

CORPORATE GOVERNANCE REPORT

STOCK CODE : 3018
COMPANY NAME : OLYMPIA INDUSTRIES 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 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 has a pivotal role in the stewardship of its direction and operations of the Group toward enhancing shareholders' value and ensuring long term sustainable development and growth of the Group.</p> <p>In discharging their responsibilities, the Board considers all aspects of the operations of the Group and in particular the following areas:</p> <ul style="list-style-type: none">• Giving strategic direction to ensure viability of business.• Overseeing the performance of the business of the Group.• Identifying and implementing appropriate measures to manage risks.• Ensuring the effectiveness of various processes / systems including financial reporting, risk management, internal controls, compliance and governance. <p>The Board Charter sets out the specific responsibilities to be discharged by the Board members collectively, and the individual roles expected from them. It is also to regulate how business is to be conducted by the Board in accordance with the principles of good corporate governance. The Board Charter is available on the Company's website at www.oib.com.my</p> <p>To ensure the effective discharge of its function and responsibilities, the Board has delegated specific responsibilities to the following Committees:</p> <ol style="list-style-type: none">1. Audit Committee2. Nomination Committee3. Remuneration Committee

	4. Risk Management Committee	
	The activities of each Committee are set out in the Corporate Governance Overview Statement of the Annual Report 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

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	:	Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar, the Chairman of the Board is responsible for instilling good corporate governance practices and providing leadership in ensuring effectiveness of the Board. He is also responsible for the orderly conduct of meetings and facilitating matters between the Company and its investors.	
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 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The positions of the Chairman and the Group Managing Director are held by two different individuals. The Chairman is Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar while the Group Managing Director is Tan Sri Dato' Yap Yong Seong.</p> <p>The Chairman is responsible for instilling good corporate governance practices and providing leadership in ensuring effectiveness of the Board, orderly conduct of meetings and facilitating matters between the Company and its investors.</p> <p>The Group Managing Director is responsible for the development and implementation of policies/strategies approved by the Board and managing the day-to-day operations of the Group. He is also responsible in ensuring integrity and effectiveness of the corporate governance process of the Board.</p> <p>The respective duties and responsibilities of the Chairman and the Group Managing Director are specified in the Board charter.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Board Chairman is not a member of the Audit Committee, Nomination Committee or Remuneration. The Chairs of the Committees are held by other Independent Non-Executive Directors.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is supported by qualified Chartered Secretaries who are Associate members of The Malaysian Institute of Chartered Secretaries and Administrators.</p> <p>The Company Secretaries will update the Board on any regulatory changes and developments/ amendments in corporate governance and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other rules and regulations which is relevant to the Company.</p> <p>The Company Secretaries have attended training programmes and seminars during the year under review for continuous professional development and technical knowledge enhancement.</p> <p>The Company Secretaries’ responsibilities are also set out in the Board Charter.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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	:	All Board and Board Committee meetings follow an agenda which, together with set of meeting papers containing information for each item on the agenda, are distributed to the Board / Board Committee members within a reasonable period prior to the meeting to ensure that Directors have sufficient time to evaluate the matters and be prepared for discussion at the meetings. However, sensitive or urgent matters may be tabled during the meetings. All proceedings of meetings including issues raised, deliberations and decisions of the Board as well Directors who abstained from deliberating or voting, are properly recorded. Minutes of the meetings are usually circulated to appropriate Directors including Chairman of the meeting for comments before confirmation by the Board/ Board Committees at their subsequent respective meetings.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is 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 Charter specifies the roles and responsibilities of the Board, Board Committees, Chairman, Group Managing Director, Executive Director, Non-Executive Directors, Independent Directors including Senior Independent Director and Company Secretaries. There is also a schedule of Matters Reserved for the Board in the Board Charter.</p> <p>The Board Charter is available on the Company's website at www.oib.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 3.1

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 has the Code of Conduct of Directors to assist the Directors in defining ethical standards in the performance of their duties and is available on the Company’s website at www.oib.com.my</p> <p>The Company has a set of Code of Conduct and Discipline for its employees to observe as it seeks to establish and maintain appropriate administrative procedures to provide efficient and effective operation within the Company.</p> <p>The above Codes have included managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Group has a Whistle-Blowing Policy which aims to encourage reporting by employees and associates in good faith, of any suspected and/or known instances of misconduct, wrongdoings, corruption, fraud, waste and/or abuse involving the resources of the Group and the employees making such reports will be protected from reprisal. Details of the Policy are available on the Company's website at www.oib.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	:	<p>The Board recognises that the long-term interests of shareholders are advanced by responsibly addressing the concerns of stakeholders. The Board is responsible to exercise business judgement to act in what it reasonably believes to be in the best interests of the Company and its shareholders to build long-term sustainable value. The senior management, guided by the Board, leads the Company's sustainability journey, including setting the Company's strategies, priorities and targets on all material sustainability matters.</p> <p>The sustainability matters were assessed based on their relevance to the stakeholders and the Group's business. Our methodology is still driven by the Bursa Malaysia Sustainability Reporting Guidelines and Toolkits, as well as the Global Reporting Initiatives (GRI) standards which include compilation and mapping material matters to a materiality matrix.</p> <p>Details on engagement with stakeholders are available under Sustainability Statement in Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises the importance of engaging with stakeholders as their views/feedbacks are critical in keeping the Group's sustainability activities on track.</p> <p>Ongoing and consistent engagement with our diverse stakeholders is crucial for creating a clear and positive mutual understanding and building effective long-term relationships. Stakeholders' views, priorities and expectations help us identify risks and opportunities, balance interests and make informed decisions. We also proactively communicate with our internal and external stakeholders on the Company's sustainability strategies, priorities, targets and performance, gaining valuable feedback on our initiatives.</p> <p>Details on engagement with stakeholders are available under Sustainability Statement in Annual Report 2022.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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>Climate change, resource scarcity and the improper management of waste and effluents are pressing global environmental issues that can pose regulatory, physical and reputational risks to any company's operations.</p> <p>The Company has embarked on several initiatives such as energy management, waste management, water management and efficient electricity consumption in relation to climate change.</p> <p>The Board will continue to constantly keep abreast on the relevant requirements and matters concerning the sustainability, including the latest developments in industry as well as the sustainability issues relevant to the Group.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	At present, the performance evaluations of the Board and senior management do not directly include the review in addressing the Company's sustainability risks and opportunities.	
		The Company will continually seek out and assess opportunities for enhancements in its practices towards ESG and sustainability goals whenever and wherever feasible to do so in order to effect a tangible and meaningful change. However, at present, the process is often done on an informal basis rather than as a KPI or direct link to bonuses/remuneration.	
		In future, once the Company is ready to do so, the performance evaluations of the Board and senior management may include addressing the Company's sustainability risks and opportunities, which shall be enhanced where necessary through periodical review.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The General Manager of Group Finance is currently the designated person who helms the Sustainability Working Group in addition to his existing responsibilities in managing the Group's finances.

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 continues to discharge its function in ensuring that the Board composition and tenure of each director are reviewed periodically.</p> <p>Subsequent to the financial year 2022, there was a change in Board composition involving the resignation and appointment of Independent Non-Executive Director. The Board currently has 1 female Director and is of view that its composition in terms of size, diversity in skills, experience, age, background and gender is well balanced to facilitate effective decision making.</p> <p>Among the annual evaluations/assessments carried out, the Nomination Committee would table the findings based on the fit and proper criteria and recommendations of individual Directors to the Board for discussions, notation and where applicable, to recommend to shareholders on the re-election of the Director concerned at the annual general meeting of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has 7 members; out of which 4 members (57%) are Independent Directors.</p> <p>The presence of Independent Non-Executive Directors helps in providing independent and constructive views, advice and opinions to the benefit of the investors, customers and other stakeholders.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>Except for Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar, all other Independent Directors have not exceeded their tenure of a cumulative term of nine years.</p> <p>Bursa Malaysia Securities Berhad ("Bursa Securities") has amended the Main Market Listing Requirements ("Listing Requirements") where an independent director who has served for more than 12 years in a listed issuer must resign or be re-designated as a non-independent director by 1 June 2023.</p> <p>Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar has served as an Independent Non-Executive Director for a cumulative term of more than 14 years. The Board, through the Nomination Committee, had carried out an annual evaluation and assessment and is satisfied that Y.A.M. Tunku Naquiyuddin has fulfilled the criteria under the definition of Independent Director as set out in the Listing Requirements of Bursa Securities. He has always been able to demonstrate his independence and exercise objective judgement during Board deliberations.</p> <p>Notwithstanding the above, the Board is mindful of the amended Listing Requirements of Bursa Securities on the tenure of an independent director and will take steps to comply accordingly.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination Committee is delegated with the responsibility of assessing, considering and recommending to the Board, suitable candidates for appointment as Directors. The appointment of senior management is through selection and evaluation by the Group Managing Director or Executive Director and is governed by the Company's Staff Policies and Procedures. Due regard for diversity in skills, experience, age, gender, and cultural background for any proposed appointment will also be given.</p> <p>With the exception of the Director appointed subsequent to the financial year end, the Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company. The attendance record of the Directors for 2022 was satisfactory. There was no new appointment of senior management during the year.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	The process on Board appointment is based on the recommendation of the Nomination Committee. Candidates are assessed thoroughly based on the fit and proper criteria as set out in the Directors' Fit and Proper Policy. The Nomination Committee will also consider the skills, knowledge, expertise and potential contribution of the candidate. The Nomination Committee is open to referrals from external sources besides recommendations from its existing Board members and major shareholders. During the year, there was no new Board appointment.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination Committee had carried out annual evaluations on the effectiveness of the Board as a whole, Board Committees, individual Directors of the Company and assessed the independence of the Independent Directors during the financial year under review.</p> <p>The findings/outcome from the annual evaluations/assessment of the Board, Board Committee and individual Directors were tabled to the Board by the Nomination Committee for discussions, notation and where applicable, to recommend to shareholders on the re-election of Directors retiring by rotation or casual vacancy.</p> <p>Based on the assessment conducted on individual Directors, the Board is satisfied that each Director has the experience, competence, integrity and character in discharging their respective roles as Board members.</p> <p>Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar and Ng Ju Siong are due to retire by rotation at the forthcoming 42nd AGM. The Nomination Committee has assessed the said Directors based on the Fit and Proper criteria. The assessment of the Fit and Proper criteria for re-election of Directors was also captured in the annual evaluation on the performance/contribution of Directors.</p> <p>Dato' Aminudin Zaki bin Hashim who was appointed subsequent to the financial year is also subject to retirement at the 42nd AGM. The Nomination Committee had earlier reviewed and assessed Dato' Aminudin Zaki bin Hashim based on amongst others, the Fit and Proper criteria prior to his Board appointment.</p> <p>The retiring Directors have abstained from Board deliberations and decisions in recommending to shareholders on their re-election to the Board. The Board has accepted the recommendation of the Nomination Committee on the re-election of the abovenamed Directors at the 42nd AGM.</p>

	The profiles of the abovenamed Directors are disclosed under Profile of Directors of the 2022 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

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 Dato’ Syed Sultan bin Mohd Idris, an Independent Non-Executive Director of the Company.	
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 Board comprises one female Director which represents less than 30% of the Board composition. The Board views that its composition in terms of size, diversity in skills, experience, age, background and gender are well balanced to facilitate effective decision making.</p> <p>Additional female candidate for Board appointment may be considered when there is further expansion of 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	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 5.10

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 Company currently does not have a gender diversity policy for the Board and senior management.	
		The Board believes in providing equal opportunity to candidates and adheres to the practice of non-discrimination of any form whether based on age, race or gender throughout the Group.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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>During the financial year, the Nomination Committee had amongst others, carried out annual evaluations facilitated by the Company Secretary on the effectiveness of the Board as a whole, Board Committees and individual Directors (including peer assessment) of the Company. The evaluation forms provide ratings from 1 to 4 or 'Yes' or 'No' with indicators thereto, to be responded in relation to the nature of the questions.</p> <p>The Board and Board Committees were evaluated in the areas of composition, quality of information and decision making, boardroom/board committee activities, Board relationship with management as well as sustainability.</p> <p>Individual Directors will be evaluated on fit and proper criteria, contribution and performance, caliber and personality as well as sustainability. On Peer Assessment, the evaluation was based professional experience, industry knowledge, specific competencies, business acumen, strategic vision, integrity, attendance of and preparation for board meetings, teamwork, active participation and general contributions. The Independent Directors were assessed based on criteria defined in the Listing Requirements of Bursa Securities, their ability to exercise independent judgement at all times and contribution to the effective functioning of the Board.</p> <p>On the assessment of individual Directors including peer assessment, each Director should answer the evaluation questions for each of his/her fellow Board members including himself/herself.</p> <p>Based on the findings, the average rating on each evaluation was relatively high with scores of between 3 and 4 (full score is 4).</p>

	The Board is satisfied with the level of performance and effectiveness of the Board, Board Committees and individual Directors of the Company. The Board is also satisfied with the level of independence demonstrated by all independent Directors and their ability to act in the best interest of the Company. The Board and Board Committees had generally fulfilled their primary responsibilities and obligations and each Director has the experience, competence, integrity and character in discharging their respective roles as Board members.	
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>Directors' remuneration are decided and reviewed in line with the objective of attracting and retaining directors of the calibre, expertise and experience needed to lead the Group successfully. Remuneration for Executive Directors is aligned to individual and corporate performance.</p> <p>Non-Executive Directors are paid fees and benefits which are reflective of their responsibilities. As for senior management, yearly performance appraisal will be conducted by the Group Managing Director.</p> <p>Directors' fees and benefits payable to Non-Executive Directors recommended by the Remuneration Committee are subject to the approval of the shareholders at the annual general meeting ("AGM") of the Company. A director who is also a shareholder will abstain from voting on the proposed resolution at the AGM.</p> <p>The Remuneration Policy and Procedures for Directors and senior management is available on the Company's website at www.oib.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	:		
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Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The remuneration of Directors and senior management is set to attract and retain individuals of necessary calibre. The Board has in place the policy and practices to determine the Directors and senior management's remuneration taking into consideration the Company's performance as well as the performance of the individuals.</p> <p>The authority, duties and responsibilities of the Remuneration Committee are set out in its Terms of Reference, which is available on the Company's website at www.oib.com.my</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The remuneration breakdown of individual Directors for the financial year ended 31 December 2022 is tabulated in the prescribed format in the following page.

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' Yap Yong Seong	Executive Director	0	0	256.5	0	0	0.6	257.1	0	216	738.7	0	0.5	1.9	957.1
2	Dato' Sri Yap Wee Keat	Executive Director	0	0	430.1	0	32.9	52.6	515.6	0	0	1141.1	0	32.9	141.2	1315.2
3	Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar	Independent Director	48	1.4	0	0	35	0	84.4	48	1.4	0	0	35	0	84.4
4	Ng Ju Siong	Non-Executive Non-Independent Director	24	1.4	0	0	0	0	25.4	24	37.4	0	0	0	0	61.4
5	Izaddeen bin Daud	Independent Director	36	2.4	0	0	0	0	38.4	36	2.4	0	0	0	0	38.4
6	Dato' Syed Sultan bin Mohd Idris	Independent Director	36	2.6	0	0	0	0	38.6	36	2.6	0	0	0	0	38.6
7	Wong Siew Si	Independent Director	36	6.4	0	0	0	0	42.4	36	6.4	0	0	0	0	42.4
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
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Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The top key senior management whose total remuneration (including benefits in-kind and other emoluments) under each band of RM50,000 is set out below:	
		Total remuneration in bands of RM50,000	Number of Key Senior Management
		RM150,000 – RM200,000	1
		RM201,000 – RM250,000	1
		The remuneration of the key senior management is on an aggregated basis as the Board is of the view that it would not be in the best interest of the Company to make detailed disclosure of each key senior management personnel due to competitiveness in the employment market and the Company’s efforts in attracting and retaining executive talents.	
		On concerns of confidentiality, the Board is of the view that the disclosure on a named basis for the Senior Management will not be in the best interest of the Group.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairperson of the Audit Committee, Ms Wong Siew Si, is not the Chairman of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has in place an Assessment Policy for External Auditors setting out amongst others, the cooling period of at least 3 years on any proposed appointment of a former key audit partner as a member of the Audit 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>The Audit Committee has obtained annual assurance of independence from external auditors for the audit of each financial year.</p> <p>During the financial year, the Audit Committee had carried out an evaluation of external auditors’ performance and independence. The evaluation covers the areas of calibre of the audit firm, quality processes/performance, audit team, independence and objectivity, audit scope and planning, audit fees and audit communications.</p> <p>The Board has in place an Assessment Policy for External Auditors setting out the guidelines and procedures for the Audit Committee to assess, among others, the suitability, objectivity and independence of the external auditors.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Audit Committee comprises solely of Independent 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 Audit Committee members have a mix of financial, commercial and other fields of expertise. Miss Wong Siew Si and Dato’ Aminudin Zaki bin Hashim fulfilled the qualification requirement under paragraph 15.09(1)(c) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>In order to strengthen the present financial literacy of each member and the ability to understand matters under the purview of the Audit Committee including the financial reporting process, all members of the Audit Committee will balance their participation in continuous professional development programmes on accounting and auditing standards, practices and rules in the future.</p> <p>During the financial year under review, the Audit Committee members had attended training to enhance their skills and knowledge in the discharge of their duties effectively.</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 maintains a sound risk management framework and system of internal control to safeguard the Group’s assets, shareholders’ investments and the interests of customers, employees and other stakeholders.</p> <p>Significant risks and their control plans to mitigate the risks to achieve the objectives will be documented in the risk register for monitoring and to be deliberated by the Risk Management Committee.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The risk management and internal control system of the Group, comprising the respective frameworks, procedures, management processes, monitoring processes are described in the Statement on Risk Management and Internal Control (“SRMIC”). While the Board acknowledges that the risk management and internal control system do not eliminate the possibility of collusion or deliberate circumvention of procedures by employees, human errors and/or other unforeseen circumstances that might result in poor judgement, an assurance was received from the Group Managing Director and the General Manager, Group Finance that the risk management and internal control system of the Group is operating adequately and effectively. The features of its risk management and internal control framework, and the adequacy and effectiveness of this framework are detailed in the SRMIC included in the Annual Report 2022.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board has established a Risk Management Committee ("RMC") to oversee the company's risk management framework and policies. The RMC assists the Board in their responsibilities to identify, assess and monitor key business risks of the Group</p> <p>The RMC currently consists of 3 Independent Non-Executive Directors and 1 Executive Director. The Chairman of the RMC is an Independent Non-Executive Director.</p>

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 Audit Committee is responsible for monitoring and reviewing the effectiveness of the Group’s Internal Audit function. The Internal Audit Department is headed by a qualified internal auditor. The internal audit is independent of the activities in its audit and the Internal Auditor attends and reports at each Audit Committee meeting on reviews conducted during each quarter.</p> <p>Details on internal audit functions are disclosed in the Audit Committee Report of the Annual Report 2022.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Companies 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>During the financial year 2022, the Internal Audit Department (“IAD”) was overseen by the Acting Head of Internal Audit, Miss Harnirmaljit Kaur A/P Harban Singh. Miss Kaur holds a professional qualification from the Association of International Accountants (AIA), UK, and a Master of Finance degree from RMIT University, Melbourne. She is a member of the Institute of Internal Auditors Malaysia (IIAM).</p> <p>She reports directly to the Audit Committee and has accumulated over 20 years of experience in internal audit function and five years in external audit. One staff carried out the internal audit assignments of the Group during the financial year.</p> <p>Subsequent to the financial year, Mr. Wilson Wong Wai Soon joined the group as the Head of Internal Audit on 6 March 2023. Mr. Wilson holds certifications of Certified Internal Auditor (CIA), Certified Information Systems Auditor (CISA), Certified Business Continuity Management (BCM), Association of Chartered Certified Accountant Certification (ACCA), and a Bachelor’s Degree in Accounting and Finance from Sheffield Hallam University (UK).</p> <p>He is also a Fellow Member of ACCA (FCCA), an Associate Member of the Institute of Internal Auditor Malaysia (IIAM), and a Professional Member of the Information Systems Audit and Control Association (ISACA).</p> <p>The IAD carries out the audit in accordance with the principles of the international professional practices framework on internal auditing.</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 Company recognises the importance of timely dissemination of material information including financial results, corporate proposals etc. to shareholders, investors and the public.</p> <p>All such information relating to annual reports, quarterly results, announcements are accessible at Bursa Securities’ website at www.bursamalaysia.com and the Company’s website at www.oib.com.my</p> <p>The Company also has a general email address for shareholders to direct their queries.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Not applicable as the Company is not a Large company as defined in MCCG 2017.	
		Integrated reporting based on globally recognised framework shall be considered when the Company becomes 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	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of the 41st Annual General Meeting (“AGM”) was sent to shareholders 28 days prior to the meeting. The Company will continue to observe the notice period of 28-days for the forthcoming AGM.</p> <p>Notification on the forthcoming 42nd AGM will be sent to shareholders via electronic mails and by post (for those without email addresses) informing them on the AGM and that that the Company’s Annual Report (“AR”), Corporate Governance Report, Circular to Shareholders (‘Circular”), Notice of 42nd AGM, Form of Proxy, Administrative Guide for the 42nd AGM and request form for AR/Circular are available on the Company’s website.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	All the Directors and senior management were present at the 41st AGM.	
		Shareholders were able to raise questions at the 41 st AGM in real time by transmitting question via the Query Box and voted remotely at the AGM via Remote Participation and Voting facilities (“RPV”). The Board responded to all relevant questions submitted before and during the 41 st AGM.	
Explanation for departure	:	It has been the practice for all Company Directors to be present at general meetings. The Chairman and all other Board members, senior management personnel and external auditors are available to respond to shareholders’ questions during the meeting.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 41st AGM in 2022 was conducted fully virtual through the meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at https://tiih.online.</p> <p>Shareholders were able to raise questions at the 41st AGM in real time by transmitting question via the Query Box and voted remotely at the AGM via RPV.</p> <p>As stated in the notice of annual general meeting ("AGM"), shareholders are entitled to appoint proxies/corporate representatives/ attorneys to attend, speak and vote on their behalf via RPV.</p> <p>The 42nd AGM will be conducted fully virtual as in the manner above as safety precaution for all even at this endemic stage of covid-19.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>At the commencement of the fully virtual 41st AGM in 2022, amongst the briefing and notification mentioned, the Chairman also invited shareholders/ proxies to raise questions in real time by transmitting their questions via the query box.</p> <p>The Chairman informed the meeting that the Company had received questions from shareholders before the 41st AGM. The Company's replies to the questions were then shared to the meeting on the screen.</p> <p>On questions posed during the meeting, where appropriate, the Chairman, the Group Managing Director and the General Manager of Group Finance, have responded accordingly.</p>
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's 41st AGM in 2022 was conducted fully virtual through the online meeting platform at https://tiih.online, provided by Tricor Investors and Issuing House Services Sdn. Bhd.</p> <p>Shareholders/ proxies were given ample time and opportunity to submit questions before the AGM as well as to pose questions to the Board during the AGM.</p> <p>Replies to the questions submitted before the AGM were shared to the meeting on the screen while questions posed during the meeting, where appropriate, were addressed by the Chairman, the Group Managing Director and the General Manager of Group Finance.</p> <p>The questions and answers in respect of the above are attached as an Annexure to the Minutes of the 41st AGM have been published/ uploaded on the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	Minutes of the 41 st Annual General Meeting held on 30 May 2022 were published/ uploaded on the Company's website no later than 30 business days after the 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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