibilities, audit planning, periodic assessment and independence of all members of the GIAD. GIAD reports directly to the Audit Committee and maintains its impartiality, proficiency and due professional care. The principal responsibilities of GIAD are to provide independent and objective assurance and advisory services designed to add value and improve the operations of the Group. This includes the continuous review and evaluation of the adequacy and effectiveness of the Group’s risk management, internal control and governance processes.

- (g) *Ensure that the Group’s financial statements are true and fair and conform to the laws.*

The Board is responsible for ensuring that the financial statements of the Company and of the Group are drawn up in accordance with the Financial Reporting Standards and the Companies Act 2016 so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2022 and of their financial performance and cash flows for the year then ended. The Board is committed to providing a clear, balanced and comprehensive meaningful assessment of the Group’s financial performance and prospects, primarily through the annual financial statements and quarterly announcements on financial results to

	<p>shareholders. The Group’s audited financial statements for the financial year ended 31 December 2022 (“FY2022”) are presented on pages 143 to 281 in the Company’s Annual Report 2022.</p> <p><i>(h) Ensure that the Company adheres to high standards of ethics and corporate behaviour.</i></p> <p>The Board acknowledges the importance of its leadership role to create ethical values and observe ethical conduct. The Board adopts and observes the Code of Ethics for Company Directors established by the Companies Commission of Malaysia, as the Board is fully supportive of the principles of the said Code of Ethics and finds it pertinent for the Company to uphold the same principles. The Code of Ethics for Company Directors is available on the Company’s website at <a href="https://www.tropicnacorp.com.my/corporate-governance">https://www.tropicnacorp.com.my/corporate-governance</a>.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Tan Sri Dato' Sri Mohamad Fuzi Bin Harun was promoted from Independent Non-Executive Director to Independent Non-Executive Chairman of the Company on 19 January 2022 in place of Tan Sri Dr Lim Wee Chai who resigned as Chairman of the Board on 11 January 2022.</p> <p>Tan Sri Dato' Tan Chee Sing was appointed as Group Executive Vice Chairman ("<b>Group EVC</b>") on 24 January 2019. Tan Sri Dato' Tan Chee Sing is assisting the Chairman in performing the latter's duties and responsibilities. In the absence of the Chairman, the Group EVC will take on the role of the Acting Chairman until the Chairman resumes his normal duties.</p> <p>The profiles of Tan Sri Dato' Sri Mohamad Fuzi Bin Harun and Tan Sri Dato' Tan Chee Sing are set out in the Directors' Profile in the Company's Annual Report 2022.</p> <p>The Chairman carries out a leadership role in his conduct of the Board and his relations with shareholders and other stakeholders. The key roles and responsibilities of the Chairman as set out in the Board Charter of the Company, amongst others are as follows:</p> <ul style="list-style-type: none"><li>• to lead the Board and to ensure the effectiveness of all aspects of the Board's role;</li><li>• to ensure the efficient organisation and conduct of the Board's functions and meetings;</li><li>• to facilitate the effective contribution of all Directors at Board meetings;</li><li>• to promote constructive and respectful relations among Directors, and between the Board and Management of the Group; and</li><li>• to ensure effective communication with shareholders and relevant stakeholders.</li></ul>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Tan Sri Dato' Sri Mohamad Fuzi Bin Harun is the Chairman of the Board. He was promoted from Independent Non-Executive Director to Independent Non-Executive Chairman on 19 January 2022.</p> <p>The Group Chief Executive Officer ("<b>Group CEO</b>"), the Group Managing Director ("<b>Group MD</b>") and the Group Executive Director are fully responsible for the effective running of the Group's operations and the implementation of the Board's policies and decisions. However, after the resignation of the Group CEO on 1 May 2022, the Group EVC is overseeing the Group's operations.</p> <p>The positions of the Chairman, the Group EVC and the Group MD are held by three (3) different individuals namely, Tan Sri Dato' Sri Mohamad Fuzi Bin Harun, Tan Sri Dato' Tan Chee Sing and Mr Dion Tan Yong Chien respectively.</p> <p>The distinct and separate roles of the Chairman, the Group EVC and the Group MD are clearly defined in the Board Charter. The clear demarcation of responsibilities between the Chairman, the Group EVC and the Group MD ensures a balance of power and authority, such that no individual or small group of individuals can dominate the Board's decision-making. The separation of roles also allows the Chairman, the Group EVC and the Group MD to have sufficient time commitment in discharging their duties, meanwhile minimising the risk of conflicting interests and unfettered power in decision-making.</p> <p>The Chairman, Tan Sri Dato' Sri Mohamad Fuzi Bin Harun represents the Board to the shareholders and is responsible for the effective running of the Board. The Chairman carries a leadership role in Board's conduct and focuses on relationship management with the stakeholders of the Company.</p> <p>The Group EVC, the Group MD and the Group Executive Director are fully responsible for the effective running of the Group's operations and the implementation of the Group's business plans and policies established by the Board and also for managing the daily conduct of the businesses to ensure its smooth operation.</p>
<b>Explanation for departure</b>	:	

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

### 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>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>Tan Sri Dato' Sri Mohamad Fuzi Bin Harun was promoted from Independent Non-Executive Director to Independent Non-Executive Chairman on 19 January 2022.</p> <p>Since his promotion as the Chairman of the Board, Tan Sri Dato' Sri Mohamad Fuzi Bin Harun was never a member of the Audit Committee, Nomination Committee ("<b>NC</b>") or Remuneration Committee and has never been involved in these Committees' meetings.</p> <p>Prior to his promotion as the Chairman of the Board, Tan Sri Dato' Sri Mohamad Fuzi Bin Harun was the Chairman of the Risk Management Committee. Although the Risk Management Committee is not one of the Committees specified in Practice 1.4 of the Malaysian Code on Corporate Governance ("<b>MCCG</b>"), he still resigned from the said position on 19 January 2022 subsequent to his promotion as the Chairman of the Board. This is to enable Tan Sri Dato' Sri Mohamad Fuzi Bin Harun to focus on playing his primary role on the Board and to promote robust and open deliberations by the Board on matters referred by all the Board Committees.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is supported by three (3) Company Secretaries namely, Ms Laura Tan Gin Ling (internal Company Secretary), Ms Chua Siew Chuan and Ms Chin Mun Yee (external Company Secretaries) who are experienced and qualified Chartered Secretaries under Section 235(2) of the Companies Act 2016 and Chartered Governance Professional issued by the Chartered Governance Institute.</p> <p>The key roles of the Company Secretaries are to provide unhindered professional advices and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.</p> <p>The other primary responsibilities of the Company Secretaries include:</p> <ul style="list-style-type: none"><li>• to advise the Board and Management on governance issues;</li><li>• to ensure compliance with Bursa Malaysia Securities Berhad (“<b>Bursa Securities</b>”) Main Market Listing Requirements (“<b>MMLR</b>”) and related statutory obligations;</li><li>• to attend the Board, Board Committees and general meetings as well as to ensure that the Board meeting procedures are followed and also a proper recording of minutes;</li><li>• to ensure the proper maintenance of statutory registers and records;</li><li>• to assist the Chairman in the preparation and conduct of meetings;</li><li>• to update the Directors on any new changes and developments to the statutory or regulatory requirements concerning their duties and responsibilities as well as those concerning the Company;</li><li>• regularly update and keep the Board and Management informed of the requirements in dealing with the securities of the Company during the closed period and non-closed period; and</li><li>• to assist the communications between the Board and Management.</li></ul> <p>During the year, the internal Company Secretary recommended to the Board to consider revision of the terms of reference of Board Committees and adopt the Fit &amp; Proper Policy to enhance corporate governance practices.</p>

	<p>Orientation programme had been carried out for the new Board members together with the welcome kit for new Board members. The purpose of the programme is to assist the new Board members to familiarise themselves with the Company. Mandatory Accreditation Programme had been arranged for the newly appointed Directors who had not sat in any public listed companies prior to their appointment.</p> <p>Apart from supporting the Board in corporate governance matters and advising on principles and best practices as set out above, the Company Secretaries also monitor the Board evaluation/effective assessment via the annual Directors' assessment in analysing and reporting results.</p> <p>The Company Secretaries also continue to monitor the Directors' training programmes to address the training needs of the Directors.</p> <p>The roles and responsibilities of the Company Secretaries are set out in the Board Charter.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Directors have full and unrestricted access to all information pertaining to the Group's businesses and affairs to enable them to discharge their duties. All Directors are provided with reports and other relevant information in a timely manner, covering various aspects of the Group's operations and performance.</p> <p>As best practices, notices of Board meetings are to be given in writing at least seven (7) days prior to the meetings, unless there are matters requiring urgent attention. The Directors are also provided with the agenda and a set of board papers prior to the Board meetings to allow sufficient time for the Directors to peruse, review, consider and deliberate on the issues and, where necessary, to obtain further information and explanations to facilitate informed decision-making.</p> <p>Management is responsible to furnish the Board with the meeting materials and relevant information that may assist the Board in discharging its responsibilities and facilitating informed decision-making.</p> <p>Senior Management of the Group, external auditors and advisors are also invited to attend Board meetings on specific items on the agenda which require clarification and professional advice. The Board is also briefed on the latest updates on the Group's business activities.</p> <p>The internal Company Secretary attends all Board meetings and ensures all proceedings of the meetings such as issues raised, deliberations and decisions of the Board including the Directors who abstained from deliberating or voting, are properly minuted. The draft minutes of meetings are circulated to Management and/or Directors for review and comment in a timely manner upon conclusion of the meeting and confirmed as true and correct at the next Board meeting. The minutes of the meeting will then be signed by the Chairman who presided in that meeting.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board has formally adopted a Board Charter, which serves as a reference point for the Board's activities, particularly in relation to the role, structure and processes related to key governance activities of the Board.</p> <p>The Board Charter which was last revised in August 2022, outlines, among others, the following salient items:</p> <ul style="list-style-type: none"><li>(i) Duties and responsibilities of the Board;</li><li>(ii) Matters reserved for the Board;</li><li>(iii) Beneficial ownership;</li><li>(iv) Ethics and conduct;</li><li>(v) Board composition and balance;</li><li>(vi) Role of Chairman, Deputy Chairman, Group CEO, Group MD, individual Director, Senior Independent Director, Company Secretary and other top Senior Management of the Company;</li><li>(vii) Board processes and Board meetings;</li><li>(viii) Board Committees and their defined terms of reference;</li><li>(ix) Stakeholder communication; and</li><li>(x) Accountability and audit.</li></ul> <p>The Board Charter will be periodically reviewed by the Board as and when necessary to ensure it remains consistent with the Board's objectives and responsibilities.</p> <p>In order to ensure that the direction and control of the Group are firmly in its hands and have an oversight of Management, the matters reserved for the Board's decisions are as follows:</p> <ul style="list-style-type: none"><li>• to approve corporate plans and strategic issues of the Company;</li><li>• to approve annual budgets of the Company;</li><li>• to approve material acquisitions and disposals of undertakings and assets as well as major investments of the Group;</li><li>• to approve new ventures of the Group;</li></ul>

	<ul style="list-style-type: none"> <li>• to approve changes to the control structure of the Company including key policies, capital expenditures, authority levels, treasury policies and risk management policies;</li> <li>• to approve material borrowings of the Company; and</li> <li>• to review the financial statements of the Company and the Group on a consolidated basis.</li> </ul> <p>A copy of the Board Charter is available on the Company's website at <a href="http://www.tropicanacorp.com.my/corporate-governance">www.tropicanacorp.com.my/corporate-governance</a>.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges its leadership role in creating ethical values and observing ethical conduct. In ensuring that all Directors commit to upholding ethical values and conduct that promotes sincerity, integrity, responsibility and corporate social responsibility, the Board adopts and observes the Code of Ethics for Company Directors established by the Companies Commission of Malaysia.</p> <p>A copy of the Code of Ethics for Company Directors is available on the Company's website at <a href="http://www.tropicancorp.com.my/corporate-governance">www.tropicancorp.com.my/corporate-governance</a>.</p> <p>The Company is committed to conducting business transparently, honestly and with integrity and in place a separate Code of Conduct to govern the conduct and discipline of Tropicana's employees, which is under the administration of the Group Human Resource. The Code of Conduct is also available on the Company's website at <a href="http://www.tropicancorp.com.my/corporate-governance">www.tropicancorp.com.my/corporate-governance</a>.</p> <p>The Company will abide to the Anti-Bribery and Anti-Corruption Policy and the Policies &amp; Procedures for Gifts and Hospitality under the new corporate liability provision, Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018, which was launched by the Malaysian Anti-Corruption Commission (MACC) together with the Department of Standard Malaysia and laws countering bribery and corruption in all of the jurisdiction in which the Company operates or conducting its businesses. This includes, and is not confined to, those countries where the Company has branch offices.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>A formal Whistleblowing Policy (“<b>WBP</b>”) was adopted by the Company. The WBP is to provide an avenue for all employees of Tropicana Group and members of the public to disclose any improper conduct within Tropicana Group in accordance with the procedures as provided in the WBP and to provide protection to the employees and members of the public who report such allegations. The WBP is also included in the Group's Employee's Handbook.</p> <p>The WBP is available on the Company's website at <a href="http://www.tropicanacorp.com.my/corporate-governance">www.tropicanacorp.com.my/corporate-governance</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Our Group's sustainability governance structure serves as a driver to steer the Group toward our Environmental, Social and Governance ("ESG") aspirations. The Board supported by the Risk Management and Sustainability Committee, Sustainability Management Team and Sustainability Steering Committee oversee and endorse ESG sustainability-related initiatives and practices that are aligned with our Economic, Environmental and Social approach. Tropicana's overall ESG sustainability performance is measured and reported annually, based on the efforts of our Sustainability Steering Team which is tasked with implementing and monitoring the EES initiatives applied throughout our business operations. Guided by the Group's Sustainability Governance Structure, the Sustainability Management Team supported by the Group MD, Group Executive Director, Deputy Chief Executive Officer, and Managing Director (Finance) leads in developing and reviewing the Group's overall approach towards sustainable development, which is then reviewed and endorsed by the Risk Management and Sustainability Committee and the Board. Further details on the Group's sustainability governance can be found in the Sustainability Statement section in Tropicana's Annual Report 2022 from page 55.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
------------------	---	--	--

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As a reputable organisation that has set the tone for property development trends in the country for many years, the Company acknowledges the impacts of the Company's business decisions on the Company's internal and external stakeholders. Therefore, fostering sustainable stakeholder engagement methods is essential to ensure long-term value creation for the business. The Company's group of stakeholders are considered representatives that have a keen interest in the Company's material matters and business operations, underscoring the importance of ensuring a continuous and constructive line of communication. The outcome of these engagements will facilitate the Company to develop trusting relationships, anticipate challenges, identify upcoming market and consumer trends, and strengthen partnerships that ultimately contribute to long-term sustainable growth and success.</p> <p>Further details on the Company's stakeholders' engagement can be found in the Strategic Report section in the Company's Annual Report 2022 from page 76 to page 77.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied					
<b>Explanation on application of the practice</b>	:	<p>In order to ensure the Board is kept abreast with and understands the sustainability issues relevant to the Company and its businesses, training programmes have been organised for the Board and Management to gather more insights on the sustainability issues as follows:</p> <table border="1"> <thead> <tr> <th>Title</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>Sustainability Strategy... Simplified!</td> <td>25 August 2022</td> </tr> </tbody> </table> <p>The Board was briefed on the Sustainability practices of the Group annually.</p> <p>The Company recognises its role as a model developer to many of its industry peers, given the Company's years of experience in development, quality and service excellence. As the calls for climate action continue to grow louder, the Company as one of the industry leaders aims to prove our calibre by setting the stage for environmental stewardship through innovative developments. The Company's projects achieve high ratings on environment-conscious parameters and the Company implemented impactful strategies to minimise any threats to the integrity of our natural environment.</p> <p>Furthermore, the Company develops townships that are catered towards bringing communities together, encouraging social recreation in green public spaces.</p>		Title	Date	Sustainability Strategy... Simplified!	25 August 2022
Title	Date						
Sustainability Strategy... Simplified!	25 August 2022						
<b>Explanation for departure</b>	:						
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>							
<b>Measure</b>	:						
<b>Timeframe</b>	:						

**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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board shall undertake to develop the criteria of material sustainability risks and opportunities for the performance evaluations of the Board and Senior Management in the future.	
		Effort has been made by Management collectively to continue ensuring the Company’s commitment to sustainable development and a responsible developer. The Board would be looking into setting preliminary sustainability-related key performance indicators in the future to showcase the Company’s commitment to sustainable development and remain a competitive industry player based on market trends.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During FY2022, the Board through the NC conducted an annual evaluation exercise internally and facilitated by the internal Company Secretary, which consisted of the following:</p> <ul style="list-style-type: none"><li>(a) Evaluation of the Board effectiveness as a whole;</li><li>(b) Evaluation of the Board Committees performance;</li><li>(c) Individual Directors' Self and Peer Performance Evaluation;</li><li>(d) Audit Committee Assessment; and</li><li>(e) Independent Non-Executive Director Self Evaluation.</li></ul> <p>The NC also reviewed and recommended the re-election of Directors in accordance with the Company's Constitution at the Forty-Third Annual General Meeting ("<b>43<sup>rd</sup> AGM</b>") of the Company held on 23 June 2022 and the forthcoming Forty-Fourth Annual General Meeting ("<b>44<sup>th</sup> AGM</b>") of the Company.</p> <p>Further, in line with new Paragraph 15.01A of MMLR of Bursa Securities, a formal Fit and Proper Policy for Appointment and Re-Election of Directors ("<b>FPP</b>") was adopted on 21 April 2022. The purpose of the FPP is to assess the nominated and re-elected Directors in accordance with the fit and proper criteria set out therein. The FPP has been designed as a practice guide for the appointment and re-election of Directors to assist the NC to discharge their duties and functions in the Board nomination and re-election process of Directors.</p> <p>The FPP has recommended four (4) criteria in assessing the Board nomination and re-election of Directors:</p> <ul style="list-style-type: none"><li>(A) Probity, personal integrity and reputation;</li><li>(B) Competence and capacity;</li><li>(C) Financial integrity; and</li><li>(D) Time and commitment.</li></ul> <p>The FPP is available on the Company's website at <a href="https://www.tropicnacorp.com.my/corporate-governance">https://www.tropicnacorp.com.my/corporate-governance</a>.</p>

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

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As at 31 December 2022, the Board comprises thirteen (13) members of which nine (9) are Independent Non-Executive Directors. The Independent Non-Executive Directors are as follows:</p> <ol style="list-style-type: none"><li>1) Tan Sri Dato' Sri Mohamad Fuzi Bin Harun (<i>promoted as Independent Non-Executive Chairman on 19 January 2022</i>)</li><li>2) Dato' Dr Teo Tong Kooi (<i>resigned on 20 January 2023</i>)</li><li>3) Encik Mohd Najib Bin Abdul Aziz</li><li>4) Datuk Wira Lye Ek Seang</li><li>5) Ms Alice Dora Boucher</li><li>6) Madam Vivienne Cheng Chi Fan</li><li>7) Dato' Sri Badrul Hisham Bin Abdul Aziz</li><li>8) Dato' Mohamad Lotfy Bin Mohamad Noh</li><li>9) Datuk Tan Mann Chai, JP</li></ol> <p>As of the date of this CG Report and following the resignation of Dato' Dr Teo Tong Kooi as Senior Independent Non-Executive Director on 20 January 2023, the Board comprises eight (8) Independent Non-Executive Directors out of twelve (12) Board members.</p> <p>As part of the NC's functions as set out in its terms of reference, the NC shall undertake an annual review of the independence status of the Independent Non-Executive Directors and table its findings to the Board. The NC had upon their assessment for the financial year under review concluded that all the Independent Non-Executive Directors have satisfied the independence test under the MMLR of Bursa Securities.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
------------------	---	--	--

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Charter indicates the restriction for the tenure of an Independent Non-Executive Director to a cumulative term of nine (9) years.</p> <p>An Independent Non-Executive Director may continue to serve on the Board upon reaching the nine (9) year term limit subject to the Independent Non-Executive Director's re-designation as a Non-Independent Non-Executive Director. In the event that the Board intends to retain the Director as an Independent Non-Executive Director after the latter has served a cumulative term of nine (9) years, the Board must justify the decision and seek shareholders' approval annually at the general meeting. In justifying the decision, the NC is entrusted to assess the Director's suitability to continue as an Independent Non-Executive Director based on the criteria of independence.</p> <p>The NC took note of Practice 5.3 of the MCGG whereby if the Board intends to retain an Independent Non-Executive Director beyond nine (9) years, the Board should seek annual shareholders' approval through a two (2)-tier voting process. Currently, none of the Independent Non-Executive Directors of Tropicana has served more than nine (9) years.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC established by the Board is entrusted with the responsibility of recommending new appointments to the Board, Board Committees and Senior Management who hold the key pivotal positions in Tropicana Group. The duties of the NC are detailed in its terms of reference, which is accessible for reference on the Company's website at <a href="http://www.tropicana.com.my/corporate-governance">www.tropicana.com.my/corporate-governance</a>.</p> <p>The selection criteria of members of the Board and Senior Management are primarily based on the skills, knowledge, expertise and experiences, professionalism, ability to commit, contribute and perform, character, integrity and competence and taking into consideration the gender, ethnicity and age as well as the ability to discharge the responsibilities/functions as expected.</p> <p>Currently, the Board comprises members from diverse backgrounds ranging from property development, investments, finance and accounting, banking, audit, risk management, business and general management, information technology, public administration, police force as well as food and beverages, all of which provide the Group with diverse views and a wealth of expertise, experiences and networks to draw upon.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to the terms of reference of the NC, for a new appointment to the Board, the NC shall consider candidates for directorships proposed by any Director or shareholder of the Company or, within the bounds of practicality, by the Group CEO, the Group MD or any other Senior Management.</p> <p>Apart from this, the Board will also source new Directors via different directors' recruitment agencies or referrals from internal and external parties.</p> <p>During FY2022, the NC, after due consideration of the potential candidates that were nominated by existing Board member as well as referrals from external parties had recommended to the Board, the appointments of the following two (2) Directors:</p> <p>(1) Dato' Mohamad Lotfy Bin Mohamad Noh (2) Datuk Tan Mann Chai, JP</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The details of the Director's interest, position and experience are published in the Company's Annual Report 2022 from page 106 to page 111 and on the Company's website at <a href="https://www.tropicanacorp.com.my/corporate-information">https://www.tropicanacorp.com.my/corporate-information</a>.</p> <p>The Board has provided an explanatory note as a statement to support the re-election of the Directors who retire in accordance with the Company's Constitution and its reasons in the Company's Notice of 44<sup>th</sup> AGM to be held on 23 June 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The NC is chaired by an Independent Non-Executive Director. The members comprise solely Independent Non-Executive Directors.</p> <p>The present composition of the NC is as follows:</p> <p>(1) Datuk Wira Lye Ek Seang (Chairman) (Independent Non-Executive Director)</p> <p>(2) Encik Mohd Najib Bin Abdul Aziz (Member) (Independent Non-Executive Director)</p> <p>(3) Ms Alice Dora Boucher (Member) (Independent Non-Executive Director)</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>In cognisant of the importance to promote gender diversity, the Company is committed to putting its efforts into getting more suitable female candidates to join the Board.</p> <p>Nevertheless, to avoid any mismatch and ineffective appointment of female Directors, the Company does not set any specific target for female Directors in the Diversity and Inclusion Policy adopted by the Company on 28 November 2019.</p> <p>The Board recognises the challenges in achieving the right balance of gender diversity on the Board. This will be done over time, taking into account the present size of the Board, the valuable knowledge and experience of the present Board members and the evolving challenges to the Company over time.</p> <p>Currently, the Board has two (2) female Directors out of twelve (12) Directors (equivalent to 16.67%) i.e., Ms Alice Dora Boucher and Madam Vivienne Cheng Chi Fan.</p> <p>The Company will actively work towards having more female Directors on the Board.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company adopted a Diversity and Inclusion Policy on 28 November 2019.</p> <p>This Policy provides a framework for Tropicana Group to promote and create a diverse culture in the workforce and the Board level for the growth and competitiveness of the Group.</p> <p>In order to pursue the objective of diversity; the following measures will be taken:</p> <p>(a) Management shall ensure that the recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates in terms of skill, knowledge, experience, gender, age, ethnicity, race, religion and cultural background are considered.</p> <p>(b) In assessing suitable candidates for appointment to the Board and Senior Management who hold the key pivotal position in Tropicana Group, the Board shall accord due consideration to gender diversity, age, a required mix of skills, knowledge and experience, cultural background and other qualities, including core competencies and integrity.</p> <p>Nevertheless, to avoid any mismatch and ineffective appointment of female Directors, the Company does not set any specific target for female Directors in this Policy, but will actively work towards having more female Directors on the Board.</p> <p>In cognisant of the importance to promote gender diversity, the Company is committed to putting its efforts into getting more suitable female candidates to join the Board and Senior Management positions.</p> <p>The Board is supportive of gender diversity in the Board composition as recommended by MCCG and will endeavour to continuously identify and assess suitably qualified female candidates for nomination.</p>
<b>Explanation for departure</b>	:	

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

## 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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>In FY2022, the NC conducted an annual evaluation exercise internally facilitated by the internal Company Secretary, which consisted of the following:</p> <ul style="list-style-type: none"><li>(a) Evaluation of the Board effectiveness as a whole;</li><li>(b) Evaluation of the Board Committees performance;</li><li>(c) Individual Directors' Self and Peer Performance Evaluation;</li><li>(d) Audit Committee Assessment; and</li><li>(e) Independent Non-Executive Director Self Evaluation.</li></ul> <p>The criteria on the evaluation of the Board as a whole related to, amongst others, the appropriate composition and Committees in correspondence to the Board's oversight duties and the development of the Company's strategy, the Board has the right mix of skills and experience to optimise performance and strategy, and the roles and responsibilities of the Board and individual Directors are clearly defined in the Board Charter.</p> <p>The criteria for the evaluation of the Board Committees related to, inter alia, whether all the Board Committees have the right number of members in its composition, whether each Board Committee properly discharges its duties and responsibilities, and whether all Board Committees provide useful information and recommendations that assist the Board to make better decisions, and consequently make Board meetings more efficient and effective.</p> <p>The criteria on the Individual Directors' Self and Peer Performance Evaluation related to, such as, whether the Director shares his information or insights, applies analytical and conceptual skills to the decision-making process, provides realism and practical advice to Board's deliberations, as well as assesses and links short-term issues to the long-term strategy of the Company.</p>

	<p>The criteria on the Audit Committee Assessment related to, among other things, whether the Audit Committee’s actions reflect independence from Management, ethical behaviour, and the best interests of shareholders, and whether there is an appropriate consideration of the Company's financial reporting risks and the related internal controls, which are reflected in the Audit Committee's discussions and agenda items.</p> <p>In terms of the assessment of the Independent Non-Executive Director Self Evaluation, each Director has conducted a self-evaluation of his/her independence based on the criteria of independence as defined under Paragraph 1.01 of the MMLR of Bursa Securities. In addition, each Director self-checked his/her ability to advise the Board on matters relating to any existing transactions where conflict of interests exist and on matters requiring deliberation by Directors such as related party transactions. Each Director also verified and declared his/her tenure of service as an Independent Non-Executive Director in the Company. Further, the Company has included the following as part of the process of the evaluation of the Board:</p> <p>(a) Questionnaires are prepared via Google Forms;  (b) Collection of results and preparation of findings and actions; and  (c) Deliberations in the NC’s and the Board’s meetings.</p> <p>All assessments and evaluations carried out by the NC were properly documented. The outcome and summary results of the Evaluation of the Board effectiveness as a whole, Evaluation of the Board Committees performance, Individual Directors’ Self and Peer Performance Evaluation, Audit Committee Assessment, and Independent Non-Executive Director Self Evaluation for FY2022 were tabled to the NC before reporting the same to the Board. The Board viewed that its current composition is sufficient to meet the needs, objectives and aspirations of the Company.</p> <p>From the evaluation, the Board recognised the importance to promote gender diversity, the Company is committed to actively working towards having more female Directors on the Board.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Company had on 22 August 2019, adopted a Remuneration Policy for Directors and Senior Management to ensure that adequate, fair and competitive compensation and benefits for Directors and Senior Management are set to enable Tropicana Group to attract, retain and motivate suitable and high calibre individuals needed to support and drive its business strategies and long-term objectives.  This Policy is available on the Company's website at <a href="http://www.tropicnacorp.com.my/corporate-governance">www.tropicnacorp.com.my/corporate-governance</a> .
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established a Remuneration Committee to implement its policy framework and procedures on the compensation and benefits of the Executive Directors, Non-Executive Directors, Group CEO, Group MD and Senior Management who hold key pivotal positions in Tropicana Group (collectively referred to as "<b>Senior Management</b>") including reviewing and recommending matters relating to the remuneration of the Board and Senior Management.</p> <p>The objective of the Remuneration Committee is to recommend to the Board, the compensation and benefits including bonuses and severance payments to the Directors and Senior Management to ensure adequate, fair and competitive compensation and benefits thereby enabling the Group to attract, retain and motivate high calibre Directors and Senior Management.</p> <p>The Remuneration Committee is operated within its defined terms of reference and a copy of which is available on the Company's website at <a href="http://www.tropicanaacorp.com.my/corporate-governance">www.tropicanaacorp.com.my/corporate-governance</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
------------------	---	--	--

### 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.

<b>Application</b>	:	Applied																																																									
<b>Explanation on application of the practice</b>	:	<p>The Directors' remuneration for FY2022 is as set out in the table on the next pages.</p> <p>Note: As the table is catered for 15 directors only, the remuneration for FY2022 of Director No. 16 i.e., the former Director, Dato' Dr Teo Tong Kooi (who resigned on 20 January 2023), is set out below:</p> <table border="1"> <thead> <tr> <th rowspan="2">No</th> <th rowspan="2">Name</th> <th rowspan="2">Directorate</th> <th colspan="7">Company ('000)</th> </tr> <tr> <th>Fee</th> <th>Allowance</th> <th>Salary</th> <th>Bonus</th> <th>Benefits-in-kind</th> <th>Other emoluments</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>16</td> <td>Dato Dr Teo Tong Kooi (Resigned on 20 January 2023)</td> <td>Independent Director</td> <td>218</td> <td>11</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>229</td> </tr> <tr> <td colspan="3"></td> <th colspan="7">Group ('000)</th> </tr> <tr> <td></td> <td></td> <td></td> <th>Fee</th> <th>Allowance</th> <th>Salary</th> <th>Bonus</th> <th>Benefits-in-kind</th> <th>Other emoluments</th> <th>Total</th> </tr> <tr> <td></td> <td></td> <td></td> <td>218</td> <td>11</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>229</td> </tr> </tbody> </table>	No	Name	Directorate	Company ('000)							Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	16	Dato Dr Teo Tong Kooi (Resigned on 20 January 2023)	Independent Director	218	11	-	-	-	-	229				Group ('000)										Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total				218	11	-	-	-	-	229
No	Name	Directorate				Company ('000)																																																					
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total																																																		
16	Dato Dr Teo Tong Kooi (Resigned on 20 January 2023)	Independent Director	218	11	-	-	-	-	229																																																		
			Group ('000)																																																								
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total																																																		
			218	11	-	-	-	-	229																																																		

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' Sri Mohamad Fuzi Bin Harun	Independent Director	237	5	-	-	-	-	242	237	5	-	-	-	-	242
2	Tan Sri Dato' Tan Chee Sing	Executive Director	-	-	4,574	363	-	244	5,181	-	-	10,118	803	-	3,648	14,569
3	Dion Tan Yong Chien	Executive Director	-	-	1,435	109	-	206	1,750	-	-	1,435	109	-	206	1,750
4	Jared Ang Tzer Shen	Executive Director	-	-	932	74	-	131	1,137	-	-	932	74	-	131	1,137
5	Dato' Dickson Tan Yong Loong	Non-Executive Non-Independent Director	150	5	-	-	-	-	155	150	5	-	-	-	-	155
6	Mohd Najib Bin Abdul Aziz	Independent Director	206	19	-	-	-	-	225	206	19	-	-	-	-	225
7	Datuk Wira Lye Ek Seang	Independent Director	182	15	-	-	-	-	197	182	15	-	-	-	-	197
8	Alice Dora Boucher	Independent Director	195	14	-	-	-	-	209	195	14	-	-	-	-	209
9	Vivienne Cheng Chi Fan	Independent Director	185	10	-	-	-	-	195	185	10	-	-	-	-	195
10	Dato' Sri Badrul Hisham Bin Abdul Aziz	Independent Director	150	5	-	-	-	-	155	150	5	-	-	-	-	155
11	Dato' Mohamad Lotfy Bin Mohamad Noh (Appointed w.e.f. 25 August 2023)	Independent Director	55	4	-	-	-	-	59	55	4	-	-	-	-	59
12	Datuk Tan Mann Chai, JP (Appointed	Independent Director	48	-	-	-	-	-	48	48	160	-	-	-	-	215

	w.e.f. 5 September 2023)															
13	Tan Sri Dr Lim Wee Chai (Resigned on 11 January 2022)	Non-Executive Non-Independent Director	7	-	-	-	-	-	7	-	-	-	-	-	-	7
14	Lee Han Ming (Resigned on 1 May 2022)	Executive Director	-	-	592	272	-	122	986	-	-	1,788	272	-	279	2,339
15	Datuk Siw Chun A/P Eam (Resigned on 18 August 2022)	Independent Director	106	7	-	-	-	-	113	106	7	-	-	-	-	113

### 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.

<b>Application</b>	:	Departure					
<b>Explanation on application of the practice</b>	:						
<b>Explanation for departure</b>	:	<p>For FY2022, the Board disclosed the remuneration of Ms Lee Sor Phaik, who is a Senior Management of the Company in bands width of RM50,000. The remuneration of Ms Lee Sor Phaik is shown below:</p> <table border="1" data-bbox="555 1010 1407 1088"> <thead> <tr> <th>Remuneration Range</th> <th>Name of Key Senior Management</th> </tr> </thead> <tbody> <tr> <td>1,450,001-1,500,000</td> <td>Ms Lee Sor Phaik</td> </tr> </tbody> </table> <p>The remuneration of the other top four (4) Senior Management personnel namely, Tan Sri Dato' Tan Chee Sing, Mr Lee Han Ming (resigned on 1 May 2022), Mr Dion Tan Yong Chien and Mr Jared Ang Tzer Shen who are also Executive Directors of the Company, are disclosed under the Practice 8.1 section above.</p> <p>The Board is of the view that it is not to the Company's advantage or business interest for detailed disclosure considering the highly competitive market for talents.</p> <p>The Board through the Remuneration Committee will ensure that the remuneration of the Senior Management is commensurate with their key performance achievements and the performance of the Company.</p> <p>The Company's Remuneration Policy for Directors and Senior Management applies to Senior Management and has been explained under Practice 7.1 above.</p>		Remuneration Range	Name of Key Senior Management	1,450,001-1,500,000	Ms Lee Sor Phaik
Remuneration Range	Name of Key Senior Management						
1,450,001-1,500,000	Ms Lee Sor Phaik						
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>							
<b>Measure</b>	:						
<b>Timeframe</b>	:						

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1								
2								
3								
4								
5								

**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.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The positions of the Chairman of the Board and the Audit Committee are held by two (2) different individuals. The Chairman of the Board is Tan Sri Dato' Sri Mohamad Fuzi Bin Harun while the Chairman of the Audit Committee is Encik Mohd Najib Bin Abdul Aziz.</p> <p>Encik Mohd Najib Bin Abdul Aziz was appointed as the Chairman of the Audit Committee on 13 July 2016. Tan Sri Dato' Sri Mohamad Fuzi Bin Harun was promoted to the Chairman of the Board on 19 January 2022.</p> <p>Encik Mohd Najib Bin Abdul Aziz is an accountant by profession and graduated with a Bachelor of Commerce (Accounting) Degree from the University of New South Wales, Australia. He is a member of the Institute of Chartered Accountants in Australia (ICAA) as well as a member of the Malaysian Institute of Accountants (MIA). He is also an Independent Non-Executive Director of the Company.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The policy on observation of a cooling-off period of at least three (3) years for a former audit partner could be appointed as a member of the Audit Committee, was incorporated in the terms of reference of the Audit Committee which is available on the Company's website at <a href="http://www.tropicanacorp.com.my/corporate-governance">www.tropicanacorp.com.my/corporate-governance</a> .  To-date, the Company has not appointed a former audit partner to be a member of the Audit Committee.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In assessing the independence of the external auditors, the Audit Committee will take into consideration of the competency, audit quality and manpower resource capacity of the external auditors, the nature and extent of the non-audit services rendered and the appropriateness of the level of fees.</p> <p>In addition, the external auditors had given their confirmation to the Audit Committee that they were independent throughout their conduct of the audit engagement with the Company for FY2022 in accordance with the independence criteria as set out under the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Audit Committee comprises solely Independent Non-Executive Directors.</p> <p>The present composition of the Audit Committee is as follows:</p> <ul style="list-style-type: none"><li>(1) Encik Mohd Najib Bin Abdul Aziz (Chairman)</li><li>(2) Ms Alice Dora Boucher (Member)</li><li>(3) Madam Vivienne Cheng Chi Fan (Member)</li></ul>

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All members of the Audit Committee are financially literate and have the necessary skills and knowledge as well as an understanding of the Group's businesses to discharge their duties effectively in accordance with the terms of reference of the Audit Committee.</p> <p>All Audit Committee members have undertaken and will continue to undertake continuous professional development to keep themselves abreast of the relevant developments in accounting and auditing standards, practices and rules. These include briefings by the external auditors on the development or changes in accounting, financial and auditing standards and the practicable rules under the Malaysian Financial Reporting Standards, International Financing Reporting Standards and the Companies Act 2016.</p> <p>The training programmes attended by the Audit Committee members are stated in the Corporate Governance Overview Statement of the Company's Annual Report 2022.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges its overall responsibility in establishing a sound risk management framework and internal control system as well as reviewing its adequacy and effectiveness for the Group. The Board is satisfied that the Group has implemented an on-going process to identify, evaluate, monitor, manage and respond to significant risks faced by the Group amidst its endeavour to achieve business goals and objectives in consideration of the change in the business environment and regulatory requirements.</p> <p>This on-going review process has been in place for the entire financial year under review to ensure that adequate and effective Group risk management and internal control systems have been embedded in all aspects of the Group's activities.</p> <p>Due to limitations that are inherent in any systems of risk management and internal control, these systems adopted by the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives. These systems can only provide reasonable but not absolute assurance against any material financial misstatement, fraud or loss. However, the extent of responsibility does not extend to include that of the Group's associated companies for the purpose of this review.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, through the Risk Management and Sustainability Committee, oversees the risk management matters of the Group, with the main responsibility of risk oversight, amongst others, to set out the objectives, strategies and scope of risk management activities for Tropicana Group and to ensure that the Group's risk management strategy and methodology have been implemented and consistently applied. The Risk Management and Sustainability Committee is governed by its defined terms of reference and is available on the Company's website at <a href="http://www.tropicana.com.my/corporate-governance">www.tropicana.com.my/corporate-governance</a>.</p> <p>The key features of the risk management and internal control framework, together with its adequacy and effectiveness are set out in the Statement on Risk Management and Internal Control as presented in the Company's Annual Report 2022.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Board recognises that proper risk management and internal control are important aspects of the Company's governance, management and operations.</p> <p>The Board had established a Risk Management and Sustainability Committee that is responsible to oversee the Company's risk management framework and policies.</p> <p>The Risk Management and Sustainability Committee consists of five (5) members, of which three (3) members are Independent Non-Executive Directors. The present composition of the Risk Management and Sustainability Committee is as follows:</p> <ol style="list-style-type: none"><li>1) Dato' Dr Teo Tong Kooi – Chairman (Senior Independent Non-Executive Director) (<i>Resigned on 20 January 2023</i>)</li><li>2) Ms Alice Dora Boucher – Chairperson (Independent Non-Executive Director) (Promoted as Chairperson on 20 March 2023)</li><li>3) Madam Vivienne Cheng Chi Fan – Member (Independent Non-Executive Director)</li><li>4) Mr Dion Tan Yong Chien – Member (Group MD)</li><li>5) Mr Jared Ang Tzer Shen - Member (Group Executive Director)</li><li>6) Datuk Wira Lye Ek Seang – Member (Independent Non-Executive Director) (Appointed on 20 March 2023)</li></ol>

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Audit Committee is supported by an independent and adequately resourced in-house GIAD in the discharge of its duties and responsibilities. The function of the GIAD is guided by its Internal Audit Charter which defines the authority, duties, responsibilities and independence of all GIAD members.</p> <p>The GIAD is accountable and functionally reports to the Audit Committee while maintaining its impartiality, proficiency and due professional care.</p> <p>The GIAD is responsible to provide independent and objective assurance and advisory services designed to add value as well as improve the operations of the Group. This includes the continuous examination and evaluation of the adequacy and effectiveness of the Group’s risk management, internal control and governance processes.</p> <p>The audit approaches and objectives are based on the guidance of the Institute of Internal Auditors’ International Professional Practices Framework and the Committee of Sponsoring Organisation of the Treadway Commission (COSO) Internal Control – Integrated Framework (an effective internal control system).</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Audit Committee is supported by an independent and adequately resourced in-house GIAD in the discharge of its duties and responsibilities. The function of GIAD is guided by its Internal Audit Charter which defines the authority, duties, and responsibilities and independence of all members of the GIAD.</p> <p>GIAD is headed by Ms Rachel Ng Kim Gek, an associate member of The Institute of Internal Auditors Malaysia, a member of CPA (Australia) and a member of the Malaysian Institute of Accountants (MIA). She is supported by six (6) staff and all internal audit staff are encouraged to continuously enhance their knowledge, skills and competencies through relevant professional courses, seminars, training courses and on-the-job training. None of the internal audit personnel has any relationships or conflicts of interest that could impair their objectivity and independence in conducting their internal audit functions.</p> <p>GIAD reports functionally to the Audit Committee and maintains its impartiality, proficiency and due professional care. The principal responsibilities of GIAD are to provide independent and objective assurance and advisory services designed to add value and improve the operations of the Group. This includes the continuous examination and evaluation of the adequacy and effectiveness of the Group's risk management, internal control and governance processes.</p> <p>The audit approach and objectives are based on the guidance of the Institute of Internal Auditors' International Professional Practices Framework (IPPF) and the Committee of Sponsoring Organisations of the Treadway Commission Internal Control – Integrated Framework (COSO). Reference is made to the frameworks in assessing and reporting on the adequacy and effectiveness of internal control, governance and risk management.</p>
<b>Explanation for departure</b>	:	

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

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Tropicana Group recognises and practices transparency and accountability to its shareholders and investors. As such, the Group ensures timely dissemination of information through appropriate channels of communication to shareholders and investors to ensure that they are properly informed of major developments of the Group. Such information is communicated to them through the Company's annual reports, press releases and various disclosures and announcements made to Bursa Securities from time to time, including the quarterly and annual results. These information and documents are accessible on Bursa Securities' website at <a href="http://www.bursamalaysia.com">www.bursamalaysia.com</a> and also on the Company's website at <a href="http://www.tropicnacorp.com.my/bursa-announcements">www.tropicnacorp.com.my/bursa-announcements</a>.</p> <p>The Company attends to the requests of analysts and fund managers for briefings from time to time.</p> <p>The Group worked in partnership with the investing community, who consisted mainly of existing and potential shareholders, employees, customers and analysts, by providing them with timely, transparent, accurate and open communication on Tropicana's business performance.</p> <p>Tropicana's website at <a href="http://www.tropicnacorp.com.my">www.tropicnacorp.com.my</a> also provides an avenue for shareholders and members of the public to access information pertaining to Tropicana Group, which is updated regularly.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
------------------	---	--	--

**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.

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Annual Report, which contains the Notice of 43<sup>rd</sup> AGM, was sent to the shareholders at least twenty-eight (28) days prior to the date of the Annual General Meeting (“<b>AGM</b>”) to give sufficient time to the shareholders to schedule their time to attend the Company’s AGM and to consider the resolutions discussed at the AGM of the Company. The Notice of the 43<sup>rd</sup> AGM was sent on 29 April 2022 and the date of the AGM of the Company was on 23 June 2022.</p> <p>The Notice of AGM, which set out the businesses to be transacted at the AGM of the Company, was also published in a major local newspaper. The notes to the Notice of AGM also provided detailed explanations for each resolution proposed as special business to enable shareholders to make informed decisions in exercising their voting rights.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	All Directors attended the fully virtual 43 <sup>rd</sup> AGM of the Company held on 23 June 2022. All questions posed by shareholders/proxies were duly addressed by the Board.  Nine (9) Directors out of thirteen (13) Directors attended the Extraordinary General Meeting (“ <b>EGM</b> ”) of the Company held on 13 December 2022.  Nevertheless, all questions posed by shareholders/proxies were duly addressed at the meeting.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company had leveraged technology to facilitate remote shareholders' participation and electronic voting for the conduct of poll on the resolutions tabled at the AGM of the Company at its fully virtual 43<sup>rd</sup> AGM held on 23 June 2022 and EGM held on 13 December 2022.</p> <p>The entire 43<sup>rd</sup> AGM and EGM proceedings were held through Securities Services ePortal ("SSeP"). The Administrative Guide for the respective general meetings and respective Notification to Shareholders as well as the SSeP user guide with detailed registration and voting procedures were sent to the shareholders and the same were also published on the Company's website. All users are required to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the SSeP for good cyber hygiene practices.</p> <p>The Company recognises that cyber threats are constantly evolving, becoming increasingly sophisticated and complex due to factors, amongst others, the increasing demand across the industry and customer expectations for continued expansion of services delivered over the internet; increasing reliance on internet-based products, applications and data storage; and remote working since the start of the COVID-19 pandemic.</p> <p>As such, the Company acknowledges the need to continuously improve its monitoring and control of cyber threats through effective security measures and protocols.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The 43<sup>rd</sup> AGM and EGM of the Company were held via an online meeting platform in accordance with Section 327 of the Companies Act 2016 as well as with reference to the revised Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia and online remote voting using the remote participation and voting facilities without physical attendance by attendees.</p> <p>Nevertheless, a question-and-answer session (“<b>Q&amp;A session</b>”) was held after the formalities of all items on the agenda have been dealt with. As stipulated by the Securities Commission Malaysia, shareholders, corporate representatives, and proxies could rely on the real-time submission of typed texts to exercise the right to speak or communicate in a virtual meeting. The shareholders, proxies and corporate representatives were advised to submit their questions or remarks in relation to the agenda items through the text box within the SSeP page. The Board answered the questions accordingly and in the event of any unattended questions and/or remarks submitted, they would be grouped and combined to avoid repetition and be published at the Company's website at <a href="http://www.tropicnacorp.com.my">www.tropicnacorp.com.my</a> after the AGM and EGM of the Company. The answers to the aforesaid unattended questions and/or remarks submitted were enclosed to the Minutes of the 43<sup>rd</sup> AGM and the Minutes of the EGM as “Appendix A”. The complete Minutes of the 43<sup>rd</sup> AGM and EGM are available on the Company's website at <a href="https://www.tropicnacorp.com.my/reports-and-presentations">https://www.tropicnacorp.com.my/reports-and-presentations</a>.</p> <p>To further encourage engagement between the Directors and shareholders, the shareholders were also invited to pose questions prior to the general meetings via email in advance to <a href="mailto:groupcosec@tropicnacorp.com.my">groupcosec@tropicnacorp.com.my</a>. This was communicated to shareholders in the Notification to Shareholders for the respective general meetings.</p>

	<p>The Chairman of the 43<sup>rd</sup> AGM and EGM of the Company ensured that all resolutions as set out in the Notice of the respective general meetings were properly carried out.</p> <p>During the 43<sup>rd</sup> AGM of the Company, the Managing Director, Group Finance, Mr Quek Ting Chin was invited to update the shareholders in greater detail on the Group Financial Performance for the last financial year ended 31 December 2021. The full details of the Group Financial Performance presentation video could also then be viewed from Tropicana’s website at <a href="https://www.tropicana.com.my/reports-and-presentations">https://www.tropicana.com.my/reports-and-presentations</a>.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	<p>:</p>

## 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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The 43<sup>rd</sup> AGM and EGM of the Company were held via an online meeting platform in accordance with Section 327 of the Companies Act 2016 as well as with reference to the revised Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia and online remote voting using the remote participation and voting facilities without physical attendance by attendees.</p> <p>A Q&amp;A session was held after the formalities of all items on the agenda have been dealt with. As stipulated by the Securities Commission Malaysia, shareholders, corporate representatives, and proxies could rely on the real-time submission of typed texts to exercise the right to speak or communicate in a virtual meeting. The shareholders, proxies and corporate representatives were advised to submit their questions or remarks in relation to the agenda items through the text box within the SSeP page. All questions posed by shareholders were made visible to all meeting participants during the meeting. The Board answered the questions accordingly and in the event of any unattended questions and/or remarks submitted, they would be grouped and combined to avoid repetition and be published at the Company's website at <a href="http://www.tropicancorp.com.my">www.tropicancorp.com.my</a> after the AGM and EGM of the Company. The answers to the aforesaid unattended questions and/or remarks submitted were enclosed to the Minutes of the 43<sup>rd</sup> AGM and the Minutes of the EGM as "Appendix A".</p> <p>The voting module had been made accessible to all from the start of the 43<sup>rd</sup> AGM and EGM of the Company and was accessible even after all agenda items have been discussed and a further ten (10) minutes were allocated for all to submit their votes.</p> <p>SS E Solutions Sdn. Bhd. was the Poll Administrator and Commercial Quest Sdn. Bhd. was the Independent Scrutineer to verify the results of the poll voting.</p>

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

**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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Minutes of the 43 <sup>rd</sup> AGM and EGM were made available on the Company's website at <a href="https://www.tropicanacorp.com.my/reports-and-presentations">https://www.tropicanacorp.com.my/reports-and-presentations</a> within 30 business days after the respective general meetings.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**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.*

Click or tap here to enter text.