

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7595
COMPANY NAME : MGB BERHAD
FINANCIAL YEAR : December 31, 2024

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 of Directors ("Board") of MGB Berhad ("MGB" or "Company") recognises the importance of maintaining adequate corporate governance practices within MGB and its subsidiary companies ("Group") and devotes considerable effort to adopt relevant best practices. Good corporate governance is crucial to sustain the Group in the long term through the ever changing regulatory and market environment. The Board views corporate governance as an integral part of the Group's business strategy.</p> <p>The Board retains full and effective control of the Company and is responsible for the proper conduct of the business and overall performance of the Company. The Board is responsible for the leadership, oversight, control, development and long-term success of the Group as well as instilling the appropriate culture, values and behaviour throughout the Group.</p> <p>In discharging its fiduciary duties and responsibilities, the Board is guided by the prevailing legal and regulatory requirements as well as the policies of the Company. The Board has adopted a charter ("Board Charter") which sets out its functions, inter-alia, the duties and responsibilities of the Board, which is published on the Company's website.</p> <p>The Board has delegated specific responsibilities to various Board Committees, namely Audit Committee ("AC"), Nomination and Remuneration Committee ("NRC"), Risk Management Committee ("RMC") and Sustainability Committee ("SC") whose functions are within their respective Terms of Reference ("TOR") approved by the Board. Each Committee's TOR are periodically reviewed by the Board. These Committees assist the Board in making informed decisions through in-depth discussions on issues in discharge of the respective committees' TOR and responsibilities.</p>

	<p>The respective TOR are available on the Company's website.</p> <p>The Board has in place policies and procedures to promote a culture of integrity and ethics within the Group as a whole while providing clarity on the parameters and controls instituted.</p> <p>Aside from Board Charter and TOR of respective board committees, the policies and procedure that the Board has in place include the following:</p> <ul style="list-style-type: none"> • Code of Conduct and Business Ethics; • Directors' Code of Conduct; • Whistleblowing Policy; • Anti-Bribery and Corruption Policy; • Conflict of Interest Policy • Succession Planning Policy; • Remuneration Policy; • External Auditors Policy; • Human Resources Learning Development Policy; • Dividend Policy; • Sustainability Policy; • Gift, Entertainment and Hospitality Policy; • Donations and Sponsorships Policy; • Human Right Policy; • Workplace Harassment Policy; • Diversity and Inclusion Policy; • Crisis Management Policy; and • Group Sustainable Procurement Policy. <p>Further details are set out in the Corporate Governance Overview Statement in the Annual Report.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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>Tan Sri Dato' Sri Ir. (Dr.) Lim Hock San, JP assumed the role of Group Executive Chairman on 15 January 2024. In this capacity, he has significantly contributed to effective management oversight and provide leadership at Board level and represents the Board to shareholders and other stakeholders.</p> <p>The Chairman will act independently in the best interest of the Group and is responsible for ensuring Board effectiveness, standard of conduct and governance of the Board. The Chairman provides guidance throughout the decision-making process, fostering cohesive teamwork and facilitating the effective functioning of the Board.</p> <p>The Chairman facilitates Board meetings, leads discussion, allowing sufficient time for deliberations on key issues and complex matters, soliciting feedback and input from all Directors in an open and constructive manner. The Chairman may also solicit the views of other parties such as Senior Management should their presence be requested at the meeting(s).</p> <p>The Chairman also plays a key role in the conduct of the general meetings. Besides ensuring the proper flow of resolutions tabled at general meetings, he manages the communication on the floor. He further encourages active participation from shareholders and ensures that reasonable amount of time is allocated for the questions and answers session.</p> <p>Further details of key roles and responsibilities of the Chairman are set out in the Board Charter 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>		
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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 division of responsibilities at the helm of the Company to ensure a balance of authority and power. The roles of the Chairman and the Group Managing Director are distinct and separate.</p> <p>Following Dato' Majit bin Ahmad Khan's resignation on 15 January 2024, Tan Sri Dato' Sri Ir. (Dr.) Lim Hock San, JP, assumes full responsibilities of the Group Executive Chairman. He provides guidance throughout the decision-making process, fostering cohesive teamwork and facilitating the effective functioning of the Board.</p> <p>This segregation of roles maintains a balanced distribution of authority within the organization. The Chairman focuses on ensuring the Board's effectiveness and encourages robust discussions to achieve its objectives.</p> <p>Conversely, the Group Managing Director, Datuk Wira Lim Hock Guan, JP is responsible for the executive leadership and management of the Group's business. This encompasses developing long-term strategic plans, short-term profit plans, annual operating plans and budgets to meet the Group's growth, profitability and objectives. The Group Managing Director is supported by the Chief Executive Officer and senior management team in executing strategic plans and overseeing the Group's operations and business development.</p> <p>The specific roles and responsibilities of the Chairman and Group Managing Director are further delineated in the Board Charter of the Company, providing clarity and guidance for their respective functions within the organisation.</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	:	<p>Tan Sri Dato' Sri Ir. (Dr.) Lim Hock San, JP, has served as the Group Executive Chairman since 15 January 2024. He is not a member of Audit Committee ("AC") and Nomination & Remuneration Committee ("NRC").</p> <p>Currently the AC members are:-</p> <ul style="list-style-type: none">i. Dato' Beh Hang Kong;ii. Puan Nadhirah binti Abdul Karim;iii. Puan Noor Fansyurina binti Muhammad; andiv. Puan Nor Salinun binti Mohd Ghazali. <p>Currently the NRC members are:-</p> <ul style="list-style-type: none">i. Puan Nadhirah binti Abdul Karim;ii. Dato' Beh Hang Kong;iii. Puan Noor Fansyurina binti Muhammad; andiv. Puan Nor Salinun binti Mohd Ghazali.
Explanation for departure	:	<p>Please provide an explanation for the departure.</p>
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Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by two (2) Company Secretaries, Mr Chong Voon Wah and Ms Khoo Wei Lee. Both Company Secretaries are qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016 and Associate members of the Malaysian Institute of Chartered Secretaries & Administrators (MAICSA).</p> <p>The Company Secretaries play an important advisory role and as a central source of guidance, information and advises to the Board and Board Committees on issues relating to corporate compliance with the relevant laws, rules, regulations and procedures affecting the Board and the Group, as well as best practices of governance.</p> <p>The Board and Board Committees will have unlimited access to the services of the Company Secretaries to enable them to discharge their duties effectively.</p> <p>The Company Secretaries attend all the Board and Board Committee meetings and ensure all discussions and deliberations during these meetings are accurately recorded and properly maintained. The Company Secretaries also act as the custodian of the Company's statutory records to ensure compliance with the statutory requirements such as Companies Act 2016 and Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").</p> <p>The Company Secretaries facilitate the communication of decisions made and policies set by the Board to the Management Team for action. This is to ensure that there are timely information flows within and to the Board and Board Committees, and between the Non-Executive Directors and Management.</p> <p>The Company Secretaries constantly keep themselves abreast with the regulatory changes and developments through attendance at various trainings and seminars.</p> <p>The Company Secretaries also play an important role in ensuring that the proceedings in general meetings are in place and properly managed by assisting the Chairman and the Board in facilitating the conduct of the meetings.</p>

Explanation for departure :		
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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 Company Secretaries ensure that the dates for Board Meeting and Board Committees Meetings are scheduled well in advance. A pre-scheduled annual calendar of the Board Meetings is circulated to all the Board members at the beginning of each financial year to facilitate the Directors to plan their schedules.</p> <p>The Board meets at least five (5) times a year with additional meetings, if required. To ensure that the Board receives information on a timely manner, the notices of meetings are sent to the Directors at least seven (7) days before the meetings. The Board papers via e-book will be emailed before the meeting to provide the Board with sufficient time to review and obtain further clarification which will enable smooth and constructive deliberation at the meetings.</p> <p>The senior management personnel, internal auditors, external auditors and external consultants are invited to attend the meetings to present and brief the Board and Board Committee on matters within their expertise, knowledge and provide clarity on the agenda being discussed including details on recommendations to assist the Directors, to enable the Directors to make independent and informed decisions.</p> <p>All deliberations at the Board Meetings are duly minuted as records of proceedings, including matters where Directors abstained from deliberations and/or voting. Decision made, policies approved and follow-up actions at Board Meetings will be communicated to the management team accordingly. Minutes of meetings are circulated and confirmed as a correct record by the Board and Board Committees at the next meeting.</p>
Explanation for departure	:	
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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 adopted a Board Charter which sets how its roles, powers and responsibilities are exercised, having regard to principles of good governance, best practices and applicable laws.</p> <p>The Board Charter upholds high standard of governance and clarifies, amongst others, the roles and responsibilities of the Board and serves as a general statement of intent and expectation as to how the Board discharge its duties and responsibilities.</p> <p>The Board Charter will be reviewed and updated periodically as and when necessary to ensure its appropriateness and relevance to the Company from time to time and its compliance with the relevant laws, rules and regulations.</p> <p>In discharging its fiduciary duties, the Board has established and delegated specific tasks to the following Board Committees, which have the authority to examine and report to the Board:</p> <ol style="list-style-type: none"> 1) <u>Audit Committee ("AC")</u> The AC ensures high corporate governance practices whilst providing oversight on the Group's financial reporting, disclosure, regulatory compliance, risk management and monitoring of internal control processes within the Group. 2) <u>Nomination and Remuneration Committee ("NRC")</u> The NRC reviews the procedures for appointment of Directors and senior management (Grade GM1 and above) of the Group and their remuneration packages. NRC also assesses annually the effectiveness, size and composition of the Board, the required mix of skills and experience and other qualities of individual directors and Board Committees.

	<p>3) <u>Risk Management Committee ("RMC")</u> The RMC ensures that the integrated risk management functions within the Group are effectively discharged. The RMC assists the Board in, amongst others, identify, evaluate, monitor and report the risk areas and provide control measures, recommendations and management action plans to mitigate such risks through meetings and updates the AC and Board.</p> <p>4) <u>Sustainability Committee ("SC")</u> The SC is responsible to oversee the management processes and strategies designed to manage the impacts of MGB group operations on economic, environment and social.</p> <p>SC is tasked to review the strategies, management processes, initiatives, target and performance of the Group in the areas of health and safety, including the security of assets and employees; environment; workplace policies, including ethnic and gender diversity; sustainable development; responsible and ethical business practice; and contribute to a better society within the community that the Group operates.</p> <p>All Board Committees operate within their respective TORs which were approved by the Board. The TORs of AC, NRC, RMC and SC are available on the Company's website.</p> <p>The Board takes full responsibility for the oversight and overall performance of the Group. The Board reserves full decision-making powers on the following matters:</p> <ul style="list-style-type: none"> a) approval of corporate plans and programmes; b) approval of material investments and divestments, mergers and acquisitions, corporate restructuring both local and abroad; c) approval of changes relating to the Company's share capital such as reduction of capital, issuance of new share capital and share buy-back; d) appointment of new Directors, Chief Executive Officer/Managing Director and other senior management positions are based on recommendation of the Group's NRC; e) approval of annual audited financial statements, annual report and the quarterly financial results prior to releasing to Bursa Securities; f) approval of dividend policy and declaration/distribution of dividends; and g) approval of material related party transactions and capital financing. <p>The Board Charter is accessible on the Company's Corporate website at www.mgbgroup.com.my.</p>
<p>Explanation for departure</p>	<p>:</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

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 established a Code of Conduct & Business Ethics for Directors and employees which sets out the standards of conduct and business ethics expected from all levels of the organisation, including Directors and employees with the objectives to enhance public confidence and trust in the integrity of the Group.</p> <p><u>Directors' Code of Conduct</u></p> <p>The Board has adopted Directors' Code of Conduct which sets out twelve (12) principles as follows and acts as guidance for proper standards of conduct, sound and prudent business practices as well as standard of ethical behaviour for Directors, based on the principles of integrity, responsibility, sincerity and corporate social responsibility:</p> <ul style="list-style-type: none">• to observe high standards of Corporate Governance• to devote sufficient time and effort• to avoid conflict of interest• to avoid misuse of position and information• to ensure integrity of records• to ensure confidentiality of communication and transactions• to ensure compliance with applicable laws• to demonstrate openness and timeliness of communication• to exercise duties and act honestly in the best interest of the Company• to uphold accountability• to maintain positive relationship with shareholders, employees, creditors and customers• corporate social responsibility <p>The Directors' Code of Conduct is available on the Company's corporate website.</p>

	<p>Business Ethics</p> <p>In addition to Code of Conducts & Business Ethics, the Company has also put in place the following policies to govern business ethics for Directors and employees of the Group:</p> <ul style="list-style-type: none"> <p>Insider Trading</p> <p>Directors and employees who possess price sensitive information which is not available to the public, are not allowed to trade in the Company's securities.</p> <p>Notice in relation to the dealings of the Company's securities during close period are sent to Directors and principal officers on a quarterly basis specifying the timeframe of close period and the day of which they are prohibited from dealing in the Company's securities.</p> <p>Declaration of Interests</p> <p>The Directors acknowledge that by declaring their interest in any transaction with the Company and the Group, they will abstain themselves from deliberation and voting on the relevant resolutions at the Board Meetings or general meeting. If a corporate proposal has to be approved by the shareholders, the Directors with any interest in the proposal will abstain from voting on the resolution and will further undertake to ensure that persons connected with them also will abstain from voting on the resolution.</p> <p>Group IT Policies</p> <p>Under the Group IT Policies, staffs are strictly prohibited from installing, copying or downloading any illegal, unlicensed and unauthorised software onto their desktop and notebook, as these would constitute criminal offence under the Copyright Act, 1987. Stern disciplinary action will be taken against any staff who found committed this offence.</p> <p>Standard Operating Procedures ("SOPs")</p> <p>Well documented SOPs within the Group were established and approved as standard processes, procedures and responsibilities for employee. It provides as their key reference in maintaining efficiency and the uniformity of the performance of a specific function.</p> <p>Corporate Disclosure Policy and Procedures</p> <p>The Board recognises the importance of keeping the shareholders and stakeholders informed and updated on the development concerning the Group. In this regard, the Group strictly adheres to</p>
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	<p>the disclosure requirements of Bursa Malaysia Securities Berhad and practices open communication. In order to maintain its commitment of effective communication with shareholders and stakeholders, the Group embraces the practice of comprehensive, timely and continuing disclosures of information to make investment decision making.</p> <ul style="list-style-type: none"> • Employees' Code of Conduct <p>Employees are expected at all times to maintain the highest standards of professionalism and integrity. This includes communications with colleagues, customers, clients, suppliers and the general public. These standards apply to communications that are verbal, written and electronic.</p> <ul style="list-style-type: none"> • Sexual Harassment Policy and Workplace Harassment Policy <p>To ensure that all employees have a safe and conducive working environment and free from sexual harassment at the workplace, any sexual harassment of any nature at the workplace is prohibited. All investigation of sexual harassment will be fair and objective and appropriate action will be taken against the employee(s) concerned. The Company extended a further step by adopting a Workplace Harassment Policy to provide a safe, healthy and harassment-free work environment for all employees and believes that every employee should be treated with dignity, decency and respect, and reflected the Company's zero-tolerance approach against all forms of unlawful discrimination or harassment in the workplace.</p> <ul style="list-style-type: none"> • Privacy and Personal Data Protection Policy <p>All personal data will be kept and processed in a secured manner. Procedures are in place to ensure that all employees, contractors, agents, consultants and other parties who have access to any personal information held by or on behalf are fully aware of and abide by their duties and responsibilities.</p> <ul style="list-style-type: none"> • Standard Operating Policies & Procedures for Related Party Transaction ("SOP for RPT") <p>The establishment of the procedure is to create awareness and provide informed procedures in handling Related Party Transactions so as to better safeguard the interest of minority shareholders, beside complying with the Listing Requirements of Bursa Securities.</p> <ul style="list-style-type: none"> • Whistleblowing Policy <p>The Board has adopted a whistleblowing policy and further revised and enhanced it on 15 April 2024 with the aim of providing an</p>
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	<p>avenue for all employees of the Group and members of the public to disclose any improper conduct in accordance with the procedures as provided under the policy and to provide protection for employees and members of the public who report such allegations.</p> <ul style="list-style-type: none"> • Anti-Bribery and Corruption Policy (“ABC Policy”) <p>The Board has adopted the Anti Bribery and Corruption Policy developed pursuant to Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and further revised and enhanced it on 15 April 2024. The enhanced policy has to set out MGB Group’s overall position in observing and upholding MGB Group’s stance against bribery, corruption and money laundering in all its forms, as well as to provide guidance and information on the recognition of bribery and corruption and methods of dealing with such circumstances. The ABC Policy is available on the Company’s corporate website.</p> <ul style="list-style-type: none"> • Gift, Entertainment and Hospitality Policy <p>The Board has adopted the Gift, Entertainment and Hospitality Policy on 11 April 2022 to provide guidelines on the giving or receiving of gift, entertainment and hospitality to and from customers, business associates and/or third party. In a continuing effort to ensure ethical business practices, the Board revised the Gift, Entertainment and Hospitality Policy on 17 February 2023.</p> <ul style="list-style-type: none"> • Donations and Sponsorships Policy <p>The adoption of the Donations and Sponsorships Policy by the Board on 11 April 2022 demonstrates MGB Berhad's commitment to conducting ethical and lawful philanthropic activities. This policy ensures that all donations and sponsorships, whether from MGB Berhad, its subsidiaries, or affiliated business partners acting on its behalf, comply with applicable laws and are free from any attempt to influence business decisions. The subsequent revision of the policy on 17 February 2023 reflects the company's dedication to staying responsive and compliant with evolving regulatory standards and ethical considerations. By maintaining transparency and integrity in its philanthropic efforts, MGB Berhad upholds trust and credibility with stakeholders while adhering to its commitment to ethical conduct.</p> <ul style="list-style-type: none"> • Human Rights Policy <p>MGB endeavours to provide a conducive working environment that is characterised by mutual respect. The Group is committed in respecting and abiding internationally recognised human rights standards and fair labour practices according to local statutory laws</p>
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	<p>within the Company's operations ("Human Rights Laws"). The Management recognize the importance of fair labour practices and a good relationship of mutual respect between employer and employee as we believe this will lead to fostering high employee morale and improve employee engagement within the Group.</p> <p>On 20 November 2023, the Board of Directors has revised and enhanced our Human Right Policy. This revision includes a robust framework for reporting policy violations, with a specific focus on accentuating the Grievance Mechanism incorporated into the updated policy. It is noteworthy that MGB Group has meticulously crafted this mechanism to effectively address workplace concerns that extend beyond the purview of the Whistleblowing Policy.</p> <ul style="list-style-type: none"> • Fit and Proper Policy <p>MGB Group has adopted the Fit and Proper Policy on 10 June 2022 to ensure a formal, rigorous and transparent process for appointment and re-election of directors and key senior management within MGB Group.</p> <ul style="list-style-type: none"> • Diversity and Inclusion Policy <p>MGB Group adopted Diversity and Inclusion Policy on 17 February 2023 to acknowledge the importance of diversity in its boardroom, senior management and workforce. MGB endeavors to achieve a diverse and skilled workforce with the highest standards of professionalism, accountability, integrity and competencies for the continuous improvement in the workplace.</p> <ul style="list-style-type: none"> • Group Sustainable Procurement Policy <p>The Group Sustainable Procurement Policy highlights the critical role of sustainable procurement in aligning with the company's overall strategy. It offers clear guidance to employees on integrating environmental, social, and economic considerations throughout the procurement process, from needs assessment to supplier development. Emphasizing adherence to the United Nations Sustainable Development Goals (UN SDGs), the policy aims to minimize environmental and social impacts while supporting local suppliers. Adopted on 20 November 2023, it signifies the organization's commitment to embedding sustainability principles into its procurement practices, fostering responsible corporate citizenship and contributing to sustainable development goals.</p> <ul style="list-style-type: none"> • Conflict of Interest Policy <p>With commitment to uphold the highest ethical standards and integrity in its business operation by complying with all applicable laws, regulations and/or standards in the jurisdictions, where MGB</p>
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	<p>Group operates, the Board adopted a comprehensive Conflict of Interest (“COI”) Policy on 2 January 2025, to assist the Directors and Key Senior Management of MGB Group in recognising and managing any potential COI that may arise, thereby protecting the interest of MGB Group.</p> <p>The Board will review the Code of Conduct & Business Ethics as and when necessary, to ensure it remains relevant and appropriate.</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	:	<p>The Company upholds the paramount importance of lawful and ethical conduct in all facets of its operations, setting stringent standards for employees to comply with relevant laws, regulations and internal policies while maintaining exemplary levels of business and personal integrity. To formalise this commitment, the Company has instituted a Whistleblowing Policy, providing both employees and external stakeholders with a secure platform to report any misconduct that may detrimentally affect the Group, including instances of bribery and corruption. This policy not only ensures the protection of whistleblowers from any form of reprisal but also fosters a culture of transparency and accountability within the organization, complementing existing frameworks such as the Code of Conduct & Business Ethics and procedures outlined in the Employee Handbook.</p> <p>In line with its dedication to mitigating risks associated with bribery and corruption, the Company has proactively engaged internal auditors to conduct independent, risk-based internal audits focused on Anti-Bribery and Anti-Corruption measures in 2021. The Whistleblowing Policy plays a crucial role in these efforts, providing clear reporting channels for any instances of malpractice, impropriety, or non-compliance, including those related to bribery and corruption. The Board's review and subsequent revision of the Whistleblowing Policy on 17 January 2022 and 15 April 2024 underscore its commitment to continuously enhancing reporting mechanisms and reinforcing ethical conduct throughout the organisation, particularly in the context of combating corruption.</p> <p>Furthermore, the adoption and subsequent revision of the Gift, Entertainment and Hospitality Policy, as well as the Donations and Sponsorships Policy, on 11 April 2022 and 17 February 2023, respectively, further exemplify the Company's dedication to upholding ethical standards and promoting transparency in its operations, thereby reducing the risk of corruption. These policies, readily accessible on the Company's Corporate website, serve as tangible manifestations of its commitment to integrity and accountability, ensuring stakeholders' confidence in its ethical practices.</p>

Explanation for departure :		
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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>MGB has embraced a triple bottom line approach to value creation, integrating Economic, Environmental, Social and Governance ("EESG") considerations into all aspects of its operations to foster sustainable development. The Board and Management have seamlessly integrated sustainability principles into every business decision, function, and work process, aiming to generate value while contributing to broader sustainable goals, including the United Nations Sustainable Development Goals (SDGs).</p> <p>To formalise this commitment, the Board has established and revised the comprehensive Sustainability Policies on 22 February 2022 and 19 February 2024 respectively, emphasizing integrity, transparency, and continuous improvement in all business endeavors. The policy serves as guiding frameworks, outlining the Group's dedication to upholding ethical business practices and striving for excellence in sustainability performance. The Sustainability Policy lays out fundamental principles that shape the Group's sustainability strategy, ensuring that corporate activities prioritize the sustainable creation of value for shareholders while considering the impact on stakeholders, natural resources, society, and local communities. Group Sustainability team is tasked with implementing and overseeing sustainability initiatives, addressing stakeholder concerns, and updating both Sustainability Committee and the Board on sustainability performance and planned actions. Through these governance structures and policies, MGB demonstrates its unwavering commitment to integrating sustainability into its business practices, fostering long-term value creation and contributing positively to society and the environment.</p> <p>The Board has oversight of sustainability-related matters, possessing a high-level understanding of sustainability issues relevant to Gamuda and its business. The Board is supported by a dedicated Board Committee, Sustainability Committee, with assistance from the Group Sustainability Team, tasked with integrating sustainability practices</p>

	<p>throughout the organization. This collaborative effort ensures that Economic, Environmental, Social and Governance (“EESG”) strategies are effectively implemented across all aspects of the Group's operations, spanning Marketplace, Environment, Workplace, and Community initiatives.</p> <p>The Sustainability Committee and Group Sustainability team provide expert guidance on sustainability-related strategies, advising on key areas such as environmental conservation, social responsibility, and governance standards. Their insights shape the organization's sustainability efforts, aligning them with strategic objectives and promoting responsible business practices. A comprehensive overview of the sustainability governance structure, including the roles and responsibilities of key stakeholders, is outlined in the Sustainability Report within the Annual Report 2024. This report serves as a valuable resource for stakeholders, offering transparency and accountability regarding the Group's sustainability initiatives and performance.</p>			
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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 of Directors has instituted two pivotal policies, the Environmental, Social, and Governance (ESG) Policy and the Sustainability Policy, collectively referred to as the "Policies," to govern the conduct of directors and employees throughout the entire MGB Group, including its subsidiaries. The Sustainability Policy articulates fundamental principles guiding the Group's sustainability strategy, ensuring that corporate endeavors prioritize the sustainable creation of value for shareholders while considering the impact on stakeholders, natural resources, society, and local communities. Notably, on 19 February 2024, the Policy underwent a comprehensive revision to integrate seamlessly with the existing ESG Policy, aiming to streamline and fortify the Group's approach to sustainability practices, underscoring MGB's dedication to continual improvement and alignment with evolving standards.</p> <p>Responsibility for sustainability management is entrusted to the Management Committee, overseen by the dedicated Sustainability Committee, comprising representatives from various business units. This committee is charged with implementing and overseeing sustainability initiatives, addressing stakeholder concerns, and providing regular updates to both Management and the Board on sustainability performance and planned actions. Through these robust governance structures and policies, MGB reaffirms its steadfast commitment to embedding sustainability into its business practices, thereby fostering long-term value creation and making positive contributions to society and the environment.</p> <p>Furthermore, the Group extends its commitment to sustainability beyond its own operations by promoting alignment with its policies among companies in which it holds an interest. Through its representatives on the boards of these companies, MGB encourages adherence to principles and guidelines consistent with those established in its Policies, as well as in Economic, Environmental, Social and Governance ("EESG") and regulatory compliance policies. Additionally, the Group pledges to cascade its sustainability commitment, practices, and culture to its extended network of business partners, suppliers, and contractors.</p>

	To ensure transparency and accessibility, the Policies are readily available for reference by all employees, officers, directors, stakeholders, and the public on the Company's corporate website, www.mgbgroup.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 4.3

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 Company adopted a triple bottom line perspective towards value creation. The Board and management integrated sustainability considerations into all business decisions, functions and work processes, with the aim of creating value and contributing to sustainable development.</p> <p>The Board has set the sustainability vision and mission for the Group. The Board has in place policies and guidelines with integration of Economic, Environmental, Social and Governance (“EESG”) elements to promote good corporate governance culture within the Group and embedding sustainability principles into business operation. These include Sustainability Policy, Code of Conduct & Business Ethics, Succession Planning Policy, External Auditor Policy, Whistleblowing Policy, Anti-Bribery and Corruption Policy, Gift, Entertainment and Hospitality Policy, Donations and Sponsorships Policy, Conflict of Interest Policy, Workplace Harassment Policy, Human Rights Policy, Human Resources Learning Development Policy, Fit and Proper Policy, Diversity and Inclusion Policy and Crisis Management Policy.</p> <p>The Board has delegated its sustainability responsibilities to Sustainability Committee. The Sustainability Committee has been actively reviewing and monitoring sustainability initiatives to ensure alignment with the Company’s business goals. The Sustainability Committee also diligently ensure that the Company’s conduct is in line with the Malaysian Code of Corporate Governance, Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Securities Commission Act, Companies Act 2016 and other local laws.</p> <p>The Board and management continued to harness the full potential of digital transformation for the Group, to optimise affordability of developments and minimise project risks to deliver satisfactory developments to the key stakeholders. With the help of the project management software, the Group has significantly improved monitoring and control over our on-going construction through real-time updates on the progress of the projects, effective cost monitoring and timely project coordination.</p> <p>The management consistently ensure that all projects adhere to the relevant environmental regulations that govern our industry. Besides,</p>

	<p>the Group also ensure all key environmental related practices are adopted in compliance with the ISO 14001:2015 Environmental Management System alongside regular updates to our Environmental Management Plan.</p> <p>The Board has established a principal framework on Health, Safety and Environment Management System and a Healthy, Safety and Environment (“HSE”) Policy, served as the foundational tool and guidance on all health and safety related matters in order to realise the Group’s vision on health and safety, to advocate for safety as a culture and to establish an optimal working environment for employees. The Board further delegates responsibilities to HSE Committees in both HQ and project sites, to oversee and ensure a consistent and standardised application of practices across the whole organisation, whilst continuously identifying areas for improvements.</p> <p>Furthering to HSE Policy, the Board has adopted a Crisis Management Policy on 17 February 2023 to set the responsibilities and procedure on crisis management within all entities of the MGB Group in order to manage the crises when it happened to minimise the disruption of the organisation daily business operations.</p> <p>In compliance with environmental legal requirements and regulations and our dedication to achieving Net Zero Carbon Emission by 2050, MGB Group has adopted a comprehensive roadmap aimed at achieving this goal. By actively integrating Taskforce for Climate-Related Financial Disclosure (“TCFD”) recommendations, the roadmap allows MGB Group to systematically track and measure its progress based on the different EESG milestones. Each division within the Group shares the responsibility of reducing carbon emissions and building climate resilience by playing their specific roles to reach the same goals.</p> <p>Further details are set out in the Sustainability Report incorporated in the Annual Report 2024 or the standalone Sustainability Report uploaded on Company’s corporate 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

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

Practice 4.4

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board includes sustainability agenda in the performance of its duties. This also applies to the Management Team, where performance review and assessment on Board and Senior Management contribution and knowledge in relation to the Company's and sustainability agenda were carried out including economic performance, Environmental, Social and Governance ("ESG") initiatives and target and governance compliances. The results of the review would assist to identify ESG gap and the necessary Sustainability initiatives and trainings in view of enhancing the Board and Senior Management's Sustainability knowledge, thus contributing to the sustainability narrative and ambitions.</p> <p>The Sustainability Committee and Board of Directors were provided with quarterly updates on all sustainability projects as well as the initiatives to ensure the Management integrated sustainability considerations in the day-to-day operations of the Company and effective implementation of the Company's sustainability strategies and plans.</p> <p>Since financial year 2022, sustainability-related key performance indicators ("KPIs") have been integrated into the annual performance reviews for all employees, across all levels in management and directors. Going forward, we shall link Directors and Senior Management remuneration to ESG metrics, which is to line with the aspirations Bursa Malaysia and various sustainability reporting frameworks.</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 4.5- 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	:	<p>The Board of Directors fulfils its responsibilities by delegating to a Board Committee. Sustainability management comes under the purview of the Sustainability Committee, comprising Executive Directors and Independent Non-Executive Directors with majority of Independent Non-Executive Directors. The Sustainability Committee is assisted by Group Sustainability Team. The Committee is responsible for implementing, overseeing and addressing all sustainability-related issues from stakeholders and update the Management and Board on the Group's sustainability management performance, key material issues identified by stakeholders and planned follow-up measures.</p> <p>The Sustainability Committee is headed by the Executive Director & Chief Executive Officer, Datuk Lim Lit Chek, who oversees the Group's continued commitment in the areas of Economic, Environmental, Social and Governance ("EESG"). Datuk Lim is also tasked to ensure that all sustainability-related matters are duly managed and addressed at the highest level of decision-making.</p>

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 and Remuneration Committee ("NRC") is empowered by the Board to review and evaluate the composition and performance of the Board annually as well as assessing qualified candidates to occupy Board positions. In executing its role to create and maintain a diverse Board, the NRC adheres to the recruiting and sourcing process that seeks to include diverse candidates in any director search. The NRC, also assesses the appropriate mix of diversity including gender, age, ethnicity, skills, experience and expertise required on the Board and address gaps, if any.</p> <p>During the financial year, the NRC reviewed the composition of the Board in respect of its structure, size and the required mix of skills and experience; assessed the independence of the Independent Directors; and assessed and evaluated the performance of the Board, Board Committees and all individual directors, including the performance of the directors who are subject to re-election through the Board Assessments for Financial Year 2024.</p> <p>The NRC, with the directors' rotation list presented by the Company Secretaries, identified the directors, namely Datuk Wira Lim Hock Guan, JP and Puan Nadhirah binti Abdul Karim, to be retired in accordance with Article 90 of the Constitution and Puan Noor Fansyurina binti Muhammad and Puan Nor Salinun binti Mohd Ghazali, to be re-elected in accordance with Clause 95 of Constitution of the Company at 22nd Annual General Meeting. The NRC assessed the respective directors' eligibility for re-election by considering their competencies, time commitment, contributions and their ability to act in the best interest of the Company. Based on the satisfactory evaluation of the respective director's performance and contributions to the Board, the NRC then make recommendation to the Board their re-election at the 22nd Annual General Meeting held on 13 June 2024.</p> <p>Assessment of independence of the Independent Directors is assessed through a Self-Assessment of Independence of Independent Directors on an annual basis under the annual Board evaluation process. The assessment of independence is based on the criteria prescribed under the Listing Requirements of Bursa Securities and the Corporate Governance Guide issued by Bursa Malaysia Berhad.</p>

	During the financial year under review, none of the Independent Directors disclosed any relationships and/or transactions that could materially interfere with their independent judgements and decisions. The tenure of each Independent Directors was presented to the NRC for review during Nomination and Remuneration Committee meeting, none of them attain 9 years tenure. The Board is satisfied with the level of independence demonstrated by all Independent 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

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 comprises seven (7) Directors as follows:</p> <ul style="list-style-type: none">(i) Four (4) Independent Non-Executive Directors, which constitute 57% of the Board; and(ii) Three (3) Executive Directors. <p>This current composition upholds the Listing Requirements, ensuring that independent non-executive directors continue to constitute at least one-third of the Board and that a qualified director under Paragraph 15.09 (1) (c) of the Listing Requirements remains on the Audit Committee. Furthermore, the Board's majority of Independent Directors is in line with Practice 5.2 of the MCCG.</p> <p>All the four (4) Independent Non-Executive Directors have met the criteria of independence as prescribed under Listing Requirements of Bursa Securities. Assessment on independence of the Independent Directors was conducted on an annual basis to ensure that they are independent and free from any business or relationship with the Company or executive team which could materially interfere with their independent judgement or the ability to act in the best interests of 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

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	:	Presently, the Company adheres to a policy wherein Independent Directors are not permitted to serve for more than nine years. Dato’ Abdul Majit bin Ahmad Khan, having fulfilled his nine-year tenure as Independent Non-Executive Chairman, officially resigned from the Board on 15 January 2024.														
		This decision aligns with the guidelines stipulated in the Malaysian Code on Corporate Governance, which dictates that the tenure of Independent Directors should not surpass a cumulative period of nine (9) years. Should the Board wish to extend the service of a Director beyond this limit, it is required to provide a justification for the decision and obtain shareholders' approval through a two-tier voting process at a general meeting.														
		Below is a summary detailing the current tenure of service for each Independent Director:														
		<table><tr><th>Years of Service</th><th>< 1</th><th>1 to <3</th><th>3 to <6</th><th>6 to <9</th></tr><tr><td>No. of Directors</td><td>2</td><td></td><td>2</td><td></td></tr></table>					Years of Service	< 1	1 to <3	3 to <6	6 to <9	No. of Directors	2		2	
	Years of Service	< 1	1 to <3	3 to <6	6 to <9											
No. of Directors	2		2													
	The Board is satisfied with the level of independence demonstrated by all the Independent Non-Executive Directors.															
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 5.4 - 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	:	<p>In accordance with the Board Charter, the tenure of service of Independent Directors is capped at the maximum limit of nine (9) years as recommended by the MCCG 2021.</p> <p>The Board Charter is available on the Company's corporate website.</p>

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>Nomination and Remuneration Committee (“NRC”) is delegated with the responsibility of assessing and considering suitable candidates for the appointments of Board and senior management (Grade GM1 and above).</p> <p>The NRC will perform initial process of review and selection of candidates identified for appointment to the Board and senior management. The list of candidates available will be assessed to determine whether they possess the appropriate skills, competencies, experience, integrity and time to effectively discharge their role before potential candidate are recommended to the Board for approval. Besides, the diversity of the Board’s composition which include, <i>inter-alia</i>, board size, gender, ethnicity, age will also be taken into consideration in the appointment process. In addition, with the adoption of Fit & Proper Policy, the proposed candidates to be appointed to the Board or re-appointments of directors to the Board are assessed to determine fitness and probity.</p> <p>The Board undertook annual assessment on the composition of the Board in terms of mix of skills, experience, age, gender, competencies and time contributing to the Company. The Board is satisfied with the current composition but still endeavor to identify potential candidates equipped with the competency, skills, experience, character, time commitment, integrity, potential contribution, boardroom diversity (including gender, ethnicity and age) and other qualities in meeting the future needs of the Company.</p> <p>The appointment of senior management (Grade GM1 and above) was also made with due regard for diversity in skills, experience, potential contribution, age and gender.</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	:	<p>The Board, through the Nomination and Remuneration Committee ("NRC"), responsible to review suitability of an individual to be appointed on the Board taking into account the skills, expertise, background, experience and boardroom diversity (including gender, ethnicity and age). The decision as to who shall be nominated remains the responsibility of the full Board after considering the recommendations of the NRC.</p> <p>The NRC will initiate the review and selection process for candidates through various channels, considering recommendations from internal sources such as existing board members, management, and major shareholders, as well as external referrals. Subsequently, the NRC will present its recommendations to the Board for approval.</p> <p>In assessing potential candidates, the NRC will evaluate their skills, competencies, experience, integrity, and availability to fulfil the directorial role effectively. Furthermore, the NRC will take into account the diversity of the Board's composition, including factors such as board size, gender, ethnicity, and age, during the appointment process. Additionally, there will be an opportunity for interaction between NRC members and proposed candidates.</p> <p>During the Financial Year 2024, Puan Nor Salinun binti Mohd Ghazali was nominated and appointed as an Independent Non-Executive Director on 15 January 2024.</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

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 and Remuneration Committee (“NRC”) would carry out formal assessment evaluation the performance as well as identifying any gaps or areas of improvement of the individual directors, Board and Board Committees annually. The NRC also would identify the directors to be retired (“respective directors”) by rotation in accordance with Clause 90 and Clause 95 of the Constitution of the Company and assess the respective directors’ eligibility for re-election by considering their competencies, time commitment, contribution and their ability to act in the best interest of the Company. Based on the satisfactory evaluation of the respective director’s performance and contributions to the Board, the NRC then recommend to the Board the re-election of the respective directors at the forthcoming Annual General Meeting (“AGM”).</p> <p>The Board endorsed recommendation of the NRC after reviewing the performance evaluation of the respective directors, that the respective directors to be considered for re-election at the forthcoming AGM.</p> <p>A statement of the Board is satisfied with the rating of performance evaluation of the respective directors, hence endorsed the recommendation of the NRC for the respective directors to be considered for re-election pursuant to Clause 90 and Clause 95 of the Company’s Constitution at the forthcoming AGM, is disclosed in the Corporate Governance Overview Statement of the Company’s Annual Report.</p> <p>The details of the respective directors to be retired during the forthcoming AGM were disclosed in the Directors’ Profile in the Company’s annual report including their age, gender, position in the company, qualification, working experience, expertise, any position in board committee, any conviction of offence in the past 5 years and any conflict of interest with the Company. The shareholdings of the respective directors were disclosed in the Analysis of Shareholdings in the Company’s Annual Report.</p>

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

Intended Outcome

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	:	Following the resignation of Dato' Abdul Majit bin Ahmad Khan from his position as Independent Non-Executive Chairman cum Chairman of Nomination and Remuneration Committee ("NRC") on 15 January 2024, the NRC's composition now comprises four (4) INEDs as members, with Puan Nadhirah binti Abdul Karim assuming the chairmanship of the committee. Presently, she is well supported by three (3) members, Dato' Beh Hang Kong, Puan Noor Fansyurina binti Muhammad and Puan Nor Salinun binti Mohd Ghazali.
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied
Explanation on application of the practice	:	<p>During end of Financial Year 2023, Puan Noor Fansyurina binti Muhammad joined the Board, followed by the appointment of Puan Nor Salinun binti Mohd Ghazali as Independent Non-Executive Director on 15 January 2024. These appointments have contributed to the current composition of the Board, which now includes three (3) women directors out of a total of seven (7) directors, representing 43% of the Board, surpassing the MCCG's 30% target.</p> <p>This achievement aligns with the Board's commitment to diversity and inclusion. The Board adopted a Diversity and Inclusion Policy on 17 February 2023, emphasizing the implementation of a gender diversity policy. This policy ensures that both genders receive fair and equal consideration and treatment in the Board's decision-making processes.</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 5.10

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the paramount importance of fostering diversity within the boardroom, aligning itself with the guidance set forth by the Malaysian Code on Corporate Governance (MCCG) regarding the implementation of boardroom and workforce gender diversity policies.</p> <p>In response, the Board enacted a comprehensive Diversity and Inclusion Policy on 17 February 2023. This policy serves to achieve several key objectives:</p> <ul style="list-style-type: none">• Achieve a diverse and skilled workforce with the highest standards of professionalism, accountability, integrity and competencies for the continuous improvement in the workplace;• Have a workplace culture characterised by inclusive practices and behaviours for the benefit of all employees;• Continuous Improvement in employment opportunities and career development for women; and• Diversity in the Board composition with the required number of independent Directors pursuant to the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and women Directors for more effective oversight of the Management and the business and to provide check and balance in the discharge of the Board's function, deliberation and decision-making. <p>As part of its commitment to gender diversity, the Group has set a clear target of achieving a 30% representation of women on its Board. Notably, during Financial Year 2023, the appointment of Puan Noor Fansyurina binti Muhammad and subsequently Puan Nor Salinun binti Mohd Ghazali on 15 January 2024 exemplifies the Group's proactive efforts toward realising this objective. These appointments have not only bolstered the representation of women within the Board but have also significantly contributed to the overall diversity and effectiveness of its composition, now representing 43% of the Board.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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 Financial Year 2024, the Nomination and Remuneration Committee (“NRC”) has carried out an annual assessment to determine the effectiveness of the Board as a whole and Board Committees and the independence of the Independent Directors as per the criteria defined under the Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>The scope of the assessment comprised the following:</p> <ul style="list-style-type: none">• The Board’s matrix, structure, size and composition as well as the composition of the board committees;• The effectiveness of the Board as a whole and the effectiveness of the board committees;• The character, experience, integrity and competence of the Directors and to ensure they have the time to discharge their respective roles;• The mix of skills and experience of each individual Director including the core competencies of the Non-Executive Directors; and• The level of independence of Directors. <p>For the individual directors’ performance, assessment parameters are based on the competencies of each Director in the areas of their contribution, performance, calibre and personality in relation to the skills and experience and other qualities they bring to the Board.</p> <p>For the Board and Board Committees, the assessment parameters included board structure, operations, roles and responsibilities, Chairman’s roles and responsibilities and the effectiveness of the Board Committees.</p> <p>The annual assessment started with distributing the questionnaires to the Directors for completion. The Company Secretaries will assist the</p>

	<p>Directors if they have any query or need clarification on the questionnaires. Upon completion, the Company Secretaries compile the questionnaires and present the results of the performance assessment to the NRC for review. After discussion by NRC, the results were then presented to the Board and are aimed at helping the Board to discharge its duties and responsibilities. The deliberations of the NRC and the Board were minuted in the respective meetings.</p> <p>The outcome of the evaluation shows the current size and composition of the Board is appropriate and well-balanced with the right mix of skills, comprising individuals of high calibre, credibility and with the necessary skills and qualifications to enable the Board to discharge its duties and responsibilities effectively. The Chairman of the Board demonstrates effective leadership and the Independent Directors are independent and free from any business or other relationship which could interfere with the exercise of independent judgement and objective.</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 adopted a Remuneration Policy on 30 June 2021, to ensure the payment of equitable, competitive remuneration to key managerial personnel, senior management and all employees of the Company which is based on individual performance, Company's benchmark, industry practices and performance of the Company as a whole. The Remuneration Policy is reviewed by the Nomination and Remuneration Committee ("NRC") and the Board periodically, when necessary. The Remuneration Policy is available on the Company's corporate website.</p> <p>The NRC with the assistance of Human Resource Department, review the remuneration of Executive Directors and senior management (Grade GM1 and above) based on the following main objectives of the Company's policy on remuneration: -</p> <ul style="list-style-type: none">• to ensure remuneration package is competitive to attract and retain;• to reward for achieving corporate and individual performance targets in a fair and equitable way;• to ensure the remuneration package reflects the duties and responsibilities and includes incentives to motivate and deliver the Group's performance objectives; and• the remuneration policy and procedures must be sufficiently flexible to take account of changes in the Group's business environment and market practices. <p>The remuneration package for Executive Directors and senior management (Grade GM1 and above) comprises a fixed component (in the form of basic salary, contractual bonus and benefits-in-kind) and variable components (includes variable year-end bonus and employee share options).</p>

	<p>When reviewing and determining the structure of Executive Directors' remuneration, the NRC takes into consideration of the performance, skills and knowledge, involvement in the Group's affairs, achievement of Group's internal targets and performance and profitability of the Group.</p> <p>The NRC also considers other factors such as remuneration package by peer companies, time commitment, scope of duties and responsibilities. Relevant information on Directors' remuneration from independent consultant or survey data, if available, would also be used as reference by the NRC.</p> <p>The Board as a whole recommends the proposed fees for the Independent Non-Executive Directors with the individual directors concerned abstaining from decisions in respect of their remuneration. The fees, allowance and other benefits, if any, payable to the Independent Non-Executive Directors are subject to the approval of shareholders at the Company's Annual General Meeting.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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 Board has established a Nomination and Remuneration Committee ("NRC") to perform annual review of board effectiveness through a formal and objective annual evaluation and to review the balance of skills, experience, knowledge and independence in the composition of the Board to support the strategic objectives and values of the Company and to structure and review the remuneration policy for Executive Directors and Senior Management (Grade GM1 and above) of the Group, and to ensure that compensation and other benefits encourage performance that enhances the Group's long-term profitability and value.</p> <p>The NRC's recommendations on the remuneration package for Executive Directors and Senior Management (Grade GM1 and above). The determination of the remuneration of the Independent Non-Executive Directors ("INEDs") is a matter for the Board as a whole, subject to approval of the shareholders.</p> <p>Currently, the NRC comprises four (4) members, all of whom are Independent Non-Executive Directors. The roles and responsibilities of the NRC are provided in its Terms of Reference ("TOR") and is available on the Company's corporate website, www.mgbgroup.com.my.</p> <p>The Board is satisfied that the NRC has effectively and efficiently discharged its roles and responsibilities in accordance with its TOR.</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

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 of the Directors for the Financial Year 2024 is set out below:			
		a) The details of the Directors’ remuneration (including benefits-in-kind) for each Director received/receivable from the Company during the Financial Year 2024 are as follows:			
				Salaries, Bonuses, Allowances & Other Emoluments (RM)	Benefits-In-Kind (RM)
			Fees (RM)		
		Non-Executive Directors			
		Dato’ Beh Hang Kong	51,800.00	-	-
		Puan Nadhirah binti Abdul Karim	49,767.12	-	-
		Puan Noor Fansyurina binti Muhammad	48,493.15	-	-
		Puan Nor Salinun binti Mohd Ghazali	46,928.22	-	-
		Dato’ Abdul Majit bin Ahmad Khan	2,539.73		
		Executive Directors			
		Tan Sri Dato’ Sri Ir. (Dr.) Lim Hock San, JP	-	1,194,377.30	-
Datuk Wira Lim Hock Guan, JP	-	1,194,127.30	43,037.00		
Datuk Lim Lit Chek	-	1,226,029.12	80,159.10		
Total	199,528.22	3,614,533.72	123,196.10		
The overall remuneration packages of Independent Non-Executive Directors which consist of fees, allowance and other benefits, if any, is subject to shareholders’ approval annually. The interested directors shall abstain from voting in respect of their shareholdings on the resolution relating thereto at the Company’s AGM.					

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' Beh Hang Kong	Independent Director	51,800	-	-	-	-	-	51,800	51,800	-	-	-	-	-	51,800
2	Puan Nadhirah binti Abdul Karim	Independent Director	49,767	-	-	-	-	-	49,767	49,767	-	-	-	-	-	49,767
3	Puan Noor Fansyurina binti Muhammad	Independent Director	48,493	-	-	-	-	-	48,493	48,493	-	-	-	-	-	48,493
4	Puan Nor Salinun binti Mohd Ghazali	Independent Director	46,928	-	-	-	-	-	46,928	46,928	-	-	-	-	-	46,928
5	Tan Sri Dato' Sri Ir. (Dr.) Lim Hock San, JP	Executive Director	-	-	-	-	-	-	-	-	-	677,700	354,100	-	162,577	1,194,377
6	Datuk Wira Lim Hock Guan, JP	Executive Director	-	-	-	-	-	-	-	-	-	677,700	354,100	43,037	162,327	1,237,164
7	Datuk Lim Lit Chek	Executive Director	-	-	-	-	-	-	-	-	-	677,700	354,100	80,159	194,229	1,306,188
8	Dato' Abdul Majit bin Ahmad Khan	Independent Director	2,540	-	-	-	-	-	2,540	2,540	-	-	-	-	-	2,540

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	:	Not applicable – adopted Step Up 8.3	
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	:		

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The company has fully adopted Practice 8.3 by disclosing the detailed remuneration of each senior management member on a named basis. This includes salary, bonuses, benefits-in-kind and other emoluments, ensuring transparency and accountability in compensation practices. The Executive Director & CEO, Deputy CEOs and the CEO of the International Division have their respective remuneration components clearly outlined, with total compensation figures provided. This level of disclosure allows stakeholders to assess whether the remuneration is fair, competitive and aligned with individual roles, contributions, and the company's overall performance.</p> <p>By implementing this practice, the company demonstrates its commitment to good corporate governance, fostering investor confidence and reinforcing trust among stakeholders. Additionally, it supports responsible financial management and enhances the company's ability to attract and retain top leadership talent.</p>

No	Name	Position	Group ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Datuk Lim Lit Chek	Executive Director & CEO	677,700	-	354,100	80,159	194,229	1,306,188
2	Lim Kim Hoe	Deputy CEO	579,600	-	300,000	74,106	184,149	1,137,855
3	Wong Tack Leong	Deputy CEO	557,630	-	283,200	64,458	145,167	1,050,455
4	Chew Wee Seong	Deputy CEO	435,830	-	214,900	60,779	108,733	820,242
5	Lau Chee Tat	CEO, International Division	618,053	-	-	638	44,567	663,258

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The composition of the Audit Committee ("AC") remains in line with Practice 9.1 of the MCCG, which mandates that the Chairman of the Audit Committee be distinct from the Chairman of the Board. This adherence highlights our commitment to strong corporate governance and effective leadership.</p> <p>Following the resignation of Dato' Abdul Majit bin Ahmad Khan from his position as Independent Non-Executive Chairman cum AC member on 15 January 2024, followed by the appointment of Puan Noor Fansyurina binti Muhammad and Puan Nor Salinun binti Mohd Ghazali as AC members on 15 January 2024, the AC continues to be composed entirely of Independent Directors, namely: -</p> <p>Chairman: Dato' Beh Hang Kong</p> <p>Members: Puan Nadhirah binti Abdul Karim Puan Noor Fansyurina binti Muhammad Puan Nor Salinun binti Mohd Ghazali</p> <p>This composition ensures the AC maintains its independence and objectivity in overseeing the financial reporting and risk management processes of the company. This expansion of the Committee reflected the Board's commitment to maintaining a robust and effective AC, ensuring sufficient expertise and oversight within the committee to fulfil its responsibilities effectively.</p> <p>As the designated Chairman of the AC, this individual assumes a range of crucial responsibilities. Chief among these is promoting robust and transparent deliberations during AC meetings, fostering continuous, open dialogue with management and both internal and external auditors. This ensures that AC meetings are conducted efficiently and that comprehensive discussions on all agenda items take place among AC members. Moreover, the Chairman of the AC serves as a pivotal link between AC members, the Board, Senior Management, and the Auditors. This highlights the importance of effective communication and collaboration within the organization's governance structure, ensuring alignment and cohesion across all levels of oversight and decision-making.</p>

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Audit Committee (“AC”) of the Company adopts the policy that requires a former key audit engagement partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC in its Terms of Reference. The Terms of Reference of the AC is available at the Company’s website.</p> <p>The Board has not appointed any former key audit partner as a member of the AC.</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 9.3

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 ("AC") plays a crucial role in evaluating the performance of the external auditors. Assessment on the performance of the external auditors was carried out based on the independence and capabilities of the external auditors as well as the effectiveness of the audit process annually.</p> <p>The Group has adopted the External Auditors Policy on 25 August 2020, which has provided the guidelines and procedures for the AC to review, assess and monitor the performance, suitability and independence of external auditors. The External Auditors Policy was further improved and revised on 2 January 2025, which is accessible at the Company's corporate website.</p> <p>The AC carries out the assessment annually to determine the suitability and independence of the external auditors including quality and performance of their audit to ensure the external auditors free from any business or other relationships with the Group that could materially interfere with their ability to act with integrity and objectively. The AC undertook review of the suitability and independence of Messrs UHY Malaysia PLT ("UHY"). In determining the independence of UHY, the AC reviewed various aspects of their relationships with them including the nature and amount of the non-audit services paid to UHY for Financial Year 2024 and the corresponding fees. The review showed that the non-audit fees did not impair or threaten the audit independence of UHY as such amount is not significant as compared to the total audit fees paid to UHY. Based on the review, the AC is of the opinion that UHY is, and is perceived to be, independent for the purpose of the Group's statutory financial audit.</p> <p>In addition, the AC has also obtained written assurance from UHY confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>In reviewing the nomination of UHY for re-appointment for the financial year ending 31 December 2024, the AC had considered the adequacy of the resources, experience and competence of UHY. The assessment of the external auditors was conducted by completing evaluation form as</p>

	<p>guided by the Corporate Governance Guide. The assessment included inter-alia, the external auditors' quality of service, audit team, independence and objectivity, audit scope and planning, audit fees, non-audit services provided by external auditors to the Group and audit communications.</p> <p>After the review, the AC recommended to the Board the re-appointment of UHY as the External Auditors of the Company for financial year ending 31 December 2024 to be tabled to the shareholders for approval at the 22nd Annual General Meeting on 13 June 2024.</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 :	Adopted
Explanation on adoption of the practice	<p>The Audit Committee ("AC") comprises four (4) members, whom exclusively Independent Non-Executive Directors.</p> <p>Following to the resignation of Dato' Abdul Majit bin Ahmad Khan as Independent Non-Executive Chairman cum AC member on 15 January 2024, followed by the appointment of Puan Noor Fansyurina binti Muhammad and Puan Nor Salinun binti Mohd Ghazali as AC members on 15 January 2024, the composition of AC members are as follows:-</p> <ol style="list-style-type: none">1. Dato' Beh Hang Kong (Chairman)2. Puan Nadhirah binti Abdul Karim (Member)3. Puan Noor Fansyurina binti Muhammad (Member)4. Puan Nor Salinun binti Mohd Ghazali (Member)

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 ("AC") is composed of members with diverse backgrounds and extensive expertise in areas such as accounting, economics, entrepreneurship, audit, finance, taxation, property investment, and development. This diversity enriches the quality of discussions within the committee and enhances its ability to fulfill its responsibilities effectively.</p> <p>For example, Dato' Beh Hang Kong brings significant experience in entrepreneurship, property investment, and development, while Dato' Abdul Majit bin Ahmad Khan holds a Bachelor of Economics (Honours), and Puan Nadhirah binti Abdul Karim is a member of the Malaysian Institute of Accountants (MIA).</p> <p>On 15 January 2024, the composition of the AC underwent changes with the addition of Puan Noor Fansyurina binti Muhammad and Puan Nor Salinun binti Mohd Ghazali. These new members bring expertise in global labor dynamics, legal, civil engineering, material supply, agriculture, and Human Resources (HR) professionalism, further enhancing the committee's breadth of knowledge and perspective.</p> <p>Throughout the reporting year, the Company's external auditors, Messrs UHY Malaysia PLT ("UHY") has attended three out of the five Audit Committee Meeting. During these Audit Committee Meetings, the members received updates by UHY, covering key areas such as Financial Reporting developments; Adoption of Malaysian Financial Reporting Standards; and other changes in regulatory environment.</p> <p>Additionally, the AC members actively participate in professional development activities, attending various programmes and seminars to stay updated on accounting and auditing standards, practices, and regulations. Details of these initiatives are outlined in the Corporate Governance Overview Statement within the Company's Annual Report</p>

	for 2024. The Nomination and Remuneration Committee has conducted a thorough review of the AC's performance during the financial year. It has determined that both the AC as a whole and each individual member possess the requisite financial literacy and understanding of the Group's business. They are capable of critically analyzing financial results and information provided by Management. Additionally, the AC has demonstrated effectiveness and efficiency in carrying out its duties in accordance with its Terms of Reference.	
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 acknowledges the importance of a sound risk management system and internal control, and delegate the risk management efforts to the Risk Management Committee ("RMC") headed by the Group Managing Director and supported by the Risk Management Working Group ("RMWG"), which led by the Executive Director & Chief Executive Officer and comprises a team of senior management. The RMC and RMWG hold the roles to ensure the risks in the Group are identified and managed with the appropriate risk management system. The risk management process includes identifying principal business risks in critical areas as well as sustainability risk which including Corruption & Bribery Risk, assessing the likelihood and impact of material exposures and determining its corresponding risk mitigation and treatment measures. The RMC tables its risk management report to Audit Committee for review and deliberation twice per year.</p> <p>The Enterprise Risk Management Framework ("ERM Framework") was established by the Board in 2019 with the aim of setting clear guidelines to ensure proper management of the risks that may impede the achievement of the Group's goals and objectives. Subsequently, the Board has enhanced and revised ERM Framework on 18 August 2022 and 18 February 2025. The Group has in place an on-going process for identifying the principal business risks in critical areas, assessing the likelihood and impact of material exposures and determining its corresponding risk mitigation and treatment measures for management team execution. The latest ERM Framework is accessible at the Company's corporate website, www.mgbgroup.com.my.</p> <p>Further details of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in the Company's Annual Report 2024.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, in collaboration with its Audit Committee ("AC") and Risk Management Committee ("RMC"), rigorously evaluates and oversees the Group's risk management framework and policies. This encompasses the thorough review of procedures aimed at detecting fraudulent activities and ensuring the existence of channels through which employees or external parties can confidentially report suspicions regarding financial reporting, financial control, or any other pertinent matters. Regular briefings to the Board on potential instances of fraud, whistleblowing incidents, and findings from internal audits enable the Board to gauge the integrity of the Group's financial data and the effectiveness of its internal control and risk management mechanisms.</p> <p>The Group's risk management practices are applied on an enterprise-wide basis to ensure uniformity and continual assessment across all operational facets. The RMC, in conjunction with the Risk Management Working Group ("RMWG") led by the Executive Director & Chief Executive Officer and comprising senior management personnel, bears the responsibility for overseeing risk management activities. This includes approving risk management procedures, identifying and managing strategic business risks, and establishing appropriate measurement methodologies.</p> <p>Collaboration between the RMWG and relevant business and support units responsible for identifying and mitigating operational risks is integral to the risk management process. Key risks are meticulously documented in a risk template, complete with detailed assessments and proposed mitigating controls. These are subsequently reviewed by respective units and consolidated for deliberation by the RMC, with resultant reports then presented to both the AC and the Board. New investments or joint ventures undergo a thorough risk assessment process, subject to recommendation by the RMC and AC prior to final approval by the Board, thereby ensuring a comprehensive evaluation of associated risks.</p> <p>Assurances regarding the effectiveness of the Group's risk management and internal control system are provided by the Group Managing Director and Executive Director & Chief Executive Officer. Based on the</p>

	<p>Group's risk management framework, the Board is satisfied with the system's performance across all material aspects.</p> <p>Following a comprehensive review of the Group's risk management and internal control system for the financial year, the Board is confident in its adequacy and effectiveness. Additionally, the Board acknowledges the importance of addressing corruption risks within the risk management framework, ensuring that appropriate measures are in place to identify, mitigate, and monitor such risks effectively. Further insights into the features of the risk management and internal control framework can be found in the Statement on Risk Management and Internal Control in the Annual Report 2024.</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 10.3 - 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"), which comprises a majority of Independent Directors on 1 January 2022.</p> <p>Following the resignation of Dato' Abdul Majit bin Ahmad Khan as Independent Non-Executive Chairman cum RMC member on 15 January 2024, followed by the appointment of Puan Noor Fansyurina binti Muhammad and Puan Nor Salinun binti Mohd Ghazali as RMC members on 15 January 2024.</p> <p>These developments reshaped the membership of the RMC as follows:</p> <ol style="list-style-type: none">1. Dato' Wira Lim Hock Guan, JP (Chairman) Group Managing Director2. Datuk Lim Lit Chek (Member) Executive Director & Chief Executive Officer3. Dato' Beh Hang Kong (Member) Independent Non-Executive Director4. Puan Nadhirah binti Abdul Karim (Member) Independent Non-Executive Director5. Puan Noor Fansyurina binti Muhammad (Member) Independent Non-Executive Director6. Puan Nor Salinun binti Mohd Ghazali (Member) Independent Non-Executive Director

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 outsourced its internal audit function to GovernanceAdvisory.com Sdn. Bhd. (“GASB”), an established external professional internal audit firm. The Internal Auditors report directly and supports the Audit Committee (“AC”), and by extension, to the Board, by providing independent assurance on the effectiveness of the Group’s system of internal control.</p> <p>Annual audit plan was developed by GASB and was reviewed, deliberated and approved by the AC. The Internal Audit reports from the audit engagements carried out were tabled at the AC meetings for review and deliberation. Follow-up audits were also conducted to ascertain the status of implementation of the agreed upon action plans.</p> <p>To ensure internal audit function is effective and able to function independently, the AC appraises the term of office and performance of the Internal Auditors annually and the performance rating of the Internal Auditors was reviewed by the Nomination and Remuneration Committee and endorsed by the Board.</p> <p>For further details, please refer to the Audit Committee Report in the Annual Report 2024.</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>GovernanceAdvisory.com Sdn. Bhd. ("GASB"), the outsourced internal audit function is free from any relationship or conflict of interest, which could impair their objectivity and independence.</p> <p>The internal audit function of the Group assigned by GASB comprises ten (10) audit executives of GASB and led by Mr Wong Tchen Cheg ("Mr Wong"), an experienced internal auditor and has been with GASB for approximately nine (9) years, having joined in year 2015.</p> <p>Mr Wong is a Member of Malaysia Institute of Accountant (MIA) and Certified Public Accountant (CPA) Australia. He has more than nineteen (19) years' professional experience in providing risk management system and internal controls review service and is free from any relationships or conflicts of interest, which could impair his objectivity and independence.</p> <p>In performing the internal audit review, GASB made reference to the International Professional Practices Framework ('IPPF'), the International Standards for the Professional Practices of Internal Auditing and Code of Ethics issued by the Institute of Internal Auditors.</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 upholds a strong culture of continuous, timely and equal dissemination of material information with shareholders, stakeholders, media and regulators through practicable and legitimate channels. Its commitment, both in principle and practice, is to maximise transparency consistent with good corporate governance, except where commercial confidentiality dictates otherwise.</p> <p>The various mean of communication channels in place to effectively communicate information to all the shareholders and stakeholders are as follows:</p> <p><u>Annual General Meeting ("AGM")</u></p> <p>The Company's AGM remains the principal forum for dialogue and interaction with the shareholders. The Board regards the AGM as an important channel of communication, as it serves as a forum for direct two-way interaction between the shareholders, Board and Management Team on the Company's strategy, operations, performance and major developments. Shareholders are encouraged to present their views or to seek clarification on the proposed resolution and/or progress, performance and major developments of the Company by participating in the question and answer session during the AGM. The Chairman also plays a pivotal role in fostering constructive dialogue between shareholders, the Board and Senior Management. The Chairman will provide sufficient time to shareholders to raise question and would respond to the shareholders with regards to their concern and question raised accordingly.</p> <p>The Company successfully convened its fully physical 22nd Annual General Meeting ("AGM") on 13 June 2024 at the Function Room, Level 5, Plaza Seri Setia, No. 1, Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan. Shareholders have participated and before any proposed resolution is put to a vote, the Chairman of the meeting had opened the floor to questions so that all shareholders' queries could be adequately addressed. Electronic poll voting was conducted on all resolutions with immediate announcement of results by the Chairman, after voting verification by independent scrutineer. The results were then released to Bursa Malaysia Securities Berhad ("Bursa Securities") on the same</p>

	<p>day after the meeting to enable the public to know the outcome thereof. The summary of AGM proceedings is also made available on the Company's corporate website, www.mgbgroup.com.my.</p> <p><u>Annual Report</u></p> <p>Annual Report act as a key channel of communication with the Group's shareholders and stakeholders contains comprehensive details of the business, financial performance, direction and other activities of the Company. These contents are continually enhanced in order that shareholders and stakeholders are provided with clear and accurate information to be discussed and participated during AGM.</p> <p>The Notice of AGM is circulated more than 28 days before the date of the meeting to enable shareholders to thoroughly peruse the Annual Report which contains comprehensive reports on the Group's financial performance, directions and insights. The Company always publish its Annual Reports in a timely manner.</p> <p><u>Corporate Website</u></p> <p>The Company's corporate website www.mgbgroup.com.my which updates periodically also provides an avenue for accessing to the latest corporate information and development of the Group.</p> <p>The Property Development, Investor Relations and Sustainability sections on the Company's corporate website also provides information relating to projects, Annual Reports, quarterly results and announcements, the Board Charter, Terms of Reference of Board Committees, Adopted Policies, Corporate Governance Report and Sustainability Report as well as other relevant and related documents or reports relating to Corporate Governance and Sustainability.</p> <p><u>Announcements to Bursa Securities</u></p> <p>The Company aims to ensure that the stakeholders are kept informed of all major corporate developments, financial performance and other relevant information by promptly disseminating such information to shareholders and investors via announcement to Bursa Securities.</p> <p><u>Meeting with Analyst and Fund Managers</u></p> <p>The Company's investor relations team is actively engaging and having dialogue with analysts and fund managers to ensure full and transparent disclosure on the Company's operation and financial information.</p> <p><u>Online Social Networking</u></p> <p>By recognising broader communication, the Company has embarked on its social media journey by registered itself on Facebook, LinkedIn and Instagram to serve as alternate channels of communication in view</p>
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	of better engagement with the shareholders, investors and other stakeholders. All the corporate news, events, ceremony and media release will be posted on the Facebook, LinkedIn and Instagram from time to time in order to keep the shareholders and stakeholders updated on the Group's business progress and development.	
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	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>Given the importance of the AGM, it is essential that Company shareholders receive the notice in a timely manner, allowing adequate time to review and consider the resolutions. MGB has consistently provided more than 21 days' notice for our AGMs. The Notice and agenda of 22nd Annual General Meeting ("AGM") together with the Proxy Form are dispatched to shareholders at least 28 days before the AGM, which gives shareholders sufficient time to prepare themselves to attend the AGM or to appoint proxies to attend and vote on their behalf.</p> <p>The 22nd AGM of the Company was held on 13 June 2024 and the Notice of AGM was issued on 30 April 2024 to allow shareholders additional time to go through the Company's Annual Report and make necessary attendance and voting arrangements.</p> <p>The Notice of 22nd AGM also includes detailed resolutions to be discussed and is accompanied by explanatory notes and background information to provide clarity on the matters to be voted on to enable the shareholders to make informed decision in exercising their voting rights.</p> <p>The Notice of the AGM is accessible by the shareholders via Bursa Malaysia Securities Berhad's website as well as the Company's corporate website. The said notice is also advertised in one (1) nationally circulated daily newspaper.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company regards its general meetings, particularly its Annual General Meeting ("AGM"), as the principal forum for direct interaction and dialogue among shareholders, the Board and Management. AGM provides an important avenue for effective communication with shareholders and for receiving constructive feedback particularly on matters concerning shareholders' interests.</p> <p>The 22nd AGM of the Company was successfully held as a fully physical meeting on 13 June 2024 at the Function Room, Level 5, Plaza Seri Setia, No. 1, Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan with presence of all Directors including the Chairman of Board Committees, Senior Management, External Auditors and Company Secretaries. The Chairman of the Board acted as a point of contact for shareholders and other stakeholders at the AGM. The Executive Director & Chief Executive Officer, along with key Senior Management members, responded to all inquiries, providing comprehensive explanations to ensure that shareholders were well informed.</p> <p>All questions and responses to the questions at the AGM were minuted. The minutes of the 22nd AGM was published on the Company's website within 30 days after the AGM.</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 13.3

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	:	
Explanation for departure	:	<p>In 2020 until 2023, MGB Berhad had leveraged technology to convene its AGM as a fully virtual meeting conducted via live streaming, where members had joined the AGM online, and also voted electronically using the Remote Participation and Voting facility as part of the precautionary measures amid COVID-19 pandemic to support the Government's advice of not having mass gatherings to combat the spread of the virus.</p> <p>The Board recognises the importance of leveraging technology to facilitate remote shareholders' participation at general meeting and voting in absentia. After due consideration, the Board is of the view that physical general meetings support more meaningful engagement and interaction between the Shareholders with Directors and Management. Physical meetings also preserve the sanctity of shareholder rights and ensure no one is excluded due to technological barriers. The Company had convened its fully physical 22nd Annual General Meeting ("AGM") on 13 June 2024 at the Function Room, Level 5, Plaza Seri Setia, No. 1, Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan. The venue of AGM is located at the strategic location within the Klang Valley and is easily accessible by public transport to facilitate high shareholders' attendance.</p> <p>Shareholders who are unable to attend general meetings may appoint any persons as their proxies to attend, speak and vote on their behalf at the general meetings in accordance with the relevant provisions of the Constitution.</p>

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 13.4

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>All Directors including Chairman of Board Committees of the Company attended the AGM physically to engage with shareholders and address issues of concern raised by the shareholders. Senior Management, Company Secretaries and the external auditors are also available to respond to shareholders' queries during the AGM.</p> <p>The Chairman of the meeting also plays a pivotal role in fostering constructive dialogue between shareholders, the Board and Senior Management. Shareholders are encouraged to present their views or to seek clarification on the proposed resolution and/or progress, performance and major developments of the Company by participating in the questions and answers session during the AGM.</p> <p>The Chairman will provide sufficient time to shareholders to raise questions and would respond to the shareholders with regards to their concern and questions raised accordingly. The Chairman had assigned the Executive Directors & Chief Executive Officer to answer the questions raised by shareholders/proxies. Most of the questions received from the shareholders/proxies were answered during the AGM. Whereby for lengthy questions or questions that required more time and more information, the management provided answers via email to the respective shareholders/proxies at earliest possible, after the meeting. All questions and answers received were recorded in the minutes of 22nd AGM, which is accessible in 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 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>			
Application	:	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 22nd Annual General Meeting ("AGM") on 13 June 2024 ("Minutes") was prepared by the Company Secretary after the meeting. The Minutes has been circulated and confirmed by the Board of Directors on 12 July 2024. The Minutes was confirmed and signed by the Chairman, as a correct record of the proceedings thereat. A copy of the confirmed Minutes was uploaded to the Company's corporate website within 30 business days after the AGM, on 12 July 2024.
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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