

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7066
COMPANY NAME : YONG TAI BERHAD
FINANCIAL YEAR : 30 JUNE 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board understood its obligation to shareholders and other stakeholders and is collectively responsible for meeting the objectives and goals of the Company. In discharging these responsibilities, the Board puts in place the following frameworks and processes to meet its objectives and review management performance:</p> <ul style="list-style-type: none">• Board Charter setting out the roles, duties and responsibilities of the Board, the principles and practices of corporate governance to be followed as well as the key matters reserved for the Board's approval;• Board Committees, namely Audit and Risk Management, Nomination and Remuneration Committees to assist the Board in discharging its duties and responsibilities effectively. The terms of reference of each Board Committee are set out in Board Charter. These Committees have the authority to examine particular issues and report to the Board with their recommendations;• Periodic review of the financial results as a mean to overseeing the conduct of the business and the overall performance management of the business affairs of the Group. When reviewing the financial result, the Board will assess and challenge management's performance and proposals and monitor management execution in order to ensure the Group's business are being managed effectively;• Deliberate the interim and annual financial reporting with management and External Auditors to ensure the integrity and reliability of the financial information published in order to assist

	<p>the public, investors and shareholders to make informed decision;</p> <ul style="list-style-type: none"> • Review the appointment of C-suite personnel and ensure that they have the necessary skills and experience to assist the Board in managing the Group; • Review related party transaction, if any to ensure the compliance with Listing Requirements and the interest of minority shareholders are not detrimental by related party transactions; • Review and deliberate the internal audit findings and assess the effectiveness and adequacy of the systems of internal control in the Group; • Annual reviews of the achievement of financial performance targets and aims in the annual budget by Chief Executives and senior management of the respective subsidiaries; and • Observe the regulatory frameworks and requirements when disseminating information and disclosures in consultation with the Company Secretaries, External and Internal Auditors and corporate finance advisors for corporate exercises, when necessary.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman is responsible for instilling good governance practices, leadership and effectiveness of the Board. To do so, the Chairman has:</p> <ul style="list-style-type: none"> • Ensured Board members receive accurate, timely and clear information and are well-informed about company and industry developments; • Set the board agenda in consultation with the Company Secretaries and ensures that board members receive complete and accurate information in a timely manner; • Facilitated board discussion to ensure proper exchange of information and deliberation of issues to enable proper decision making; • Chaired board meetings and reviewed and approved together with the Board on the strategic issues of the Group; and • Chaired Annual and Extraordinary General Meetings and represented Board in communicating with shareholders during the general meetings.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>There is a clear and distinct division of the responsibilities between the Chairman and the CEO to ensure that there is an appropriate balance of power and role, responsibility and accountability at Board level.</p> <p>The Chairman is responsible for the smooth running of the Board and encourages active participation by Board members and provides reasonable time for discussion of issues raised at meetings. Decisions reached at meeting reflect the consensus of the whole Board and the views of any individual or group. The CEO is primarily responsible for the day-to-day operations of the Group, which includes implementation of policies, and strategies adopted by the Board.</p> <p>Dato' Indera Syed Norulzaman Bin Syed Kamarulzaman, the Independent Non-Executive Chairman presides over the Meeting of the Board and is primarily responsible for ensuring Board's effectiveness and conduct. Dato' Leong Sir Ley, the Managing Directors cum Chief Executive Officer is the overall in charge of operation and the implementation of Board's policies and decision.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Departure
Explanation on application of the practice :	
Explanation for departure :	The Company is in the midst of discussing and restructuring for a suitable candidate to fill the vacancy of the Audit and Risk Management Committee, Nomination Committee or Remuneration Committee to ensure that the board Chairman will not be a member of any Board Committees.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company Secretary is accountable to the Board through the Chairman of the Board and Committees on all corporate governance matters. Presently, the Board is assisted by two (2) qualified and competent Company Secretaries. Both Company Secretaries are members of Malaysian Institute of Chartered Secretaries and Administrators. All Directors have unrestricted access to the advice and services of the Company Secretaries.</p> <p>The key responsibilities carried out by the Company Secretaries during the financial year are as follows:</p> <ul style="list-style-type: none">• Advised the Board on Company Secretarial matters and maintains register, statutory records and company secretarial documents;• Updated the Board and its Committees on issues relating to corporate governance, compliance with laws, rules and regulations, procedures and protocol affecting the Company;• Co-ordinated with the Board on the meeting agenda and schedule;• Managed the general meeting proceedings;• Attended and prepared minutes of Board meetings and ensured that protocol and procedures of Board meetings are adhered to and that applicable rules and regulations are complied with;• Advised Directors to fulfil their obligations in regards to:<ul style="list-style-type: none">– Disclosure of interest in securities of the Company– Disclosure of transactions with the Company– Prohibition of dealing in securities during closed period and moratorium

	– Restriction on disclosure of price sensitive information	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The supply, timeliness and quality of the information affect the effectiveness of the Board to oversee the conduct of business and to evaluate the Management's performance of the Group. Accordingly, the Board ensures that each Director is provided with timely notices and Board papers issued prior to the Board meetings to enable Directors to review and consider the agenda items to be discussed and where necessary, to obtain further explanations before the board meeting.</p> <p>The Company Secretaries ensure that all Board and Board Committees' meetings are properly convened. The Company Secretaries will ensure that accurate and proper records of the proceedings and resolutions passed are recorded and the minutes are circulated to the Board members as soon as possible before the next meetings.</p> <p>Separately, all Board members have unrestricted access to timely and accurate information in furtherance of their duties and subject to Board's approval may seek independent professional advice when necessary, in discharging its various duties, at the Company's expense.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has defined its Board Charter setting out the roles, duties and responsibilities of the Board, the principles and practices of corporate governance to be followed as well as the key matters reserved for the Board's approval.</p> <p>The Board has also established the Audit and Risk Management, Nomination and Remuneration Committees to assist the Board in discharging its duties and responsibilities effectively. The terms of reference of each Board Committee are set out in Board Charter. These Committees have the authority to examine particular issues and report to the Board with their recommendations. However, the ultimate responsibility for the final decision on all matters lies with the Board.</p> <p>The Board Charter is available in the Company's website at www.yongtai.com.my.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied.
Explanation on application of the practice	:	<p>The Board of Directors is guided by the Director Code of Conduct and Ethics ("Director Code") which formalizes the standard ethical values and behaviour that is expected of its directors at all times. The Director Code is formulated to enhance the standard of corporate governance and corporate behaviour of directors based on trustworthiness and values that can be accepted and to uphold the spirit of responsibility and social responsibility in line with legislation, regulations and guidelines for administering the Group.</p> <p>A summary of the Director Code is available in the Company's website at www.yongtai.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	The Board has approved the policies and procedures on whistleblowing and the said policies and procedures are available in the Company's website at www.yongtai.com.my .
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board provides oversight on our Group's sustainability and is assisted by the Senior Management of our Group who oversees the implementation of our Group's sustainability measures. Heads and representatives from each department formed Management Risk Committee and meet regularly to discuss material issues, including sustainability-related matters to ensure sustainability is considered and integrated throughout our Group's operation.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Sustainability Statement is prepared and issued in pages 48 to 77 of the Annual Report 2023.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board keep themselves abreast with sustainability issues relevant to the Company and its businesses through trainings and self-learnings.</p> <p>Moving forward, the Company plans to introduce more trainings and reviews to address material sustainability matters pertaining to social and governance.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company is looking into developing the criteria and KPI to evaluate the performance of the Board and senior management in addressing the material sustainability risks and opportunities.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not adopted
Explanation on adoption of the practice	:	Not applicable.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination Committee regularly review and recommend the Board on the overall composition of the Board and Board Committees based on objective criteria and with due regard of the appropriate size, diversity, required mix of skills, experience, age, cultural background, gender, core competencies, and adequacy of balance between Executive Directors and Independent Non-Executive Directors.</p> <p>Nomination Committee is assisting the Board in the assessment of the Directors for appointment, re-appointment or re-election, would ensure that all directors fulfil fit and proper requirements as stated in the Fit and Proper Policy.</p> <p>The Terms of Reference of Nomination Committee and Fit and Proper Policy were reviewed and published in the Company's website at www.yongtai.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board currently consists of Eleven (11) members, comprising five (5) Executive Directors (including Chief Executive Officer), five (5) Independent Non-Executive Directors (including the Chairman) and one (1) Non independent Non-Executive Directors, where almost half of the Board is Independent Non-Executive Directors. The Company complies with the Listing Requirements that requires at least two (2) or one-third (1/3) of the Board to be Independent Directors.</p> <p>The Board has an appropriate mix of relevant skills, knowledge and experience in the areas of business, property development, construction, tourism, legal, investment and fund management, accounting, finance and economics, which are relevant to the Group.</p> <p>The Board is satisfied that the current composition of Directors provides the appropriate size and balance of expertise, skills and core competencies among the Directors, which are necessary to lead the Group effectively. It also fairly represents the ownership structure of the Company, with appropriate representations of minority interests through the Independent Non-Executive Directors. The Independent Directors provide independent judgement, objectivity and check and balance on the Board.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>In accordance to the Company's Board Charter, the maximum tenure of an independent non-executive Director shall not exceed the cumulative term of nine years from the date of first appointment as Director or upon the expiry of the on-going term of appointment as Director whichever is the later.</p> <p>The Board is mindful of the recommendation of the Code that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years.</p> <p>Any extension beyond nine years will require Board justification and shareholder approval unless the said Director wishes to be re-designated as non-independent non-executive Director which shall be a consideration for the Board to decide. In the event the Board continued to retain the Independent Director after the nine (9) years, an annual shareholders' approval must be sought through a two-tier voting process in order to retain the said Director as an Independent Director.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The tenure of an Independent Director shall not exceed a cumulative term of 9 years. However, upon completion of 9 years, an Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director. In the event the Director is to remain designated as an Independent Director, the Board shall first justify and obtain shareholders' approval on a year-to-year basis. If the Board continues to retain the Independent Director after the nine (9) years, the Board will seek shareholders' approval annually through a two-tier voting process as set out in the MCCG. Upon completion of the twelve (12) years, an independent director must resign or re-designate as non-independent director.

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The decision as to who shall be appointed shall be the responsibility of the full Board after considering the recommendations of the Nomination Committee. Nomination Committee will also consider candidates for directorships proposed by Board members. The Nomination Committee is empowered to evaluate and recommend candidates for new appointments to the Board. In the process the Nomination Committee shall take into consideration, the following criteria: -</p> <ul style="list-style-type: none">i) Size, composition, mix of skills, experience, competencies and other qualities of the existing Board members,ii) The candidate's skills, knowledge, expertise and experience, competence and capability, professionalism, personal and financial integrity and reputation and commitment (including time commitment) to effectively discharge his role as Director. In the case of a candidate for the position of Independent Non-Executive Director, independence is as defined in the Listing Requirements; andiii) Directorships of not more than five (5) public listed companies (as prescribed under paragraph 15.06 of the Listing Requirements) to ensure Directors have sufficient time to fulfil their roles and responsibilities effectively. <p>The Board Recruitment Process shall involve the following stages: -</p> <ul style="list-style-type: none">i) Identification of candidate;ii) Deliberation and evaluation of suitability of candidates by Nomination Committee;

	iii) Recommendation to Board for approval; and iv) Completion of the documentation process.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has in place its procedures and criteria for appointment of new directors. It has been a practice of the Company that the Nomination Committee (“NC”) will carry out an interview with the candidates prior to his/her appointment as a director of the Company. All candidates for appointment are first considered by the NC, taking into account the mix of skills, competencies, experience, professionalism and other relevant qualities required to manage the businesses of the Group effectively, with the aim of meeting the current and future needs of the Board composition. The NC also evaluates the candidates’ character and ability to commit sufficient time to the Group. Other factors considered for appointment of an Independent Director will include the level of independence of the candidate.</p> <p>The Board prioritises the selection of candidates based on skills, experience and personal attributes and strongly believes that the performance of a candidate lies within one’s self instead of the recommender/referrer. Accordingly, the Board is opened to considering recommendations from various recruitment channels in sourcing for potential candidates, including, but not limited to, recommendations from existing Board members/ Management or through independent sources.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The profiles of the Board are available in the Annual Report. These include their age, gender, qualification, tenure of service, directorship in other companies, working experience and any conflict of interest as well as their shareholding in the Company, if any.</p> <p>The performance of retiring Directors recommended for re-election at the forthcoming AGM have been assessed through the Board annual evaluation (including the independence of Independent Non-Executive Director).</p> <p>The evaluation criteria adopted and the process of assessment by the Board had been duly elaborated in the Fit and Proper Policy published on the Company's website at www.yongtai.com.my.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee is chaired by Mr. Subramaniam A/L A.V. Sankar who is an Independent Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Company currently has two (2) female directors and Nine (9) male directors.</p> <p>The Board acknowledges that the best practise of Malaysian Code on Corporate Governance (“MCCG”) 2021 for the board of Large Companies to comprise at least 30% women on board. The Board is mindful that any gender representation should be in the best interest of the Company. Although the Company has not reached the 30% women representation target at Board level, the Company has complied with the minimum of one (1) woman director of the Listed Issuers pursuant to 15.02(b) of the Main Market Bursa Securities Listing Requirement. The Board will endeavour to improve the gender diversity in the Board composition.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board has no immediate plan to implement any gender diversity policy but encourages female candidates to take up board position in order to promote gender equality. In the event a vacancy arises, the Board will consider the candidate based on required mix of skills, knowledge, expertise and experience, competence and capability, professionalism, personal and financial integrity and reputation, commitment and gender diversity in its nomination process.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <p>On 18 October 2023, an assessment of the effectiveness of the Board, respective Board Committees and Independence (“the Assessment”) were carried out in respect of the financial year ended 30 June 2023 (“FYE 2023”). Appraisal forms which comprised quantitative and qualitative performance criteria to evaluate the performance of each member of the Board as well as each Board Committee, were circulated at the Nomination Committee (“NC”) meeting for assessment. The NC has reviewed the required mix of skills, experience and other qualities of the Board and Board Committees and agreed that it has the necessary mix of skills, experience and other qualities to serve effectively.</p> <p>The Board is satisfied with the level of time commitment given by the Directors in fulfilling their roles and responsibilities as Directors of the Company. The attendance record of the Directors for the FYE 2023 was satisfactory.</p> <p>All the Directors have complied with the minimum 50% attendance requirement in respect of Board Meetings as stipulated in the Main Market LR. In the interval between Board Meetings, for any matters requiring Board’s decisions, the Board’s approvals are obtained through circular resolutions. The resolutions passed by way of such circular resolutions are then noted at the next board meeting.</p> <p>The Directors are mindful that they should continue to attend training programmes to enhance their skills and knowledge where relevant, as well as to keep abreast with the changing regulatory and corporate governance developments.</p>

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

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established its Remuneration Committee and has defined the terms of reference of this Committee. These terms of reference are disclosed in the company's website.</p> <p>The members of the Remuneration Committee are as follows and comprise wholly Non-Executive Independent Directors:</p> <p><u>Chairman:</u></p> <p>Datuk Ng Bee Ken, Independent Non-Executive Director</p> <p><u>Members:</u></p> <p>Dato' Indera Syed Norulzaman Bin Syed Kamarulzaman, Independent Non-Executive Director</p> <p>Anthony Ang Meng Huat, Independent Non-Executive Director</p> <p>The Remuneration Committee is responsible for recommending to the Board the remuneration packages of Executive Directors. The Board as a whole determines the remuneration of Non-Executive Directors. The individual concerned will abstain from the discussion of their own remuneration.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Remuneration Committee ("RC") consists of 3 members of the Board, whom all are Independent Non-Executive Directors</p> <p>The terms of reference of the RC is available on the Company's website at www.yongtai.com.my.</p> <p>The Board is satisfied that the RC has effectively and efficiently discharged its roles and responsibilities with respect to its remuneration functions, which include amongst others, reviews of the remuneration policies for Executive Directors, Non-Executive Directors and CEO/Managing Director. The Board, as a whole, determines the remuneration of the Executive Directors, Non-Executive Directors and Chief Executive Officer, with each Director concerned abstaining from any decision with regards to his/her remuneration.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The details of each director's remuneration for the FYE 2023 are disclosed as follows:

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	DATO' INDERA SYED NORULZAMAN BIN SYED KAMALRULZAMAN	Independent Director	72	2	-	-	-	-	74	72	2	-	-	-	-	74
2	DATO' LEONG SIR LEY (appointed w.e.f. 10/5/2023)	Executive Director	10	-	-	-	-	-	10	10	-	188	-	-	23	221
3	DATUK WIRA BOO KUANG LOON	Executive Director	120	-	-	-	-	-	120	120	-	739	77	-	303	1,239
4	SEE TAI SOON (appointed w.e.f. 10/5/2023)	Executive Director	10	-	-	-	-	-	10	10	-	85	-	-	10	105
5	LEONG SIR CHIN (appointed w.e.f. 7/7/2023)	Executive Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	DATO' BEH HANG KONG	Executive Director	120	-	-	-	-	-	120	120	-	111	-	-	5	236
7	LEOU THIAM LAI (appointed w.e.f. 10/7/2023)	Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8	SUBRAMANIAM A/L A.V. SANKAR	Independent Director	42	1	-	-	-	-	43	42	1	-	-	-	-	43
9	DATUK NG BEE KEN	Independent Director	42	1	-	-	-	-	43	42	1	-	-	-	-	43
10	ANTHONY ANG MENG HUAT	Independent Director	42	1	-	-	-	-	43	42	1	-	-	-	-	43
11	TANG PO YI	NINED	36	-	-	-	-	-	36	36	-	-	-	-	-	36
12	DATO' SRI LEE EE HOE, JP (resigned w.e.f. 24/5/2023)	Executive Director	110	-	-	-	-	-	110	110	-	102	-	-	13	225
13	DATO' JASON CHAN WA CHIANG (appointed w.e.f. 16/12/2022 and resigned w.e.f. 23/6/2023)	Executive Director	36	-	-	-	-	-	36	36	-	-	-	-	-	36
14	CHAN WAI KIT (retired w.e.f. 22/11/2022)	Executive Director	25	-	-	-	-	-	25	25	-	-	-	-	-	25

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	Remuneration matters are confidential and sensitive. The disclosure of remuneration of senior management would not be in the best interest of the Company as the Board considers the information of the said remuneration to be sensitive and proprietary in view of the competitive nature of human resources.
		The Company has a competitive remuneration policy in place and has taken steps to ensure that Senior Management's remuneration packages reflect the experience, skills, roles and responsibilities undertaken by the Senior Management. To ensure competitive remuneration, the Senior Management's remuneration packages are reviewed annually based on their individual performance as well as the Company's performance.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

No	Name	Position	Company					Total
			Salary	Allowance	Bonus	Benefits	Other emoluments	
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.

Application	:	Not adopted. Please refer to explanation disclosed in Practice 8.2 above.
Explanation on adoption of the practice	:	Not applicable.

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>Presently, the members of Audit and Risk Management Committee ("ARMC") comprising all Independent Non-Executive Directors and the Chairman of the ARMC, Mr. Leou Thiam Lai is not the Chairman of the board.</p> <p>The ARMC which is headed by Mr. Leou Thiam Lai, is a member of the Malaysian Institute of Accountants.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	The Group has always recognised the need to uphold independence. None of the members of the Board were former key audit partners within the cooling-off period of three (3) years. Hence, there is no such person being appointed as a member of the Audit and Risk Management Committee.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>Annually, the ARMC will review the appointment, performance and remuneration of the External Auditors before recommending them to the Board to approve the recommendation for seeking shareholders' approval at the forthcoming AGM for re-appointment.</p> <p>In assessing the External Auditors, the ARMC will consider the adequacy of resources of the firm, quality of service and competency of the staffs assigned to the audit as well as the auditors' independence and fee.</p> <p>The External Auditors, Messrs. RSM Malaysia PLT are required to declare their independence annually to the ARMC as specified by the By-Laws issued by the Malaysian Institute of Accountants. The External Auditors have provided the said declaration to the ARMC of the Company.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Applied
Explanation on adoption of the practice	:	The Audit and Risk Committee comprises solely 3 Independent Non-Executive Directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established an effective and independent ARMC. The ARMC members are financially literate and are able to understand matters under the purview of the ARMC including the financial reporting process. The ARMC is able to up hold its independence and is able to function in ensuring that the Company's financial statements give a true and fair view of the financial position and performance.</p> <p>In order to strengthen the present financial literacy of each member, members of the ARMC will take part in professional development programmes on accounting and auditing standards, practices and rules on annual basis.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board affirms its overall responsibility for the Group on the implementation of an effective risk management system, and internal control system. The Board via the Audit and Risk Management Committee ("ARMC") ensures that actions are taken to review the adequacy, integrity and effectiveness of these systems. Details of the Risk Management Framework and its corresponding action plans taken to mitigate the risks are outlined in the Statement on Risk Management and Internal Control Section of this Annual Report.</p> <p>The Board acknowledges its responsibility for the Group's system of internal control and its effectiveness as well as reviewing its adequacy and integrity to safeguard shareholders' investment and the Group's assets. The Group has established Internal Audit Department that reports directly to ARMC. The Group also formed Management Risk Committee to review the Group's key risk areas, analyse current risk trends and formulate actions plan to manage and/or mitigate the risk.</p> <p>The Statement on Risk Management and Internal Control in the Annual Report 2023 provides an overview of the state of internal controls within the Group.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	The details of the risk management and internal control features as well as the Board review of the adequacy and effectiveness of the risk management and internal control frameworks are presented in the Statement on Risk Management and Internal Control of the Annual Report.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Applied
Explanation on adoption of the practice	:	The Board established the Risk Management Committee to be combined with the Audit Committee with effective 25 May 2018, known as Audit and Risk Management Committee ("ARMC") which comprises all independent directors, to oversee the Company's risk management framework and policies.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has established Internal Audit Department that reports directly to Audit and Risk Management Committee (“ARMC”). The ARMC reviewed and approved the Internal Audit Plan to ensure the appropriateness of the audit plan. The ARMC had also discussed with the Internal Auditor on the progress of the audit plan and ensured that the audit direction remained relevant taking into consideration any changes in the Group’s operating environment.</p> <p>When reviewing the Internal Audit reports, the ARMC will consider the impact of the audit issues and assess whether management has provided their comments and action plans appropriately reflecting their commitment to the audit recommendations.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has established its Internal Audit Department. The Internal Audit Function is carried out by Ms. Gin Koh Wee Kim, who has relevant qualifications, i.e. Bachelor’s Degree in Finance, University Utara Malaysia. The Internal Audit Department will report directly to Audit and Risk Management Committee (“ARMC”).</p> <p>The Internal Auditor has performed her work with reference to the principles of the International Professional Practice Framework of Institute of Internal Auditors covering the conduct of the audit planning, execution, documentations, communication of findings and consultation with key stakeholders.</p> <p>The ARMC will review and ensure that the Internal Auditor’s objectivity and independence are not impaired or affected.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of direct engagement with shareholders to provide a better appreciation of the Company's objectives, quality of its management and challenges, whilst making the Company aware of shareholders' expectations and concerns. As such, the Company has via its website, included a 'Contact Us' link where shareholders and the public can direct their queries to.</p> <p>The Board is aware of the need to establish internal corporate disclosure policies and procedures which are practical and in compliance with the disclosure requirements imposed by Bursa Malaysia according to Listing Requirements.</p> <p>The Board has also ensured that apart from the regulatory requirement of public announcements via the Bursa Link, the Annual Report, being a key source of information, which is available for each shareholder, contains easy and details of the business, the financial performance of the Company and corporate policies and procedures. Information that is price sensitive or may be regarded as undisclosed material information about the Group is not disclosed to any party until it is already in the public domain through proper disclosure.</p> <p>The Company also arranges press releases announcements to provide information on the Group's business activities, performance and major developments, as and when necessary.</p> <p>The Company's corporate website at www.yongtai.com.my serves as a key communication channel for shareholders, investors, members of the public and other stakeholders to obtain up-to-date information. The Board has earmarked a dedicated section for Investor Relations on the Company's website, where information on the Company's announcements to the regulators, the share price information, annual report, and current development may be accessed.</p>

	Shareholders and investors are also encouraged to interact and feedback to the Chairman and CEO for opinions or concerns.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied
Explanation on application of the practice	:	The Annual General Meeting (“AGM”) serves as an important means for shareholders’ communication. In order to encourage shareholders’ participation and engagement with the Board and Senior Management effectively in the AGM, notice of the AGM and Annual Reports are sent to shareholders 28 days prior to the meeting in accordance with the Malaysian Code on Corporate Governance. In addition, the Board would ensure that the Notice of the AGM contains details of resolutions proposed along with background information and explanatory notes.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the Annual General Meeting (“AGM”), the Board presented the progress and performance of the Group’s business and encouraged participation of shareholders during questions and answers sessions. The Chairman and the Board will respond to all questions raised by the shareholders during the AGM.</p> <p>The Board members had attended the last AGM. The shareholders’ questions were fully answered and responded to.</p> <p>Going forward, the Board will continue to ensure its full attendance in the AGM and the respective Chairmen of the Board Committees will attend to questions raised pertaining to their duties.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Departure
Explanation on application of the practice	:	<p>The Board will consider the convenience of shareholders in selecting a suitable and appropriate location to hold its AGM.</p> <p>Shareholders who are unable to attend the AGM are advised that they can appoint proxies to attend and vote on their behalf by completing the proxy form enclosed in the Annual Report and depositing it at the Registered Office at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.</p> <p>Explanation for each proposed resolution set out in the Notice of AGM were provided during AGM to assist shareholders in making their decisions and exercising their voting rights. All resolutions set out in the Notice of AGM were put to vote by poll. The Company had appointed an independent scrutineer to validate the vote cast in the last AGM. The outcome of the AGM was then announced to Bursa Securities on the same meeting day</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: The Chairman ensures that the shareholders of the Company are allowed sufficient opportunity to participate and raise questions during the general meeting of the Company. Shareholders are allowed to submit their questions to the Board prior to the AGM. As active participation from the shareholders is greatly encouraged, the Board endeavoured to address all the questions raised by shareholders during the 28 th AGM held on 22 November 2022.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Not applicable – only physical general meetings were conducted in the financial year	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application :	Applied
Explanation on application of the practice :	The minutes of the general meeting was published on the Company's website not later than 30 business days after the general meeting.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

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

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

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