

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7010
COMPANY NAME : PTT Synergy Group Berhad
FINANCIAL YEAR : June 30, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("the Board") is responsible for the stewardship and oversight of management and operations of PTT Synergy Group Berhad ("the Company") and its subsidiaries ("the Group") by providing leadership and setting strategic aims of the Group that will ensure the necessary resources are in place for the Group to meet its objective and achieve long-term sustainability.</p> <p>To ensure the effective discharge of its functions and responsibilities, the Board has delegated specific responsibilities to the Audit Committee ("AC"), Nomination Committee ("NC") and Remuneration Committee ("RC"). Each of the Board Committees is entrusted with specific responsibilities to oversee the Company's affairs according to their respective written Terms of Reference. The Chairman of the respective Board Committees shall report the outcome of their meetings to the Board. In addition, the minutes of all Board Committee meetings are circulated to the Board members so that they are kept abreast of proceedings and matters discussed at Board Committee meetings.</p> <p>The Board is primarily entrusted with the responsibility of charting the direction of the Group and focuses mainly on strategies, financial performance and critical business issues.</p> <p>The Board assumes the primary responsibilities which include but are not limited to the following: -</p> <p>a) reviewing and adopting the business plan and overall strategic directions including strategies on economic, environmental and social considerations underpinning sustainability for the Company to support the Company's long-term goals and ensuring that the strategies are in place to achieve them;</p>

	<ul style="list-style-type: none"> b) establishing policies for strengthening the performance of the Company including ensuring that the Management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital; c) overseeing the conduct of the Company’s business and management performance to evaluate whether the business is being properly managed; d) identifying principal risks of the Company’s business and ensuring the implementation of appropriate systems to manage these risks; e) succession planning, including appointing, training, fixing the remuneration of and where appropriate, replacing senior management members of the Group; f) developing and implementing an investor relations programme or shareholders communications policy for the Company to enable effective communication with stakeholders; g) reviewing the adequacy and integrity of the Company’s internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines; h) deciding on necessary steps to protect the Company’s financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken; i) ensuring that the Company’s financial statements are true and fair and conform to any applicable laws and/or regulations; and j) ensuring that the Company has appropriate corporate governance structures in place including standards of ethical behaviour, and promoting a culture of corporate responsibility together with the senior management. <p>For the financial year ended 30 June 2023 (“FYE 2023”), the Board has discharged the following principal duties and responsibilities on the affairs of the Group: -</p> <ul style="list-style-type: none"> a) monitored the performance of the Management to ensure the strategic directions of the Group are in line with its goals and objectives via quarterly reports on the latest business activities and development of the Group; b) reviewed and adopted the following revised policies/ governance documents, which serve as a guide to strengthen the governance of the Company:-
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	<ul style="list-style-type: none"> (i) Terms of Reference of NC; (ii) Terms of Reference of RC; (iii) Terms of Reference of AC; (iv) Board Charter; (v) Whistleblowing Policy; (vi) Risk Management Framework; (vii) Policies governing the Board; (viii) Succession Planning Policy; (ix) Anti-Bribery and Anti-Corruption Manual; (x) Sustainability and Environmental, Social and Governance Policy; (xi) Corporate Disclosure Policy; and (xii) Code of Conduct and Ethics. <ul style="list-style-type: none"> c) reviewed and recommended the proposal in relation to the Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature to the shareholders for approval at the Fifty-First Annual General Meeting held on 28 December 2022; d) reviewed the proposal in relation to the proposed acquisition of the property by PTT Assets Sdn. Bhd. for a cash consideration of RM12,256,888.00; e) reviewed the proposal in relation to the proposed disposal of the contiguous parcels of vacant agricultural lands by the Company for a total cash consideration of RM4,755,000.00; f) reviewed and recommended the proposal in relation to the proposed acquisition by the Company of the entire equity interest in Pembinaan Tetap Teguh Sdn. Bhd. to the shareholders for approval at the Extraordinary General Meeting held on 20 July 2023; g) through the NC, reviewed and approved the appointment of the Executive Director of the Company; h) quarterly reviewed the financial performance and updates on the financial assistance status of the Group; i) quarterly reviewed the financial results and announcements as well as the year-end financial statements of the Group and ensured that the financial reporting and disclosure requirements have been complied; j) delegated to the AC to review the recurrent related party transactions and revaluation of non-current assets of the Group; k) delegated to the AC to review the adequacy and integrity of the Group's internal controls and risk management;
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	<p>l) delegated to the NC to review the performance of the Board, Board Committees and individual Directors;</p> <p>m) delegated to the Managing Director to disclose all material information in a timely manner via announcements to Bursa Malaysia Securities and press releases, responses to public queries or media interviews, in order to ensure effective communication with stakeholders; and</p> <p>n) reviewed and confirmed the minutes of the Board meeting to ensure the deliberation and decisions of the Board meetings being recorded accurately.</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>Dato' Abd Rahim bin Jaafar, the Executive Chairman of the Company, is responsible in instilling good corporate governance practices, demonstrating strong leadership and overseeing the effectiveness of the Board.</p> <p>The key responsibilities of the Chairman include but not limited to the following: -</p> <ul style="list-style-type: none"> (a) leadership of the Board; (b) setting the board agenda and ensuring that the Directors receive complete and accurate information in a timely manner; (c) overseeing the effective discharge of the Board's supervisory role; (d) facilitating the effective contribution of all Directors; (e) conducting the Board meetings; (f) briefing all the Directors in relation to issues arising at meetings; (g) scheduling regular and effective evaluations of the Board's performance; (h) promoting constructive and respectful relations among the Board members and between the Board and the Management; (i) representing the Board to stakeholders to ensure effective communication with stakeholders; (j) ensuring the integrity and effectiveness of the governance process of the Board; and (k) maintaining regular dialogue with the Board over all operational matters and consulting with the Board promptly over any matter that arises cause for concern. <p>The Chairman also acts as the facilitator at meetings of the Board to ensure that no Director, whether executive or non-executive, dominates discussions during Board proceedings.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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 different individuals.</p> <p>Dato' Abd Rahim bin Jaafar is the Executive Chairman and is responsible for the Board's leadership, effectiveness and governance.</p> <p>Mr. Teo Swee Phin is the Managing Director and is responsible for the day-to-day management and operations of the Group and implementation of the Board's decisions, business strategies and policies.</p> <p>The separate roles of the Chairman and Managing Director ensure that there is a balance of roles, responsibilities and accountability at the Board level as no one individual has unfettered decision-making powers.</p>	
Explanation for departure	:		
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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	: Dato' Abd Rahim bin Jaafar, the Board Chairman is not a member of the AC, NC and RC of the Company. For the FYE 2023, Dato' Abd Rahim bin Jaafar did not attend nor participate in any of the Board Committees meetings as an invitee to ensure there is check and balance as well as objective review by the Board on deliberations emanating from the Board Committees.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by Company Secretaries who are qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016.</p> <p>The Company Secretaries play an advisory role to the Board in relation to the Company's Constitution, adopted Board policies and procedures, and compliance with the relevant regulatory requirements, code of guidance and legislation.</p> <p>The Company Secretaries attend and ensure the Board and the Board Committees meetings are properly convened and all deliberations and decisions are properly minuted and kept. The Company Secretaries also responsible for ensuring that accurate and proper records of the proceedings and resolutions passed are taken and maintained at the Company's registered office.</p> <p>In addition, all Directors have full and unrestricted access to the Company Secretaries' advice and services in carrying out their duties.</p> <p>The Company Secretaries also undertake the statutory duties as prescribed under the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which include but not limited to the following: -</p> <ul style="list-style-type: none">(a) manage all Board and Board Committees meeting logistics, attend and record minutes of all Board and Board Committees meetings and facilitate Board communications;(b) advise the Board on its roles and responsibilities;(c) facilitate the orientation of new Directors and assist in Director training and development;(d) advise the Board on corporate disclosures and compliance with company and securities regulations and Main Market Listing Requirements of Bursa Malaysia Securities Berhad;(e) manage processes pertaining to the annual shareholder meeting;

	<p>(f) monitor corporate governance developments and assist the Board in applying corporate governance practices to meet the Board's needs and stakeholders' expectations; and</p> <p>(g) serve as a focal point for stakeholders' communication and engagement on corporate governance issues.</p> <p>The Company Secretaries had and will continue to constantly keep themselves abreast on matters concerning company law, the capital market, corporate governance and other pertinent matters, through continuous training and industry updates. They have also attended many relevant continuous professional development programmes as required by the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) for practicing chartered secretaries.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

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>: An annual meeting calendar is prepared and circulated in advance to facilitate the Directors' schedule and preparation for the meetings.</p> <p>Timely circulation of the board papers comprises the notice of meeting, agenda items, reports and papers to the Board members at least 7 days prior to the meetings. This is to accord sufficient time for the Directors to peruse the Board papers and to seek clarification and/or further information, where necessary, to be adequately informed before the meetings.</p> <p>All deliberations and decisions at the Board and/or Board Committees meetings are properly recorded in the minutes, including matters where the Directors abstained from deliberation and/or voting. In addition, the action items identified and highlighted during the meetings would be conveyed to the Management for their attention and action.</p> <p>The minutes of the Board and/or Board Committee meetings, which accurately reflect the deliberations and decisions of the Board or Board Committees, would be distributed to the Board or Board Committees members on a timely basis for review and thereafter for confirmation at the next meeting. The minutes are to be signed by the respective Chairman of the meetings as a correct record of the meeting's proceedings and entered into the minutes books kept and maintained at the Company's registered office.</p> <p>The Executive Chairman has set the Board meeting agenda and ensured that the Board Committees meetings were conducted separately from the Board meeting, with sufficient time allocated to enable objective and independent discussion during the meeting.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

Measure	:		
Timeframe	:		

Intended Outcome

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 Company has adopted a Board Charter and subsequently revised on 12 October 2022 that clearly defines the Board's and Board's Committees' roles and responsibilities, composition, authorities, matters reserved for the Board and guidance on the Board's conduct.</p> <p>The Board is responsible for observing the following guiding principles in establishing clear roles and responsibilities: -</p> <ul style="list-style-type: none">(a) Establish a formal schedule of matters reserved for the Board and those delegated to Management.(b) Establish clear roles and responsibilities in discharging its fiduciary and leadership functions.(c) Formalise ethical standards through a code of conduct and ethics and ensure its compliance.(d) Ensure that the Company's strategies promote sustainability.(e) Ensure that sufficient procedures are in place to allow its members access to information and advice.(f) Ensure that it is supported by a suitably qualified and competent company secretary.(g) Formalise, periodically review and make public its Board Charter. <p>The Board Charter also set out the specific responsibilities to be discharged by the Board members collectively and the individual role expected from them.</p> <p>The authority delegated to the Board Committees or Management will not abdicate the Board's responsibility as the final discretion remains with the Board.</p>

	<p>The Board Charter would be periodically reviewed and updated in accordance with the needs of the Company and any new regulation that may have an impact on the discharge of the Board's and Board Committees' responsibilities.</p> <p>The Board Charter is available at the Company's corporate website at https://pttgroup.com.my/.</p>	
<p>Explanation for departure</p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	:	
<p>Timeframe</p>	:	

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 formalised a Code of Conduct and Ethics and subsequently revised on 12 October 2022 for the Directors, Management and employees of the Group, which set out the standards of business conduct and ethical behaviour for them in their performance and exercise of their responsibilities or when representing the Group.</p> <p>The Code of Conduct and Ethics entails the following main areas: -</p> <ul style="list-style-type: none">(a) Compliance with laws, rules and regulations(b) Corporate governance(c) Conduct of business and fair dealing(d) Conflicts of interest, corrupt practices, unlawful and unethical behaviour, and improper use of Group assets(e) Use of non-public information and disclosure (insider trading)(f) Use of the Group's funds, assets and information(g) Social responsibilities and the environment(h) Proper records and communication(i) Spokespersons(j) Whistleblowing <p>In addition to the above, the Company has in place an Anti-Bribery and Anti-Corruption Manual in line with Section 17A of the Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018) to prohibit bribery and corruption in the business conduct as well as provide measures within the Group.</p> <p>The Code of Conduct and Ethics and the Anti-Bribery and Anti-Corruption Manual would be periodically reviewed when the needs arise.</p> <p>The Code of Conduct and Ethics and Anti-Bribery and Anti-Corruption Manual were last reviewed on 12 October 2022 and are available at the Company's corporate website at https://pttgroup.com.my/.</p>

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

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has established a Whistleblowing Policy and subsequently revised on 12 October 2022 provides a channel to enable stakeholders to report concerns on any breach of laws and regulations, misconduct, wrongdoings, corruption, fraud, waste and/or abuse in the Group. Any concerns raised will be investigated and the outcome of such investigation will be reported to the Board with an appropriate recommendation and will take necessary action to resolve the issue.</p> <p>The objectives of the Whistleblowing Policy are as follows: -</p> <ul style="list-style-type: none">(a) provide a mechanism to detect and address unacceptable conduct;(b) ensure whistleblower can raise concerns without fear of suffering retribution and safeguard such person's confidentiality; and(c) provide a transparent and confidential process for dealing with concerns. <p>The Whistleblowing Policy entails the following main areas: -</p> <ul style="list-style-type: none">(a) Coverage of Whistleblowing Policy(b) Safeguards of Whistleblowers(c) Reporting Procedure(d) Investigation Process <p>The Group has not received any reports or concerns via the communication and feedback channels stipulated in the Whistleblowing Policy during the FYE 2023.</p> <p>The Whistleblowing Policy is available at the Company's corporate website at https://pttgroup.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 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 takes into account sustainability considerations when overseeing the Group's planning, performance and long-term strategy. The Board has adopted a Sustainability Policy and subsequent revised on 12 October 2022. The Company is committed to adopting and applying responsible practices from environmental, social and governance ("ESG") perspective, to minimise the risk and to enhance the long-term development impact of its corporate activities. The ESG priorities were incorporated into the business strategies of the Group and were presented to the Board by the Management.</p> <p>The Group has also established a Sustainability Framework which has adopted the Global Reporting Initiative Standards and United Nations Sustainable Development Goals ("SDGs").</p> <p>In addition, the sustainability governance at the Group is anchored upon the structure of the Sustainable Working Committee, which is headed by Mr. Teo Swee Phin, the Managing Director, to ensure accountability across all identified sustainability initiatives.</p> <p>The Sustainability Policy is available at the Company's corporate website at https://pttgroup.com.my/.</p> <p>For the FYE 2023, the Group has identified the following 7 material sustainability matters and has realigned their strategies towards its sustainability goals: -</p> <ul style="list-style-type: none">(i) Economic Performance(ii) Supply Chain Management(iii) Natural Resource Management(iv) Employees Well-being(v) Occupational Health and Safety(vi) Local Communities(vii) Corporate Governance and Integrity

	Further details of the Group’s sustainability goals and strategies are available in the Sustainability Statement as disclosed in the Annual Report for the FYE 2023.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

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

Application	: Applied														
Explanation on application of the practice	: The Group has engaged with the stakeholders through various methods in different frequencies during the FYE 2023 as follows: - <table border="1" data-bbox="555 734 1401 2024"> <thead> <tr> <th>Stakeholder Group</th> <th>Engagement Methods</th> </tr> </thead> <tbody> <tr> <td>Customers (existing and potential)</td> <td> <ul style="list-style-type: none"> • Customer surveys • Customer service and support </td> </tr> <tr> <td>Investors and financiers</td> <td> <ul style="list-style-type: none"> • Annual general meetings • Earnings reports and financial disclosures • Sustainability reports and updates • Investor relations website and contact • Analyst briefings and meetings • Press release • Site visits • Audits </td> </tr> <tr> <td>Employees</td> <td> <ul style="list-style-type: none"> • Employee surveys and feedback mechanisms • Team meetings • Annual appraisal and performance review • Job-related training and workshops • Staff engagement programmes </td> </tr> <tr> <td>Suppliers</td> <td> <ul style="list-style-type: none"> • Supplier assessments and audits • Supplier meetings and discussions • Regular communications </td> </tr> <tr> <td>Business partners</td> <td> <ul style="list-style-type: none"> • Meetings and discussions • Regular communications </td> </tr> <tr> <td>Governments and regulators</td> <td> <ul style="list-style-type: none"> • Regulatory reporting and compliance submissions • Announcement • Participation in programmes organised by regulatory bodies </td> </tr> </tbody> </table>	Stakeholder Group	Engagement Methods	Customers (existing and potential)	<ul style="list-style-type: none"> • Customer surveys • Customer service and support 	Investors and financiers	<ul style="list-style-type: none"> • Annual general meetings • Earnings reports and financial disclosures • Sustainability reports and updates • Investor relations website and contact • Analyst briefings and meetings • Press release • Site visits • Audits 	Employees	<ul style="list-style-type: none"> • Employee surveys and feedback mechanisms • Team meetings • Annual appraisal and performance review • Job-related training and workshops • Staff engagement programmes 	Suppliers	<ul style="list-style-type: none"> • Supplier assessments and audits • Supplier meetings and discussions • Regular communications 	Business partners	<ul style="list-style-type: none"> • Meetings and discussions • Regular communications 	Governments and regulators	<ul style="list-style-type: none"> • Regulatory reporting and compliance submissions • Announcement • Participation in programmes organised by regulatory bodies
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	Media	<ul style="list-style-type: none"> • Newspaper and social media • Press release • Direct engagement
	General public	<ul style="list-style-type: none"> • Community programmes and events • Corporate social responsibility activities
<p>The details pertaining to the commitment to the stakeholders are available in the Sustainability Statement as disclosed in the Annual Report for the FYE 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

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 is appraised, and they provide their views and opinions on the Group’s sustainability issues during the Board meetings.</p> <p>The Board has reviewed the Sustainability Policy to ensure it is well-placed to deal with the sustainability-related issues and create long-term value.</p> <p>The Board members will keep themselves appraised with contemporaneous and relevant sustainability developments including climate-related risks and opportunities by way of formal training including webinars, structured reading and discussions.</p>	
Explanation for departure	:		
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Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises the importance of sustainability in all its operation of the Company and had included sustainability as one of the criteria in the performance evaluations of all the employees including its Board members.</p> <p>The Board members and Senior Management are encouraged to assess and give feedbacks on how sustainability risks and opportunities are being managed within the Company. Based on annual performance carried out, the Board and Senior Management have performed their respective roles in addressing material sustainability risks and opportunities.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	Mr. Teo Swee Phin, the Managing Director of the Company, is appointed as the designated person to provide dedicated focus to manage sustainability strategically in the operations of the Company.

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 Board through the NC performs annual review of the Board's composition to ensure a dynamic and diverse composition of the Board by nurturing suitable and potential candidates equipped with the competency, skills, experience, character, time commitment, integrity and other qualities in meeting the Company's future needs.</p> <p>The NC is also responsible for recommending to the Board, the Directors who are standing for re-election at the annual general meeting ("AGM"), subject to the NC being satisfied with the performance of the Directors based on the self-performance evaluation and fit and proper assessment.</p> <p>Based on the results of the performance evaluations and fit and proper assessment, the NC and Board were satisfied that the following Directors who are standing for re-election at the Fifty-Second AGM, have demonstrated commitment to their roles and have sufficient time to meet their commitments to the Company: -</p> <ul style="list-style-type: none">(i) Mr. Teo Swee Leng;(ii) Mr. Toh Seng Thong; and(iii) Datin Ng Fong Shiang <p>(collectively referred to as "Retiring Directors")</p> <p>The Retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and NC, where relevant.</p> <p>The profiles of the Retiring Directors are set out in the Profile of Directors in the Annual Report for the FYE 2023.</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>As of the date of this Corporate Governance Report, the Board has 8 members, comprising 4 Independent Non-Executive Directors and 4 Executive Directors, at least half of the Board comprises Independent Directors.</p> <p>All the Independent Non-Executive Directors satisfy the definition of independence as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>Having assessed the Directors' independence, the Board is satisfied with their level of independence demonstrated and their ability to act in the Company's best interests.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.3

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

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

Application	:	Not applicable - Step Up 5.4 adopted	
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

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

Practice 5.4 - Step Up

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

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
Application	: Adopted
Explanation on adoption of the practice	: The Board takes cognisance that the tenure of an Independent Director should not exceed a cumulative term of 9 years. Upon completing 9 years, an Independent Director may continue to serve on the Board subject to the said Director's re-designation as a Non-Independent Director. The Board Charter has stipulated that the tenure for an Independent Director is capped at 9 years and the said Director shall be re-designated as a Non-Independent Director thereafter. As of the date of this Corporate Governance Report, none of the Independent Directors has served more than 9 years on the Board.

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 acknowledges the importance of boardroom diversity in terms of skills, experience, age, gender, ethnicity and social background.</p> <p>The NC is responsible for making recommendations relating to any new appointment of Director to the Board and key senior management. The NC is guided by the following procedure of recruitment/selection for directorship: -</p> <ol style="list-style-type: none">1. Draw up specifications.2. Search of candidates – with the assistance of external consultants, if necessary.3. Meet with candidates.4. Make the recruitment/selection.5. Issue Letter of Appointment upon selection and approval from the Board. <p>The following fit and proper criteria was adopted for the appointment and re-election of Directors of the Group as set out in the Directors' Fit and Proper Policy: -</p> <ol style="list-style-type: none">(i) Probity;(ii) Personal integrity;(iii) Financial integrity;(iv) Reputation;(v) Qualifications, training and skills;(vi) Relevant experience and expertise;(vii) Relevant past performance or track record;(viii) Ability to discharge role having regard to other commitments; and(ix) Participation and contribution in the Board or track record. <p>The NC assesses the suitability of the candidates by taking into consideration the mix of skills, knowledge, expertise and experience, professionalism, integrity, competencies and time commitment ("Criteria").</p>

	<p>The NC reviews regularly the Board structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and made recommendations to the Board with regard to any changes.</p> <p>During the FYE 2023, the NC has evaluated and satisfied that Datin Ng Fong Shiang has fulfilled the Criteria and recommended her proposed appointment as the Executive Director to the Board. The Board has subsequently approved her appointment to take effect on 29 May 2023.</p> <p>The Board through the NC, has ensured the newly appointed Executive Director and all the Directors of the Company are able to devote required time to discharge their duties effectively by holding not more than 5 directorships in public listed companies and avoiding over-commitment in multiple directorships in non-listed companies.</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 5.6

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>Pursuant to the Policies Governing the Board of Directors, the existing Directors/ NC may propose the potential candidate to the Chairman of the NC, from the following independent sources: -</p> <ul style="list-style-type: none">• their own personal contacts; and/or• the external consultants or advisers; and/or• a registry of directors, such as that maintained by the NAM Institute for the Empowerment of Women Malaysia (NIEW) at http://www.wcdregistry.com, or the Malaysian Alliance of Corporate Directors at http://www.macd.org.my; and/or• any independent approaches and sources. <p>The identification of the Board candidate, Datin Ng Fong Shiang has been facilitated through recommendation from the Management's contact in related industries. Upon conducting due diligence and ensuring the fit and proper criteria as stipulated in the Fit and Proper Policy are fulfilled, the NC has in turn recommended the same to the Board for consideration. Datin Ng Fong Shiang was appointed as Executive Director of the Company on 29 May 2023.</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 5.7

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>To assist shareholders in their decision on the re-election of the Retiring Directors, the information of the Retiring Directors had been included in the Explanatory Notes in the AGM notice.</p> <p>In addition, the details of the Retiring Directors, such as interests, 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, are set out in the Profile of Directors of the Annual Report for the FYE 2023.</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	:	<p>The NC is chaired by Dato' Mahamed bin Hussain who is an Independent Non-Executive Director.</p> <p>The NC Chairman is responsible for:-</p> <ul style="list-style-type: none"> (i) leading the succession planning and appointment of Directors, and oversee the development of a diverse pipeline for Board and Management succession, including the future Chairman, Executive Directors and Managing Director; and (ii) leading the annual review of Board effectiveness, ensuring that the performance of each individual Director and Chairman of the Board is independently assessed. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board acknowledges the importance of boardroom diversity in terms of gender.</p> <p>During the FYE 2023, the Board consists of 1 female Director, representing 12.5% women participation at the Board level. Nonetheless, the Key Senior Management comprises 40% of women representation.</p> <p>The Board recognises the need for enhancing boardroom diversity, not only in terms of gender but also in terms of age, ethnicity and social background. The Board will strive to encourage a dynamic and diverse composition of the Board by nurturing suitable and potential candidates equipped with the competency, skills, experience, character, time commitment, integrity and other qualities in meeting the Company's future needs.</p> <p>The NC and the Board would ensure that steps are undertaken to ensure that suitable women candidates are sought from various sources, should the need arises.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board acknowledges the importance of boardroom diversity and supports the recommendation of the Malaysian Code on Corporate Governance on the establishment of a gender diversity policy. However, the Board does not have specific policy on gender diversity.	
		The Board recognises the need for enhancing boardroom diversity, not only in terms of gender but also in terms of age, ethnicity and social background. The Board will strive to encourage a dynamic and diverse composition of the Board by nurturing suitable and potential candidates equipped with the competency, skills, experience, character, time commitment, integrity and other qualities in meeting the Company's future needs.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 6.1

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

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

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.

Application	:	Applied												
Explanation on application of the practice	:	<p>The Board, through the NC, undertakes a formal and objective annual evaluation to determine the effectiveness of the Board, Board Committees and each individual Director.</p> <p>The NC had conducted the following assessments for the FYE 2023: -</p> <table border="1"> <thead> <tr> <th>Evaluation</th> <th>Assessment Criteria</th> </tr> </thead> <tbody> <tr> <td>Individual Directors</td> <td> <ul style="list-style-type: none"> • Fit and proper • Contribution and performance • Calibre and personality </td> </tr> <tr> <td>Board and Board Committee</td> <td> <ul style="list-style-type: none"> • Board mix and composition • Quality of information and decision making • Boardroom activities • Board's relationship with the Management • ESG issues or sustainability • Board Committees' performance </td> </tr> <tr> <td>Individual AC members</td> <td> <ul style="list-style-type: none"> • Skills, experience and understanding • Calibre and personality • Participation and contribution </td> </tr> <tr> <td>AC</td> <td> <ul style="list-style-type: none"> • Quality and composition • Skills and competencies • Meeting administration and conduct </td> </tr> <tr> <td>Independence of the Independent Directors</td> <td>Independence criteria in accordance with Paragraph 1.01 and Practice Note 13 of the Main Market Listing</td> </tr> </tbody> </table>	Evaluation	Assessment Criteria	Individual Directors	<ul style="list-style-type: none"> • Fit and proper • Contribution and performance • Calibre and personality 	Board and Board Committee	<ul style="list-style-type: none"> • Board mix and composition • Quality of information and decision making • Boardroom activities • Board's relationship with the Management • ESG issues or sustainability • Board Committees' performance 	Individual AC members	<ul style="list-style-type: none"> • Skills, experience and understanding • Calibre and personality • Participation and contribution 	AC	<ul style="list-style-type: none"> • Quality and composition • Skills and competencies • Meeting administration and conduct 	Independence of the Independent Directors	Independence criteria in accordance with Paragraph 1.01 and Practice Note 13 of the Main Market Listing
Evaluation	Assessment Criteria													
Individual Directors	<ul style="list-style-type: none"> • Fit and proper • Contribution and performance • Calibre and personality 													
Board and Board Committee	<ul style="list-style-type: none"> • Board mix and composition • Quality of information and decision making • Boardroom activities • Board's relationship with the Management • ESG issues or sustainability • Board Committees' performance 													
Individual AC members	<ul style="list-style-type: none"> • Skills, experience and understanding • Calibre and personality • Participation and contribution 													
AC	<ul style="list-style-type: none"> • Quality and composition • Skills and competencies • Meeting administration and conduct 													
Independence of the Independent Directors	Independence criteria in accordance with Paragraph 1.01 and Practice Note 13 of the Main Market Listing													

		Requirements of Bursa Malaysia Securities Berhad
	<p>The criteria for the above evaluations are guided by the Corporate Governance Guide (4th Edition).</p> <p>For the FYE 2023, the results of the aforesaid evaluations were then collated by the Company Secretaries and tabled to the NC for deliberation. Each Director was provided feedback on their contribution to the Board and its Committees.</p> <p>Based on the assessment carried out for the FYE 2023, the NC concluded the following:-</p> <ul style="list-style-type: none"> • the Board's current size and composition are appropriate and well-balanced with the right mix of skills. The Board composition comprises individuals with the necessary skills, qualifications and experiences to enable the Board to discharge its duties and responsibilities effectively. • each member of the Board and Board Committees had performed fairly well and had discharged their duties with care and diligence. • the Independent Directors have demonstrated their ability to act in the best interest of the Company in decision-making and are independent of the Management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interests 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

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has adopted Remuneration Policies for both Executive Directors and Non-Executive Directors. For Executive Directors, the remuneration packages have been structured to link rewards to corporate and their individual performance. For Non-Executive Directors, the remuneration packages are based on their experience and level of responsibilities undertaken.</p> <p>The Remuneration Policies are in line with the Group's overall practice on compensation and benefits, which is to reward employees competitively, taking into account performance, market comparisons and competitive pressures in the industry. Whilst not seeking to maintain a strict market position, it takes into account comparable roles in similar organisations. The remuneration of the Board is determined on the basis of standards in the market and reflects demands to the expected competencies and efforts in light of the scope of their work and the number of Board and Board Committee meetings.</p> <p>The remuneration of Senior Management is determined by the Executive Directors and recommended to the RC and Board for approval. The factors and criteria to be taken into account when determining the remuneration of the Senior Management, or any change to their existing remuneration, by the Executive Directors are, inter alia, as follows:</p> <ul style="list-style-type: none">• Number of years' working experience;• Number of years' working experience in the Company/Group;• Qualifications;• Specific skillsets and areas of expertise, especially in the areas of the Company's specific business operations;• Work ethic;• Aptitude;

	<ul style="list-style-type: none"> • Leadership skills; • Ability to lead and motivate teams; • The average salary of a similarly qualified manager in other companies of the same size and in the same industry; and • Other ad-hoc criteria to be determined on a case-by-case basis. <p>The Remuneration Policies and the Policies governing the Board are to be regularly reviewed by the RC and Board as and when required.</p> <p>The Remuneration Policies for the Executive Directors and Non-Executive Directors and the Policies governing the Board are available at the Company's corporate website at https://pttgroup.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 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 RC comprises exclusively of Independent Non-Executive Directors and is chaired by Dato' Mahamed bin Hussain. The RC discharges its responsibilities in accordance with its written Terms of Reference, among others, assisting the Board in reviewing matters relating to the remuneration of the Directors and Senior Management as guided by the Remuneration Policies.</p> <p>Directors have abstained from deliberation and voting on their own proposed Directors' fees or remuneration package at the RC meeting and Board meeting.</p> <p>The Non-Executive Directors have abstained and undertaken to ensure that persons connected to them to abstain from voting in respect of their direct and/or indirect interests on the resolution pertaining to the approval of the Directors' fees in the Fifty-First AGM held on 28 December 2022.</p> <p>The Terms of Reference of RC which set out the authorities, duties and responsibilities of the RC was last reviewed on 12 October 2022 and is available at the Company's corporate website at https://pttgroup.com.my/.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The details of the remuneration of the Directors of the Company and Group who served during the FYE 2023 are set out in the table below, to which the Directors' fees and benefits had been approved by the shareholders at the Fifty-First AGM: -

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Abd Rahim bin Jaafar	Executive Director	-	-	-	-	-	-	-	-	-	300.0	-	20.0	38.2	358.2
2	Teo Swee Leng	Executive Director	-	-	-	-	-	-	-	-	-	300.0	-	-	37.1	337.1
3	Teo Swee Phin	Executive Director	-	-	-	-	-	-	-	-	-	600.0	-	14.0	74.2	688.2
4	Tuan Sr. Hj. Mohd Farid bin Naim <i>(Resigned on 1 October 2023)</i>	Executive Director	-	-	-	-	-	-	-	-	-	84.0	-	-	11.2	95.2
5	Datin Ng Fong Shiang <i>(Appointed on 29 May 2023)</i>	Executive Director	-	-	-	-	-	-	-	-	2.0	23.8	-	1.4	3.0	30.2
6	Dato' Mahamed bin Hussain	Independent Director	48.0	2.1	-	-	-	-	50.1	48.0	2.1	-	-	-	-	50.1
7	Datuk Ir. Ruslan bin Abdul Aziz	Independent Director	48.0	1.8	-	-	-	-	49.8	48.0	1.8	-	-	-	-	49.8
8	Dato' Paul Lim Tau Ern	Independent Director	48.0	1.8	-	-	-	-	49.8	48.0	1.8	-	-	-	-	49.8
9	Toh Seng Thong	Independent Director	48.0	1.8	-	-	-	-	49.8	48.0	1.8	-	-	-	-	49.8
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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

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

Practice 8.2

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

Application	:	Departure																				
Explanation on application of the practice	:																					
Explanation for departure	:	<p>During the FYE 2023, the Company only has 3 key senior management. The 3 key senior management remuneration in bands of RM50,000 are as follows:-</p> <table border="1"> <thead> <tr> <th>Range of remuneration</th> <th>Number of Key Senior Management</th> </tr> </thead> <tbody> <tr> <td>RM100,000 and below</td> <td>1</td> </tr> <tr> <td>RM100,001-RM150,000</td> <td>-</td> </tr> <tr> <td>RM150,001-RM200,000</td> <td>-</td> </tr> <tr> <td>RM200,001-RM250,000</td> <td>-</td> </tr> <tr> <td>RM250,001-RM300,000</td> <td>-</td> </tr> <tr> <td>RM300,001-RM350,000</td> <td>-</td> </tr> <tr> <td>RM350,001-RM400,000</td> <td>-</td> </tr> <tr> <td>RM400,001-RM450,000</td> <td>1</td> </tr> <tr> <td>RM450,001-RM500,000</td> <td>1</td> </tr> </tbody> </table> <p>The Board is of the view that the disclosure of the 3 senior management's remuneration on a named basis would not be in the best interest of the Group and may give rise to recruitment and talent retention issues.</p> <p>The Board will ensure that the remuneration of the key senior management is commensurate with their duties and responsibilities, and the performance of the Group.</p>	Range of remuneration	Number of Key Senior Management	RM100,000 and below	1	RM100,001-RM150,000	-	RM150,001-RM200,000	-	RM200,001-RM250,000	-	RM250,001-RM300,000	-	RM300,001-RM350,000	-	RM350,001-RM400,000	-	RM400,001-RM450,000	1	RM450,001-RM500,000	1
Range of remuneration	Number of Key Senior Management																					
RM100,000 and below	1																					
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RM400,001-RM450,000	1																					
RM450,001-RM500,000	1																					
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>																						
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.																				

Timeframe	:	Choose an item.	
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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 Chairman of the AC, Dato' Mahamed bin Hussain, is an Independent Non-Executive Director whilst Dato' Abd Rahim bin Jaafar serves as the Chairman of the Board. This has ensured that the objectivity of the Board's review of the AC's findings and recommendations is not impaired.</p> <p>During the FYE 2023, the AC Chairman, together with other members of the AC, has ensured that:-</p> <ul style="list-style-type: none">(i) the AC received audit reports from External Auditors about significant matters related to the Group's audit and its financial statements and these matters had been addressed;(ii) the AC had discussed their concerns to Internal and External Auditors and obtained feedback for improvement;(iii) the AC's concerns on matters that may affect the Group's financial or audit were communicated to the External Auditors; and(iv) there is co-ordination between Internal and External Auditors.
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 Board has adopted the Terms of Reference of AC to formalise the appointment of a former partner of the external audit firm of the Group (inclusive affiliate firm and/or those providing advisory services, tax consulting and etc) as an AC member requires an observance of a cooling-off period of at least 3 years.</p> <p>Presently, none of the AC members were former partners of the Group’s external audit firms and/or affiliate firms.</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 AC is tasked with the annual assessment process on the External Auditors' suitability, objectivity, independence and performance.</p> <p>During the FYE 2023, the AC has carried out the annual assessment, which has taken into consideration of the following criteria: -</p> <ul style="list-style-type: none">(i) Calibre of external audit firm(ii) Quality processes/performance(iii) Audit team(iv) Independence and objectivity(v) Audit scope and planning(vi) Audit fees(vii) Audit communications <p>Based on the assessment results, the AC was satisfied with the quality of audit, competency and sufficiency of resources, objectivity and audit independence of the Company's External Auditors, Messrs. Moore Stephens Associates PLT.</p> <p>In addition, the AC had reviewed the audit and non-audit fees for the FYE 2023 to avoid the independence of the External Auditors is impaired.</p> <p>Messrs. Moore Stephens Associates PLT had also provided the AC with a written assurance in their audit memorandum confirming their independence throughout the conduct of the audit engagement in accordance with the relevant professional and regulatory requirements.</p> <p>Having considered all the above criteria, the Board has approved the AC's recommendation on the re-appointment of Messrs. Moore Stephens Associates PLT as the Company's External Auditors for the ensuing financial year for the shareholders' approval in the Company's forthcoming Fifty-Second 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	:	<p>The AC comprises exclusively of Independent Non-Executive Directors. Thus, there is a strong and independent element to provide adequate oversight to function effectively and exercise objective judgements independently. The composition of the AC is as follows:-</p> <ol style="list-style-type: none">1. Dato' Mahamed bin Hussain (Chairman/Independent Non-Executive Director)2. Datuk Ir. Ruslan bin Abdul Aziz (Independent Non-Executive Director)3. Dato' Paul Lim Tau Ern (Independent Non-Executive Director)4. Mr. Toh Seng Thong (Independent Non-Executive Director)

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The AC members collectively possess the accounting and related financial management expertise and experience required for the AC to discharge its responsibilities and assist the Board in its oversight over the financial reporting process.</p> <p>The individual AC members' qualifications and experience are disclosed in the Profile of Directors in the Company's Annual Report for the FYE 2023.</p> <p>Based on the outcome of the performance assessment undertaken on the AC, the NC was satisfied with the performance of the AC and each of its members for the FYE 2023.</p> <p>The AC members received ongoing trainings and development as detailed in the Company's Annual Report for the FYE 2023 to keep themselves updated on the relevant developments in accounting and auditing standards, practices and rules.</p> <p>In addition, updates and developments in the auditors reporting standards were also presented by the External Auditors at AC meetings.</p> <p>The AC is responsible for overseeing the financial statements reporting, risk management, internal control system, related party transactions, financial assistance support, internal audit function and the Company's relationship with Internal Auditors and External Auditors in relation to their scope of work and audit performance.</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 acknowledges its overall responsibility to establish a sound system of internal control and risk management that provides a reasonable assurance against material misstatement of management, loss or fraud and failure to achieve business objectives.</p> <p>The AC is tasked with assessing the Group's internal control environment to determine the adequacy and effectiveness of the system of internal controls put in place by the Management. The review covers financial, operational and compliance controls.</p> <p>The Company has appointed an outsourced Internal Auditors, PKF Risk Management Sdn. Bhd., as an integral part of the control structure and risk management framework of the Group.</p> <p>The Group's internal control system includes the following key elements:-</p> <ul style="list-style-type: none">• The Group has a defined delegation of authority with clear lines of responsibility. It sets out the appropriate approving authority at various levels of Management for decisions to be taken including matters that require Board approvals. The relevant policies are reviewed regularly and updated when necessary.• The Group has ensured that the financial and operational policies and procedures are in place, such as the Standard Operating Procedure Manual for the property and construction division.• The internal control mechanism is embedded in various work processes at appropriate levels of the Group, such as credit control and aging review of debtors and creditors.• Regular performance reports provide the Management and the Board with comprehensive financial information on the Group's performance.• The Group has implemented budgetary controls for its projects.

	The details of the Group’s risk management and internal control framework are set out in the Statement on Risk Management and Internal Control as disclosed in the Company’s Annual Report for the FYE 2023.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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 recognises that having effective risk management and a system of internal controls is an essential part of good business management practice. The Board also acknowledges that all areas of the Group's activities do involve some degree of risk and is committed to ensuring that the Group has an effective risk management framework that allows the Group to identify, evaluate, monitor and manage risks within defined risk parameters that affect the achievement of the Group's business objectives.</p> <p>The Group's outsourced internal audit function is tasked to independently review the existing systems, controls and procedures and provide recommendations that would further enhance the internal controls.</p> <p>Based on the audits, the outsourced Internal Auditors provide the AC with independent and objective reports on the state of internal control of the various operating units within the Group and the extent of compliance by the units with the Group's established policies and procedures.</p> <p>The Board has reviewed the overall risk management and internal control systems of the Group and is of the view that the systems are adequate and effective as there were no material control deficiencies which would have any material adverse effects on the performance or operations of the Group for the FYE 2023.</p> <p>The key features of the Group's risk management framework and internal control system are disclosed in the Statement on Risk Management and Internal Control in the Company's Annual Report for the FYE 2023.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 10.3 - 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 internal audit function is supported by an outsourced independent professional service provider, PKF Risk Management Sdn. Bhd., to assist the AC and Board in discharging their responsibilities by providing independent and objective assurance and advisory services that seek to add value and improve the Group's operations. The Internal Auditors report directly to the AC.</p> <p>The AC approves their audit plan and monitors the implementation progress of their audit recommendations upon completion.</p> <p>The following matters in relation to the internal audit function are reserved matters for the AC: -</p> <ul style="list-style-type: none">(i) approve any appointment or termination, or removal of Internal Auditors or members of the internal audit function;(ii) review the internal audit plan, processes, internal audit reports, results and findings of the internal audit assessments, fraud investigations undertaken, and whether the Management has taken any appropriate actions and steps in response to the recommendations on audit findings as well as the audit fee;(iii) review the adequacy of the scope, functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its work; and(iv) review any appraisal or undertake an assessment of the performance of the Internal Auditors or members of the internal audit function. <p>During the FYE 2023, the AC was satisfied that –</p> <ul style="list-style-type: none">(a) the person responsible for the internal audit has relevant experience, sufficient standing and authority to enable him/her to discharge his/her functions effectively;(b) internal audit has sufficient resources and is able to access information to enable it to carry out its role effectively; and

	<p>(c) the personnel assigned to undertake internal audit have the necessary competency, experience and resources to carry out the function effectively.</p> <p>The Internal Auditors have and will continue to keep abreast with developments in the profession, relevant industry and regulations to ensure they are able to perform their roles effectively.</p> <p>The internal audit function is independent of the operations of the Company and provides the Board with reasonable assurance of the effectiveness of the internal control systems in the Group.</p> <p>The AC annually reviews the adequacy and performance of the Internal Auditors. During the FYE 2023, the AC has evaluated PKF Risk Management Sdn. Bhd. and is satisfied with the performance of the Internal Auditors that they had been able to discharge their duties and functions satisfactorily, and delivered the Internal Audit Report according to the approved internal audit plan.</p> <p>The details and summary of work of the internal audit function are further disclosed in the AC Report in the Company's Annual Report for the FYE 2023.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has outsourced its internal audit function to an independent professional services firm, PKF Risk Management Sdn. Bhd., which reports directly to the AC.</p> <p>The engagement team from PKF Risk Management Sdn. Bhd. is headed by Dr. Wong Ka Fee, who has over 16 years of experience in internal audit, risk management, compliance review and business advisory. Dr. Wong Ka Fee has a Doctoral Degree in Behavioral Finance from Universiti Utara Malaysia and double Master degrees from 2 different prestigious Universities from United Kingdom, i.e., Master of Science in Management Consultancy from Liverpool John Moores University and Master of Business Administration from University of Wales. The internal audits carried out by the Internal Auditors are guided by the International Professional Practices Framework issued by the Institute of Internal Auditors Inc., a globally recognised professional body for internal auditors.</p> <p>The number of staff deployed for the internal audit reviews of the Group ranges from 2 to 4 staff per visit.</p> <p>The AC had evaluated and reviewed the internal audit function in terms of scope, competency, resources and independence. The AC was also satisfied that the Internal Auditors performed their work in accordance with the principles of the international internal auditing standards covering the conduct of the audit planning, execution, documentation, communication of findings and consultation with key stakeholders on the audit concerns.</p> <p>The AC also received assurance from the outsourced Internal Auditors that all assigned engagement team personnel remain independent, objective and free from any relationships or conflicts of interest in carrying out their internal audit duties throughout the engagement.</p>

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

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of timely and high-quality disclosure as a key component to uphold the principles and best practices of corporate governance for the Group.</p> <p>In this respect, the Company keeps shareholders informed via announcements and timely release of quarterly financial reports through Bursa Malaysia Securities Berhad, annual reports and circulars to shareholders.</p> <p>The Group also has put in place a Corporate Disclosure Policy to ensure the communications to the investing public regarding the business, operations and financial performance of the Company are accurate, timely, factual, informative, consistent, broadly disseminated and where necessary, information filed with regulators is in accordance with applicable legal and regulatory requirements.</p> <p>The Corporate Disclosure Policy applies to all Directors, officers and employees of the Company and its subsidiaries and those authorised to speak on their behalf. The Corporate Disclosure Policy is available at the Company's corporate website at https://pttgroup.com.my/.</p> <p>The Company has designated the Executive Chairman and the Managing Director as spokespersons, to be responsible for communication with the investment community, regulators or the media.</p> <p>The Board has elected the AC Chairman and members as an independent receiving avenue for any concerns for whistleblowing purposes.</p> <p>Nevertheless, the AGM is the principal forum for dialogue and interaction with the Company's shareholders. It provides an opportunity for the shareholders to seek and clarify any issues pertaining to the Group and better understand the Group's activities and performance.</p>

	<p>Lastly, the Company has a dedicated investor relation section on the Company's corporate website at https://pttgroup.com.my/, which is accessible to the public. Communication and feedback from the investors can also be directed to the Company's Investor Relations via telephone or email as follows: -</p> <p>Telephone no. : 03 – 5037 2822 Email : info@ptt.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

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 Fifty-First AGM was issued on 28 October 2022, which is more than 28 days prior to the AGM held on 28 December 2022. This ensures that shareholders are given sufficient time to read and consider the resolutions to be resolved.</p> <p>The Notice of AGM also provides further explanation for the resolutions proposed along with any background information and relevant reports or recommendations, where required and necessary, to enable shareholders to make an informed decision in 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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board acknowledges the importance of the attendance of all Directors and the Chair of the AC, NC and RC in the AGM to provide meaningful response to the questions addressed to them by the shareholders.	
		During the Fifty-First AGM held on 28 December 2022, Datuk Ir. Ruslan bin Abdul Aziz and Mr. Toh Seng Thong being the Independent Non-Executive Directors were absent due to other commitments.	
		Save for the aforesaid Directors, the other Directors, Chair of the AC, NC and RC, Management and External Auditors were present at the Fifty-First AGM to provide an effective engagement with the shareholders.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 13.3

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 Board recognises the importance of leveraging on technology to facilitate remote shareholders' participation and voting on all resolutions via remote participation and voting facilities. After due consideration of the following factors, the Board is of the view that physical general meetings support more meaningful engagement and interaction between Directors, senior management and shareholders:-</p> <p>(i) Affordability of technology and infrastructure; and (ii) Sufficient number of shareholders residing at particular remote location(s).</p> <p>Even though the Company conducted its Fifty-First AGM on 28 December 2022 physically, shareholders are allowed to vote in absentia by way of appointing the Chairman of the AGM as their proxy to vote on their behalf by submitting their proxy form with pre-determined voting instructions for the Chairman to vote for and on their behalf.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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>The Chairman ensures the shareholders and proxies were given adequate opportunity and time to participate and engage the Board and Senior Management effectively in order for them to make informed voting decisions.</p> <p>If the shareholders have further questions prior to the general meeting(s), the shareholders may pose their questions to the Company by emailing to info@ptt.com.my ("Communication Channel").</p> <p>Should there be any unanswered questions raised during the AGM, the Company will follow up and address those questions concerned by leveraging the Communication Channel in order to ensure that all questions are addressed and receive a meaningful response.</p> <p>The Chairman actively encouraged the shareholders and/or proxies to participate in the question-and-answer session, however, there were no questions being raised during the Fifty-First AGM held on 28 December 2022.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice :	
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application :	Applied
Explanation on application of the practice :	The Minutes of the Fifty-First AGM were made available to the shareholders within 30 business days after the Fifty-First AGM at the Company's corporate website at https://pttgroup.com.my/ .
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

**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.

N/A
