

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0283
COMPANY NAME : DC HEALTHCARE HOLDINGS 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 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 retains full and effective control of the Company and is responsible for the proper conduct of the business and overall performance of the Company.</p> <p>The Board focuses mainly on strategies, performance and critical business issues.</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 formulated and adopted a charter ("Board Charter") which sets out its functions, inter-alia, and the duties and responsibilities of the Board.</p> <p>The Board has six members comprising an Independent Non-Executive Chairman, Managing Director, Executive Director, three (3) Independent and Non-Executive Directors. The Board complies with the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") that requires at least two (2) directors or one third of the Board, whichever is higher, to be independent directors and there is a woman on the Board.</p> <p>In addition, the Board has established three (3) Committees namely the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee to assist the Board in fulfilling its duties. The distinct roles, duties and obligations of these committees are outlined in their respective Terms of Reference which are accessible on the Company's website.</p>
Explanation for departure	:	

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

Intended Outcome

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 Independent Non-Executive Chairman, Datuk Dr Mohd Noor Bin Awang is responsible for instilling leadership, effectiveness, conduct and governance practice of the Company and his role and responsibilities have been set in the Board Charter of the Company.</p> <p>At the Board meetings of the Company, the Chairman provides his objective views and regularly seeks the opinions of the Board members on matters being discussed during meetings and ensures that the decisions made are a representation of the Board as a whole.</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 positions of the Chairman and the Managing Director are held by separate individuals to ensure a good balance of power and authority, such that no one individual has unfettered powers in decision making.</p> <p>The Chairman of the Board is Datuk Dr Mohd Noor Bin Awang whereas the Managing Director is Dr Chong Tze Sheng are distinct and separate not only to safeguard the interests of our stakeholders but also to promote accountability and facilitate effective governance within the Company.</p> <p>The distinct and separate roles and responsibilities of the Chairman and Managing Director are clearly stated in the Board Charter which is available on the Company's website.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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, Datuk Dr Mohd Noor Bin Awang is not a member of the Audit and Risk Management Committee, Remuneration and Nomination Committee and does not participate in any of the Board Committees' meetings.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>Presently, the Board is supported by three (3) competent and qualified Company Secretaries, Tan Tong Lang (MAICSA 7045482), Thien Lee Mee (LS0010621) and Nurul Syahidah Binti Mat Tahil (LS0010742) are qualified to act as the company secretary under Section 235 of the Companies Act, 2016 ("CA 2016"). They also hold Practising Certificates for Secretaries under Section 241 of the CA 2016.</p> <p>The joint Company Secretaries keep the Board informed of new guidelines, directives, and legislation ensuring compliance with the latest regulatory requirements including the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian Code on Corporate Governance 2021 and the Companies Act 2016. All Board members have unrestricted access to the advice and services of the joint Company Secretaries.</p> <p>The Company Secretaries facilitate the communication of key decisions and ensure an effective flow of information between the Board and Senior Management.</p> <p>The Company Secretaries constantly keep themselves abreast with the regulatory changes and corporate governance development by attending relevant seminars and trainings programmes.</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>Notice of meetings and the Board papers are circulated to the Directors via email at least 7 days prior to the respective meetings. The Board papers includes the minutes of previous Board and Board Committee meetings, reports on the Group's Financial Statements and relevant corporate developments and proposals to the issues of the meetings. The Board paper and relevant meeting materials are given to the directors with sufficient time for them to review, to enable the Directors to have an overview matters to be discussed or reviewed at the meetings.</p> <p>Minutes of meetings are prepared by the Company Secretary and circulated to all directors for their review and confirmed by the Board and signed as a correct record by the Chairman of the succeeding meetings.</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 adopted a Board Charter which provides guidance for Directors and Management regarding the responsibilities of the Board, its Committee and the Management.</p> <p>The Board Charter is reviewed regularly to ensure it complies with legislation and best practices and remains relevant and effective in light of the Board's objective.</p> <p>The Board Charter is accessible through 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

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 and Ethics ("The Code") to be complied by all employees and directors of the Group, encouraging compliance with the Group's defined standards of integrity and behaviour. The Code is a supplement to any other obligations that are imposed on the directors by any applicable rules, laws and regulations.</p> <p>The Code is accessible through 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

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 Board has established a Whistleblowing Policy and Procedures ("Whistleblowing Policy") to enhance corporate governance standards across the Group. The Whistleblowing Policy provides Directors, Employees, Shareholders, or any stakeholders affiliated with the Group a means to report any suspected misconduct that may pose a risk to the Group. The Whistleblowing Policy had been adopted by the Board on 25 November 2022.</p> <p>This Whistleblowing Policy aims to encourage the reporting of such matters in good faith, ensuring that individuals who make reports can reasonably expect protection from retaliation, harassment, or subsequent discrimination to the greatest extent possible.</p> <p>The Whistleblowing Policy is accessible through 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

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board together with the Management takes responsibility for the governance of sustainability in the Company, including setting the Company's sustainability strategies, priorities and targets. Performance against these clearly set out targets are communicated to the Company's internal and external stakeholders.</p> <p>In line with the recommendation of the MCCG, the Board takes into consideration the Company's performance in managing material sustainability risks and opportunities when determining the appropriate level of remuneration for Directors and Key Management.</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 4.2

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 Company's stakeholders as well as the environment is crucial to sustaining the Group's long-term performance. The Board factors in these sustainability considerations and ensures that the Company's strategies, priorities and targets are communicated to internal and external stakeholders. As such the Company incorporates Economic, Environmental, Social and Governance risks and opportunities into the business decisions given their heightened materiality in decision-making considerations of stakeholders.</p> <p>The Board reviewed the discussion on sustainability reporting with the management team. The Group's sustainability, environmental, governance structure, sustainability and initiatives are described in the Sustainability Statement as included 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

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 continuously keep themselves abreast with and understanding to the sustainability agendas which are relevant to the Company and its business through periodical updates by the Securities Commission.</p> <p>The training programs attended by certain Board members during the financial year ended 31 December 2024, which cover some of the topics mentioned above, are outlined in the Company's Annual Report 2024.</p> <p>The Board remains committed to abide by all applicable environmental laws and regulations in relation to climate change, energy use and waste management. Regular review on any risks and potential challenges is essential to ensure that the risks inherent to the Group’s business and operations are being appropriately managed.</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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	During the financial year ended 31 December 2024, the Nomination Committee conducted the Board's evaluation questionnaire relating to environmental, social, and governance (ESG) or sustainability. The sustainability performance for senior management has yet to be embedded in the annual performance of senior management thus far.	
<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 Nomination Committee ("NC") assesses directors on an on-going basis and annually reviews the required mix of skills and experience and core competencies of non-executive directors, effectiveness of the Board as a whole and the Board Committees which are internally facilitated.</p> <p>The NC conducts an annual assessment of all Directors, including those seeking re-election, evaluating their competency, readiness, and, for independent directors, their autonomy. Only Directors who receive a positive evaluation are recommended to the Board for re-election.</p> <p>To ensure that the selection and re-election of Directors adhere to the required standards, the Company has implemented the Directors' Fit and Proper Policy. This policy delineates the approach and standards for appointing and re-electing Directors within the Company. It acts as a guiding framework for the NC and the Board in their appraisal and assessment of potential Board members and Directors up for re-election. This procedure guarantees that these individuals possess the requisite qualities, such as character, expertise, integrity, competency, and time availability, to effectively carry out their duties as Directors.</p> <p>None of the Independent Non-Executive Directors have served the Board for a cumulative period of 9 years as of 31 December 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

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

Practice 5.2

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

Application	:	Applied												
Explanation on application of the practice	:	<p>The Board has six (6) members, comprising of one (1) Non-Executive Chairman who is also an Independent Director, one (1) Managing Director, one (1) Executive Director and three (3) Independent Non-Executive Directors.</p> <table border="1"> <thead> <tr> <th><u>Designation</u></th><th><u>Number of Directors</u></th><th><u>Percentage %</u></th></tr> </thead> <tbody> <tr> <td>Executive Director</td><td>2</td><td>33.33</td></tr> <tr> <td>Independent Non-Executive Director</td><td>4</td><td>66.66</td></tr> <tr> <td>Total</td><td>6</td><td>100.00</td></tr> </tbody> </table> <p>The present composition reflects more than half of Board members are Independent Directors.</p> <p>The present composition of the Board is appropriately balanced. The Board believes that the current size offers a sufficient framework to enable its Board Committees to effectively aid the Board in fulfilling its obligations and responsibilities.</p>	<u>Designation</u>	<u>Number of Directors</u>	<u>Percentage %</u>	Executive Director	2	33.33	Independent Non-Executive Director	4	66.66	Total	6	100.00
<u>Designation</u>	<u>Number of Directors</u>	<u>Percentage %</u>												
Executive Director	2	33.33												
Independent Non-Executive Director	4	66.66												
Total	6	100.00												
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	:	<p>None of the Independent Non-Executive Directors of the Company have exceeded a cumulative term of nine years.</p> <p>As set out in the Board Charter of the Company, the tenure of an independent director should not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the board as a non-independent director. In the event that the Board intends to retain the independent director beyond the nine (9) years, the Board should provide justification and seek annual shareholders' approval through a Two-tier Voting Process and the manner to obtain the shareholders' approval on the resolution shall follow the recommendation of MCCG.</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 5.4 - 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 Board, in collaboration with the Nomination Committee (“NC”), is dedicated to attaining an adequate and diverse representation within both the Board and Senior Management. When presenting Director candidates to the Board, the NC evaluates potential nominees, whether suggested by current Directors, significant shareholders, or external sources as needed. Appointment of Board and Key Management are based on objective criteria, merit and besides gender diversity, due regard is placed for diversity in skills, experience, age, cultural background, candidates’ ability to satisfy the test of independence and spend sufficient time on Company’s matters.</p> <p>The existing Directors’ age distribution falls within the respective age group and are as follows:-</p> <table><tr><td>Age Group</td><td><40</td><td>41-49</td><td>50-59</td><td>>60</td></tr><tr><td>Number of Directors</td><td>0</td><td>5</td><td>0</td><td>1</td></tr></table> <p>The current diversity in the race/ethnicity and nationality of the existing Directors are as follows:-</p> <table><tr><th rowspan="3">Number of Directors</th><th colspan="4">Race/Ethnicity</th><th colspan="2">Nationality</th></tr><tr><th>Malay</th><th>Chinese</th><th>Indian</th><th>Others</th><th>Malaysia</th><th>Foreign</th></tr><tr><td>1</td><td>4</td><td>1</td><td>0</td><td>6</td><td>0</td></tr></table> <p>The Board recognises that a diverse Board can offer greater depth and breadth compared to non-diverse Board. Board diversity provides for discussion of the same ideas in differing ways, allowing constructive debates that lead to better decision-making.</p>	Age Group	<40	41-49	50-59	>60	Number of Directors	0	5	0	1	Number of Directors	Race/Ethnicity				Nationality		Malay	Chinese	Indian	Others	Malaysia	Foreign	1	4	1	0	6	0
Age Group	<40	41-49	50-59	>60																											
Number of Directors	0	5	0	1																											
Number of Directors	Race/Ethnicity				Nationality																										
	Malay	Chinese	Indian	Others	Malaysia	Foreign																									
	1	4	1	0	6	0																									
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 has stipulated specific Terms of Reference for Nominating Committee ("NC"), which cover inter-alia assessing and recommending the candidature of directors to the Board. In nomination and election of new directors, NC carries out the requisite evaluation and assessment on the candidate's ability to discharge his/her duties effectively, before making recommendation to the Board for approval.</p> <p>NC may also obtain and rely upon independent sources such as directors' registry, or use of independent search firms in furtherance of their duties at the Company's expense, subject to approval of the Board. Where the selection of the candidates is based on the recommendations made by Management, the existing Board member(s) or major shareholder(s), NC will explain why other sources are not used.</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>During the Financial Year Ended 31 December 2024, there is no change to the composition of the Board.</p> <p>The Board ensures that the shareholders are kept informed on any changes in the composition of the Board and Board Committees via announcements on Bursa Link within the prescribed period under the provisions of the AMLR of Bursa Securities.</p> <p>The information on the re-election of the retiring Directors as well as the Board's statement on the re-election of the Directors are set out in the Explanatory Notes to the Notice of the Third AGM for the shareholders to make an informed decision on the re-election of the retiring Directors.</p> <p>The profile of the Directors who are due and eligible for re-election are set out 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

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

Practice 5.8

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

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

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	Currently, there are four (4) women directors on the Board representing approximately 67% of the total Board members.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 Company has set out the Boardroom Diversity Policy embedded in the Board Charter of the Company.</p> <p>The Board is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, ethnicity, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board.</p> <p>The board acknowledges the importance to promote gender diversity, the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge to strengthen the Board should be priority. Thus, the Company does not set any specific target for female directors in the Gender Diversity Policy and will actively work towards having more female directors on the Board.</p> <p>Selection of candidates will be based on a range of diversity perspectives, including but not limited to professional experiences, business experiences, skills, knowledge, gender, age, ethnicity and educational background. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, ethnicity and age) will be disclosed in the Company's Annual Report.</p>	
Explanation for departure	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to 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.

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.

Application1	:	Applied
Explanation on application of the practice	:	<p>The Nomination Committee ("NC") will undertake an annual review of the Board, taking into consideration, the present size, structure and composition of the Board and Board Committees as well as the required mix of skills, experience, competency, and gender required and make recommendations to the Board with regard to any adjustments that are deemed necessary.</p> <p>The annual assessment is carried out via the Google Form questionnaires facilitated by the Company Secretaries. The evaluation encompasses several key areas:</p> <ul style="list-style-type: none">• The composition, size, and structure of the Board, along with the composition of Board Committees.• The overall effectiveness of both the Board and its Committees.• Attributes such as character, experience, integrity, and competence of Directors, ensuring their ability to fulfill their roles effectively.• The diversity of skills and experience among individual Directors, including core competencies of Non-Executive Directors.• The degree of independence exhibited by Directors. <p>The Board Assessment process with the creation of the questionnaires, coordinating the distribution of questionnaires to each Director and thereafter, collated and summarised the results received from the respective Directors and tabled them to the NC for review and discussion.</p> <p>The Board Assessment results were then presented to the Board for further discussion and endorsement.</p>

	The deliberations of the NC and the Board on the Board Assessment outcome were properly documented.	
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 Company has adopted a Directors' Remuneration Policy for the Group's Directors with the main objective to provide fair and competitive remuneration to its Board for the Company to attract and retain Directors of calibre to run the Group successfully.</p> <p>However, the Directors' Remuneration Policy does not extend to Senior Management. Instead, the remuneration for Senior Management is determined through annual performance appraisals.</p> <p>A copy of Directors' Remuneration Policy can be assessed 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

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Remuneration Committee ("RC") comprises of three (3) Independent and Non-Executive Directors.</p> <p>The RC has the primary duty and responsibility to recommend to the Board the remuneration of the Executive Directors, Non-Executive Directors and key senior management. However, the determination of remuneration packages of directors is a matter for the Board as a whole and individual directors are required to abstain from discussion of their own remuneration.</p> <p>The Terms of Reference of RC is published on the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments. The detailed breakdown of remuneration received by Individual Directors of the Company from both the Company and the Group during the Financial Year Ended 31 December 2024, is presented 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	Datuk Dr. Mohd Noor Bin Awang	Independent and Non-Executive Chairman	72	3.5	-	-	-	-	75.5	72	3.5	-	-	-	-	75.5
2	Dr. Chong Tze Sheng	Managing Director	30	-	-	-	-	-	30	30	270	720	90	-	349	1,459
3	Dr. Lai Ngan Chee	Executive Director	30	-	-	-	-	-	30	30	190	600	80	-	262	1,162
4	Datin Rekha A/P Palanysamy	Independent and Non-Executive Director	60	7	-	-	-	-	67	60	7	-	-	-	-	67
5	Sim Lee San	Independent and Non-Executive Director	60	7	-	-	-	-	67	60	7	-	-	-	-	67
6	Yap Ee Ling	Independent and Non-Executive Director	60	7	-	-	-	-	67	60	7	-	-	-	-	67

Intended Outcome

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

Practice 8.2

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

Application	:	Departure							
Explanation on application of the practice	:								
Explanation for departure	:	The Board has decided not to disclose on a named basis the Key Senior Management's remuneration components including salary, bonus, benefits in-kind and other emoluments.							
		The Board believes that disclosure of Key Senior Managements' remuneration is neither to company's advantage nor in its business interests, given the sensitive nature of such information and the fierce competition for talent in the industry.							
		As an alternative, the Company disclosed the aggregate remuneration paid to the Key Senior Management of the Group during the financial year ended 2024 analysed into bands of RM50,000 are as follows:-							
		<table><tr><th>Range of Remuneration</th><th>No. of Senior Management of the Group</th></tr><tr><td>RM500,000 – RM550,000</td><td>1</td></tr><tr><td>RM550,000 – RM600,000</td><td>1</td></tr><tr><td>RM650,000 – RM700,000</td><td>1</td></tr></table>	Range of Remuneration	No. of Senior Management of the Group	RM500,000 – RM550,000	1	RM550,000 – RM600,000	1	RM650,000 – RM700,000
Range of Remuneration	No. of Senior Management of the Group								
RM500,000 – RM550,000	1								
RM550,000 – RM600,000	1								
RM650,000 – RM700,000	1								
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.									
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	:	<p>The Audit and Risk Management Committee ("ARMC") comprises of three (3) members, all of whom are Independent Non-Executive Directors.</p> <p>The Chairperson of the ARMC is Ms. Sim Lee San meanwhile the Board is chaired by Datuk Dr. Mohd Noor Bin Awang.</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 Terms of Reference of the Audit and Risk Management Committee ("ARMC") had incorporated the policy whereby no former key audit partner of the External Auditor of the Company shall be appointed as a member of the ARMC unless he has ceased as a key audit partner for a period of at least three (3) years.</p> <p>As at the date of this Statement, none of the ARMC nor Board members is a former audit partner.</p> <p>A copy of the Terms of Reference of the ARMC is available on the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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 ARMC is responsible for assessing the capabilities and independence of the External Auditors and to also recommend to the Board on their appointment, re-appointment, or termination of their service to the Company.</p> <p>As stated in the TOR of the ARMC, the ARMC is to assess the competence, audit quality, independence and suitability of the External Auditors and the appropriateness of audit fees to support a quality audit.</p> <p>In addition, the TOR of ARMC has determined that the provision of non-audit contracts which cannot be entered into with the External Auditors in order to safeguard the independence and objectivity of External Auditors.</p> <p>The ARMC satisfied with the external auditors' performance, technical competence and independence, the ARMC recommended to the Board the re-appointment of Messrs. Moore Stephens Associates PLT for shareholders' approval 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	:	Applied
Explanation on adoption of the practice	:	The Audit and Risk Management Committee comprises of three (3) members and all members are Independent and Non-Executive Directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All the members of the Audit and Risk Management Committee (“ARMC”) possess a considerate understanding of financial reporting and auditing process. They also have the necessary accounting, financial, banking experience, commercial expertise and capital markets skills required to meet their responsibilities and provide an effective level of challenge to management.</p> <p>The ARMC are financially literate and aware with the matters under the ARMC’s purview including the financial reporting process which would enable them to discharge their roles and responsibilities effectively.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has overall responsibility for maintaining an effective and sound system of risk management and internal control and for reviewing its adequacy.</p> <p>The Board affirms that the risk management process and system of internal control is operating adequately and satisfactory in all material aspects to meet the business objectives of the Group for the financial year under review.</p> <p>Additional information regarding the Group's risk management and internal controls for the financial year ended on 31 December 2024 is provided in the Statement on Risk Management and Internal Control within 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	:	<p>The Board is aware of its responsibilities over the Group's internal control and risk management. Hence, the Board has established a framework to formulate and review risk management policies and risk strategies. The Enterprise Risk Management ("ERM") framework has been adopted by the Group to achieve such objective.</p> <p>Further information on the Group's risk management framework is presented in the Statement on Risk Management and Internal Control of the Annual Report.</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	:	Applied
Explanation on adoption of the practice	:	The Board did not establish a separate Risk Management Committee. Instead, it was combined with the Audit Committee and named it as Audit and Risk Management Committee to oversees the effectiveness and adequacy of the Group's risk management framework and policies.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has outsourced its internal audit function to SocialGreen Governance Sdn. Bhd. ("SGG" or "Internal Auditor"), a professional firm which has an ample team of audit professionals dedicated to conducting the internal audit review, led by Ms Andrea Huong Jia Mei, a Member of the Institute of Internal Auditors Malaysia ("IIA") and a member of the Malaysian Institute of Accountants. Internal Auditor provides independent assessment on the effectiveness and efficiency of internal controls utilising a global audit methodology and tool to support the corporate governance framework and an efficient and effective risk management framework to provide assurance to the ARMC. The appointment and resignation of the Internal Auditors as well as the proposed audit fees are subject to review by the ARMC and Board for approval.</p> <p>The ARMC approves the Internal Audit Plan during the first ARMC meeting each year. Any subsequent changes to the Internal Audit Plan are approved by the ARMC. The scope of internal audit covers the audits of all units and operations, including subsidiaries as stated in the letter of engagement.</p> <p>The Internal Auditors assist the ARMC in reviewing the effectiveness of the internal control systems while ensuring that there is an appropriate balance between controls and risks all through the Group in accomplishing its business targets. With the establishment of the internal audit function, it will be possible to address any deficiencies identified in the systems and controls of the respective operating units. The establishment of the internal audit function aims to improve resource management and efficiency throughout the Group's operations.</p> <p>The details of the internal audit function are set out in the SORMIC section of the Company's Annual Report.</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>The internal auditors report directly to the Audit and Risk Management Committee (“ARMC”) and annually confirm to the ARMC that they are free from any relationships or conflicts of interest that could impair their objectivity and independence. The Internal Audit function is independent and is led by the Internal Auditor, outsourced to SocialGreen Governance Sdn. Bhd., a professional services provider, who has a direct reporting line to the ARMC.</p> <p>The internal audit is performed in accordance with the International Standards for the Professional Practice of Internal Auditing set 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 Board is committed in ensuring accurate and timely dissemination of information, including corporate announcement and release of quarterly financial results to Bursa Malaysia as well as the despatch of annual reports to shareholders.</p> <p>The annual general meeting is the principal forum for dialogue with shareholders. At the annual general meeting, shareholders have direct access to the Directors and are given the opportunity to ask questions during the question-and-answer session. Suggestions and comments by shareholders are noted by Directors for consideration.</p> <p>The annual and quarterly reports and the various mandatory announcements are the primary modes of communication to report on the financial performance and operations and corporate developments 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

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 Annual General Meeting ("AGM") is dispatched to shareholders at least twenty-eight (28) days before the AGM, in advance of the 21-day requirement under the Companies Act ("CA") 2016 and ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. This would allow the shareholders to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney.</p> <p>The agenda for the AGM, along with explanatory notes, was prominently published in a local newspaper. The detailed explanations provided alongside the AGM Notice facilitate shareholders' understanding of each proposed resolution, enabling them to make well-informed decisions when exercising their voting rights.</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	:	At the Company's AGM, all Directors were present in person to engage directly with and be accountable to the shareholders for their stewardship of the Company. All Directors, all Chairpersons of the Board Committees, Management and external auditors were in attendance to respond to the shareholders' queries. Barring unforeseen circumstances, all Directors shall be attending the forthcoming 3 rd AGM to address shareholders' queries at the meeting.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 2nd AGM conducted on 11 June 2024, were entirely through live streaming and online remote voting via RPV facilities which is in compliance with Section 327 of the Companies Act 2016, Company's Constitution and other legal requirements.</p> <p>Shareholder who is unable to attend and vote at the virtual General Meetings is encouraged to appoint his/her proxy or the Chairman of the meeting to vote in his/her stead. All resolutions set out in the notice of the General Meetings were put to vote via RPV facilities.</p> <p>A step-by-step administrative guide was issued to assist shareholders on the registration participation and voting using the RPV facilities.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>All shareholders can raise questions regarding financial and non-financial performance as well as the company's long-term strategies.</p> <p>Shareholders can submit their questions prior to the meeting via the remote participation and voting ("RPV") facilities. Besides, shareholders are also allowed to submit their questions via RPV during the meeting.</p> <p>The Managing Director and the Chairs of the Board's committee stand ready to provide meaningful response to questions addressed to them.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 2nd AGM conducted on 11 June 2024 virtually provided an opportunity for shareholders to participate remotely at the AGM and pose relevant questions to the Chairman and the Board via real time submission of typed texts.</p> <p>Shareholders submitted questions to the Company in advance of the AGM via TIH Online website. All questions received in advance and those posed real time during the AGM will be made visible to all meeting participants.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	Minutes of the general meetings have been made available to shareholders no later than 30 days business days after the general meetings on the company website at https://dchealthcareholdings.com/
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 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.

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