

CORPORATE GOVERNANCE REPORT

STOCK CODE : 3158
COMPANY NAME : YNH PROPERTY BHD
FINANCIAL YEAR : June 30, 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 PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is overall responsible for the performance and affairs of the Company by overseeing the strategic plan of the Group. The Board sets the strategies direction ensuring that the necessary resources are in place for the Company to meet its objectives and review management performance. The Board also oversee the business operation, resource management, assessment of risks aims at providing effective oversight.</p> <p>The Board is responsible to shareholders and stakeholders for achieving Group's strategies objective and to deliver sustainable grown in their values.</p> <p>The Board has also delegated specific responsibilities to its various Board Committees, each of which operates within clearly defined Terms of Reference ("TOR"). The Board, through the Audit Committee ("AC"), Remuneration Committee ("RC") and Nomination Committee ("NC"), provide effective oversight of the management's performance, risk assessment and controls over business operations, and compliance with regulatory requirements.</p> <p>The Board receives reports during its Board meetings from the Chairman of each Board Committee regarding the proceedings at their respective meetings held earlier. It is the overarching policy of the Company that all significant decisions undergo collective consideration by the Board.</p> <p>The Board Charter which clearly defined the roles and responsibilities of the Board and TOR for the Board Committees are accessible on the Company's website at www.ynhb.com.my.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board, plays a key role in leading and ensuring the adequacy and effectiveness of the Board's performance and governance practices. He represents the Board to the shareholders and other stakeholders. The Chairman is primarily responsible for:</p> <ul style="list-style-type: none">• Leading the Board meetings discussions and encourages debate on issues and seek views from the Board on matters requiring decisions.• Maintaining regular dialogue with the Managing Director and senior management in respect of all material matters affecting the Company and to consult with the other Board members promptly and appropriately.• Chairing the annual general meeting ("AGM") and provides responses to shareholders on issues raised by them. <p>The Chairman's key responsibilities are set out in the Board Charter which is available on the Company's website at www.ynhb.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company does not have a CEO but with the positions of two Executive Directors, the Chairman and the Managing Director, are held by different individuals.</p> <p>The Chairman leads and manages the Board by focusing on strategy, governance and compliance whilst the Managing Director manages the business and day-to-day operation of the Company and implements the Board's decisions.</p> <p>The Chairman and the Managing Director play a distinct and separate role with a clear division of responsibilities to ensure a balance of power and authority so that no one individual has unfettered powers of 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

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>			
Application	: Applied		
Explanation on application of the practice	: The Chairman of the Board, Dato' Dr. Yu Kuan Chon is not a member of the AC, RC and NC, and he has never been a member of any Board Committees since his appointment to the Board on 3 September 2003.		
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	: <table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 50%;"></td> <td style="width: 50%;"></td> </tr> </table>		

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 currently supported by three (3) highly competent Company Secretaries, each duly qualified to serve under Section 235 of the Companies Act 2016 ("Act"). Of these, two (2) are esteemed members of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA), ensuring compliance with all statutory and regulatory requirements. Their collective expertise significantly strengthens the governance framework and contributes to the effective functioning of the Board.</p> <p>Below is a summary of the relevant responsibilities of the Company Secretaries:</p> <ul style="list-style-type: none">• Advised the Board on their roles and responsibilities and provide regular updates on new statutory and regulatory requirements relating to the discharge of the Board's duties and responsibilities;• Provided support to the Board in fulfilling its duties and leadership role in shaping the corporate governance of the Group;• Managed the logistics of all Board and Board Committee meetings. Attendance and minutes of all meetings are properly recorded and kept;• Managed processes of all General Meetings.• Monitored the developments of Corporate Governance and assist the Board in applying best practices to meet the Board's needs and shareholders' expectations. <p>The Company Secretaries also play an important advisory role in the Company. In this respect, the Company Secretaries advise the Board on corporate disclosures and compliance with the relevant changes to the laws, rules and regulations, which include amendments to the Constitution of the Company arising from the Act, and amendments to the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") as well as the best practices of the Malaysian Code on Corporate Governance.</p> <p>The Company Secretaries continuously stay abreast of the evolving capital market environment, regulatory changes, and corporate governance developments by regularly attending relevant training and professional development programs.</p>

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

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Unless otherwise agreed, notice of each meeting confirming the venue, date, time and agenda of the meeting together with relevant meeting materials will be forwarded to each director no later than seven (7) days before the date of the meeting. This is to allow time for the Directors to review the meeting materials and to facilitate full discussion at Board meetings.</p> <p>The deliberations of the Board in terms of the issues discussed during the meetings and the Board's conclusions in discharging its duties and responsibilities were recorded and properly kept by the Company Secretary in the minutes book for record purposes, including matters where Directors abstained from voting or deliberation.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established and adopted a comprehensive Board Charter which outlines the duties and responsibilities of the Board of Directors, Chairman and the Board Committees. The keys matters reserved for the Board's deliberation and decision making are also spelt out in the Board Charter. The Board Charter is considered essential reading material for the induction of new Board members, ensuring a clear understanding of their duties and obligations.</p> <p>The Board Charter is made available on the Company's website at www.ynhb.com.my.</p> <p>Regular reviews of the Board Charter are conducted to ensure alignment with the latest development of the regulations and best practices.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.1

The board establishes a Code of Conduct 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 is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has implemented a Code of Ethics and Conduct for both Directors and employees of the Company, which is subject to periodic review. It is committed to fostering a corporate culture within the Group that promotes ethical business practices and upholds the highest standards of professionalism and exemplary corporate conduct.</p> <p>The Code of Ethics and Conduct for Directors provides the principle standards relating to the Directors' duties to act in the best interest of the Group which covers the areas of conflicts of interest, confidential information, insider information and securities trading, compliance to the law, protection of the Company's assets and health safety and environment for the workers.</p> <p>The Code of Ethics and Conduct for employees promotes honest and ethical conduct in all aspects of the Company's operations including handling of actual or apparent conflict of interest between personal and professional relationships in the workplace, confidentiality of information and inside securities trading.</p> <p>The Company has also established the Anti-Bribery and Corruption ("ABC") Policy demonstrating its commitment to conducting business dealings with honesty, integrity, and transparency. The Group has adopted a zero-tolerance approach to all forms of bribery and corruption.</p> <p>The Code of Ethics and Conduct and the ABC Policy are available at the Company's website at www.ynhb.com.my.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has established a Whistleblowing Policy to provide a mechanism for individuals to report concerns regarding suspected or known misconduct, wrongdoing, corruption, fraud, waste, and/or abuse within the Group.</p> <p>This policy outlines the procedures for the reporting individual to report genuine suspicions of non-compliance without fear of retribution or retaliation. It is designed to enable all stakeholders to raise concerns about potential improprieties within the Group.</p> <p>The Whistleblowing Policy allows whistleblowers the option to either identify themselves or remain anonymous when reporting suspected misconduct. Whistleblowers are assured that their identity will remain confidential unless required by law, and all reports or related information will be kept private. Additionally, employees who report improper conduct in good faith are protected from reprisals, retaliation, and are granted immunity from disciplinary action, provided their reports comply with the policy's guidelines.</p> <p>The Whistleblowing Policy is available at the Company's website at www.ynhb.com.my.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board, together with the Management, recognises the importance of ensuring sustainability risks and opportunities and are continuously being reviewed and considered in the development of our business strategies and plans. As a yearly agenda, Management reviews the Group’s sustainability approach and presents to the Board in the form the annual sustainability statement and is included in the Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 believes that solid alliances with stakeholders have enabled the Company to grow from strength to strength, and it is key in driving sustainability of Company with regular engagement, communication and obtaining feedback and/or opinions from the stakeholders.</p> <p>The Board also took cognisance that engaging in effective and meaningful dialogues and disclosures, while anticipating and meeting the needs of all stakeholders are fundamental to building trust and confidence, and forms the foundation of good governance in the Group. Details pertaining to how the Group engages its stakeholders are available in the Sustainability Statement as included 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

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board possesses a comprehensive understanding of sustainability issues relevant to the Company and its operations, enabling it to effectively fulfill its responsibilities. It remains committed to staying informed on sustainability matters, particularly in the context of the evolving business environment.</p> <p>Both the Board and management actively promote sustainability within the business, reflecting the Company’s ongoing dedication to developing and enhancing sustainable practices and initiatives.</p> <p>To stay updated on sustainability disclosures and guidelines, the Board participates in continuous improvement programs focused on Quality and Environmental Systems, including ISO 9001:2015 and ISO 14001:2015 standards. These programs address sustainability topics such as climate-related updates, waste management, and adherence to global standards.</p> <p>Further details are provided in the Sustainability Statement of 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

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	With amendments to the Malaysian Code on Corporate Governance ("MCCG") taking effect in April 2021, the Board has conducted a review of the gaps and sought steps to adopt the new practices to be in line with the revised MCCG. This included the inclusion of sustainability measurements for the Board, the Group and relevant senior Management. The Group is in the process to establish a Sustainability Framework and is currently evaluating key sustainability targets as part of the Company's efforts to address sustainability risks and opportunities and to establish basis for the evaluation on the Board's performance in addressing the Company's material sustainability risks and opportunities.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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 NC is responsible to assist the Board in the development and implementation of the policies on the nomination and appointment of Directors and Board Committee members to achieve long-term sustainability of the organisation in accordance with the TOR of the NC.</p> <p>The NC conducts annual review of the composition of the Board in terms of appropriate size, required mix of skills, experience and core competencies, diversity and adequacy of balance between Executive Directors and Non-Executive Directors, as well as the contribution of each individual Director.</p> <p>The NC assesses the performance of Directors who are subject to re-election at the AGM and upon satisfactory evaluation of the Directors' performance and contribution to the Board, recommendation will be submitted to the Board for decision to table the resolution on the re-election of the Directors concerned for shareholders' approval at 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

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 of five (5) Directors i.e. two (2) Executive Directors (one Chairman and one Managing Director) and three (3) Independent Non-Executive Directors (“INED”)</p> <p>The presence of majority Independent Directors provides unbiased and independent views in Board deliberations and decision making, taking into account the interests of the Group and minority shareholders.</p> <p>The NC conducts an annual assessment of the independence of the INED as at 30 June 2024 and the NC was satisfied that all INED have continued to demonstrate conduct and behaviour that they are essential indicators of independence, and that each of them continues to fulfil the definition of independence as set out in the MMLR of Bursa Securities.</p>	
Explanation for departure	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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	:	Currently, there are no Independent Directors serving beyond a cumulative term of nine years. Should the Board intend to retain an Independent Director beyond nine years, the Company shall provide justification and seek annual shareholders' approval through a two-tier voting process accordingly.	
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 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC is responsible for identifying and recommending candidates for senior management positions and new Directors to the Board. In this process, the NC considers factors such as integrity, independence, and diversity in age, gender, ethnicity, and experience, as well as leadership abilities and sound judgment relevant to the Company's business. The NC ensures that new appointees have the necessary experience and knowledge to effectively fulfill their duties, thereby maintaining a high standard of governance and leadership.</p> <p>For Director appointments, the NC adheres to the Fit and Proper Policy for Directors ("Fit and Proper Policy"), which outlines the assessment of candidates' character, integrity, competence, and commitment. This ensures that candidates possess the diligence, honesty, and judgment required to fulfill their roles effectively and in line with good corporate governance practices. The Policy is available at the Company's website at www.ynhb.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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 NC holds the primary responsibility for screening, evaluating, and nominating new Board members for appointment. The nomination process and criteria utilized by the NC are outlined in the TOR of the NC and Fit and Proper Policy.</p> <p>In determining the process for identifying suitable candidates, the NC ensures a thorough review is conducted to assess the qualifications and suitability of the nominated candidates.</p> <p>When necessary, members of the NC shall meet with the potential candidates to conduct assessments of their suitability for the position. This comprehensive process ensures that individuals selected for Board appointments possess the requisite qualifications and capabilities to contribute effectively to the Company's governance and strategic direction.</p> <p>With the above-mentioned process, the NC was of the view that the appointment based on the recommendations from the existing directors or management was sufficient.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The performance of retiring Directors recommended for re-election at the forthcoming AGM have been assessed through the Board annual evaluation (including the independence of Independent Non-Executive Director).</p> <p>The details of the Directors who were due for retirement and offered themselves for re-election were set out in the Profile of Directors and under the explanatory notes in the Notice of 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

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NC is chaired by Mr Ching Lee Fong, who is an Independent Non-Executive Director of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Presently, the Board comprises only one (1) female director which represents less than 30% on the Board.	
		The Board acknowledges the importance of gender diversity in the Board and in line with the MCCG of at least 30% representation of women on the Board.	
		The Board through its NRC would ensure woman candidates are sought as part of its recruitment exercise. Hence, the Board will actively work towards having at least 30% women Directors in compliance with this Practice.	
The Board shall increase woman board representation as and when there is vacancy as well as when suitable and qualified candidates are identified.			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board will review the need for a diversity policy as necessary, based on the changing environment. While the Board acknowledges that the MCCG 2021 recommends listed issuers have at least 30% women directors, appointments are made only after an objective and thorough assessment by the NC of each candidate's skills and experience, as well as the Company's current requirements.</p> <p>Regarding Senior Management, the Company is committed to equal employment opportunities, ensuring positions are filled by the most suitable candidates based on qualifications, relevant experience, performance potential, and other attributes required for the role.</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

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	: <ul style="list-style-type: none"> • The Board, Board Committees and individual Directors are assessed annually by the NC and the Directors collectively on the following: • Effectiveness of the Board as a whole; • Contribution and performance of each individual Director; • Contribution and performance of each of the Board Committees (i.e. AC, NC and RC); and • Independence of the Independent Non-Executive Directors. <p>Annual assessments are conducted and each of the Directors is given the opportunity to provide feedback on the effectiveness of the Board as a whole and the individual performance and contribution to the Board. The results of all the assessments are then collated by the assistance from Company Secretaries and tabled to the NC for deliberation and Board for notation.</p> <p>The NC is satisfied with the effectiveness of the Board and the Board Committees based on the annual assessments conducted. The results of the assessment were affirmed by the Board.</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 RC is responsible inter alia in recommending to the Board the remuneration framework for directors. The remuneration package will be structured according to the skills, experience and performance of Executive Directors so as to attract and retain the Directors to manage the Group successfully.</p> <p>The remuneration package of Non-executive Directors is based on their experience and level of responsibilities which is determined collectively by the Board. Individual Directors do not participate in the decision concerning their individual remuneration.</p> <p>The fees of the Non-Executive Directors and any benefits payable to the Directors shall from time to time be determined by an Ordinary Resolution of the Company in general meeting in accordance with Section 230 of the Companies Act 2016.</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 RC comprising 4 members, consisting of 3 Independent Non-Executive Directors and the Managing Director to assist in determining Directors' remuneration.</p> <p>The RC reviews and recommends to the Board annually on the Board's remuneration package that reflect their respective contributions for the year, and which depend on the performance of the Group, achievement of the goals and/or quantified organisational targets as well as strategic initiatives set at the beginning of each year.</p> <p>The terms of reference of RC are publicly available on the Company's website at www.ynhb.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	Detailed disclosure of individual director remuneration is provided in the table below.

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' Dr. Yu Kuan Chon	Executive Director	-	-	-	-	-	-	-	-	-	4,243	-	5	-	4,248
2	Dato' Yu Kuan Huat	Executive Director	-	-	-	-	-	-	-	-	-	4,243	-	-	-	4,243
3	Khong Kam Hou	Independent Director	-	42	-	-	-	-	42	-	42	-	-	-	-	42
4	Ching Lee Fong	Independent Director	-	42	-	-	-	-	42	-	42	-	-	-	-	42
5	Lee Zhi Yan (appointed on 1 March 2024)	Independent Director	-	15	-	-	-	-	15	-	15	-	-	-	-	15
6	Oon Seow Ling (retired as Director at 21 st AGM held on 8 December 2023)	Independent Director	10	21	-	-	-	-	31	10	21	-	-	-	-	31
7	Datin Chan Sow Keng (Alternate Director to Dato' Dr. Yu Kuan Chon)	Choose an item.	-	-	-	-	-	-	-	-	-	1,459	-	-	-	1,459

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board is of the opinion that the disclosure of details in excess of the above may be detrimental to its business interest, given the competitive human resource environment for personnel with the requisite knowledge, expertise and experience in the Company's business activities, where poaching has become common place.</p> <p>The Board further believes that the interest of the shareholders will not be prejudiced as a result of such non-disclosure of the identity and remuneration of the Company's top five senior management personnel who are not Directors of the Company.</p>	
<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	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The AC's Chairman is Khong Kam Hou and he is not the Chairman of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Audit Committee adopted a policy that requires a former partner of the external audit firm to observe a cooling-off period of at least two (2) years only as stated in its Terms of Reference. Nevertheless, none of the members of the AC are former audit partners of the Company and the Company recognised the need to enhance and uphold independence of its external auditors and that no possible conflict of interest or whatsoever should arise. The AC will revise its Terms of Reference to include the policy to require a former partner of the external audit firm to observe a cooling-off period of at least three (3) years.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The AC reviews the re-appointment, performance, and remuneration of the external auditors annually before recommending them to the Board to put forward to the shareholders for re-appointment in the AGM.</p> <p>An assessment has been carried to review the external auditors performance for the financial year ended 30 June 2024. The assessment included of the following components:-</p> <ul style="list-style-type: none"> a) assessing the external auditor's independence; b) assessing the external auditor's performance, quality of work and audit fees; and c) adequacy of resources. <p>Throughout the annual assessment, AC has concluded that the current external auditors meet the independency criteria and are competent to carry out the audit works for the next financial year. The AC also recommended the re-appointment of the external auditors for the shareholders consideration at the forthcoming 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

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	:	Currently, the AC comprises three (3) members, all of whom are INED.

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>All AC members are financially literate and are able to understand matters under the purview of the AC including financial reporting process. The qualification and experience of the individual AC members are disclosed in the profile of Board of Directors in the Annual Report.</p> <p>All members of the AC undertake continuous professional development to ensure that they are abreast of relevant developments in accounting and auditing standards, practices, and rules. A summary of training programmes, conferences and seminars attended by AC members during the financial year ended 30 June 2024 is set out under Corporate Governance Overview Statement section 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

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 has established risk management framework to continuously identify, evaluate, monitor and manage significant risks that materially affect the corporate objectives of the Group.</p> <p>The Group has in place the keys elements of risk management and internal control is set out in the Statement on Risk Management and Internal Control of 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

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The features of the Company's risk management and internal control framework, and the adequacy and effectiveness of this framework is set out in the Statement on Risk Management and Internal Control of the Company's Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group's internal audit function is carried out by an outsourced internal audit firm which is independent of the activities of audits, namely IBDC (Malaysia)Sdn. Bhd. ("Internal Auditor" or "IBDC").</p> <p>The Internal Auditor reports directly to the AC and has direct access to the Board through the Chairman of the AC.</p> <p>During the financial year under review, the Internal Auditor conducted periodic reviews in line with the approved internal audit plan to monitor compliance with the Group's procedures and to evaluate the adequacy and effectiveness of the Group's risk management and internal control systems.</p> <p>Details of the internal audit function are set out in the AC Report 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

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group's internal audit function is outsourced to IBDC. IBDC has a sufficient number of audit staff deployed for the internal audit reviews.</p> <p>The Internal Auditor is led by Mr Wong Een Joon and he is assisted by 4 staff for the internal audit function carried out in the Company. He is a Fellow Member of Association of Chartered Certified Accountants (FCCA), a Member of Malaysian Institution of Accountants (CA(M)), an ASEAN Chartered Professional Accountant (ASEAN CPA), a Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA) and he is also a Certified Fraud Examiner. The internal audit reviews were conducted using the latest International Professional Practices Framework 2017.</p> <p>None of the internal audit personnel has any relationships or conflict of interest that could impair their objectivity and independence in conducting their internal audit functions.</p> <p>None of the persons involved have any family relationship with the Directors or Company which could result in the conflict of interest and/or impairment of the objectivity and independence during the internal audit review.</p> <p>The AC undertook the annual assessment of the quality of the internal audit based on the adequacy and independence of the internal audit function. There was no material issue and major deficiency had been noted which pose a high risk to overall system of the internal control under review.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company.</p> <p>The AGM is the principal forum for dialogue and interaction with the shareholders. The Board is committed to provide shareholders with comprehensive and timely information about the Group's activities and performance to assist the investors in making informed decisions. Shareholders are encouraged to attend AGM and use the opportunity to ask questions on resolutions being proposed. The Chairman and the Board members are responsible to respond and provide explanations on matters raised.</p> <p>The Board provides a question-and-answer session during the AGM as one of the platforms for shareholders to voice their concerns on the Company's operating environment.</p> <p>The stakeholders could also have the timely information via the announcements made by the Company on Bursa Securities website and via Company's website. The quarterly financial results are announced via Bursa Link immediately after the Board's approval which provide the shareholders and the investing public with an overview of the Group's performance and operations.</p> <p>The Company also has a general email address which allows the shareholders to send in their queries. All email queries are attended by the Executive Directors/ Financial Officers.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	

Timeframe	:		
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Intended Outcome

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>The Notice of the 21st AGM was circulated on 31 October 2023, at least 28 days prior to the meeting date on 8 December 2023, well in advance of the notice period of 21 days as required under Section 316(2) of the Companies Act, 2016 and Paragraph 7.15 of the Main Market Listing Requirements of Bursa Securities.</p> <p>The Notice of AGM is also posted on the Company’s website on the same day as the Notice is despatched to the shareholders. It is also being advertised in a nationally circulated newspapers alongside with an announcement on the Bursa Securities.</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 AGM serves as the primary platform for engaging with shareholders. The Board strongly encourages the shareholders to attend the AGM as they can raise their concerns and queries via question-and-answer session in the meeting.</p> <p>Attendance of all directors, particularly the Chairman is mandatory in the AGM. They are expected to actively contribute to the shareholders on their questions.</p> <p>Additionally, the external auditors and the key senior management of the Company are invited to provide their professional clarification and respond to the queries that raised by the shareholders, where relevant.</p> <p>All the Directors have attended the 21st AGM held on 8 December 2023.</p>	
Explanation for departure	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The voting for the last AGM held on 8 December 2023 was conducted on a poll in accordance with the MMLR of Bursa Securities.</p> <p>The Company had appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the polling process, and Boardroom Corporate Services Sdn. Bhd. as Scrutineer to verify the poll results.</p> <p>The Scrutineer, Boardroom Corporate Services Sdn. Bhd. upon verification of the poll results, announced the results for each resolution, which include votes in favour and against, upon which the Chairman of the Meeting declared the resolutions were carried. The poll results were announced by the Company via Bursa Link on the same day for the benefits of the shareholders.</p> <p>The Company will consider all factors to implement the applicable requirements in due course. The shareholders are engaged to appoint any person(s) as their proxies to attend, participate, speak and vote instead of them.</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

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: The Chairman of the board always ensured that sufficient opportunities were given to shareholders to pose questions to the Company during the AGM. The shareholders are strongly encouraged to attend, participate, speak and vote at the AGM, and all queries posed to the Board during the AGM are responded to accordingly. All Directors had actively responded to relevant questions addressed to them during the AGM. The Group’s Financial Controller, Accountant and representatives of external auditors also attended and participated in the AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

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

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

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: Minutes of the 21st AGM were published at the Company's website no later than 30 business days after the AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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