CORPORATE GOVERNANCE REPORT

STOCK CODE : 3395
COMPANY NAME : BERJAYA CORPORATION BERHAD
FINANCIAL YEAR : 30 JUNE 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE
Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA
Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board is responsible for the performance and affairs of the Group and the provision of leadership and guidance for setting the strategic direction of the Group. The Board has adopted a Mission and Vision Statement for the Company. The Mission and Vision Statement sets out the Company's values and standards, the primary goals and purposes of the Company and to provide a roadmap for the employees to achieve the objectives. In order to realise the Mission and Vision of the Company, the Board as a whole, is led by the Chairman and supported by the Joint Chief Executive Officers ("Joint CEOs") and Executive Directors, works together with Senior Management to promote good corporate culture and behaviour within the Company that is ethical, prudent and professional. The duties and powers of the Board are governed by the Constitution of the Company, the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and other regulatory requirements that are in force. The Board Charter is available on the Company's website at www.berjaya.com. The Chairman is responsible for providing leadership to the Board while the day-to-day management of the Group is delegated to the Joint CEOs.

	The Joint CEOs hold the primary executive responsibility for the Group's business performance and manages the Group in accordance with the strategies and policies approved by the Board. The Joint CEOs are also responsible to lead the Senior Management of the Company in making, implementing and managing the day-to-day decisions on the business operations, the Group's resources and the associated risks involved in pursuing the Group's corporate objectives. The Executive Directors are involved in leadership roles overseeing the day-to-day operations and management within their specific areas of expertise or assigned responsibilities. They are also responsible for implementing strategic plans and policies set by the Board and to assist Joint CEOs in discharging their duties. The Non-Executive Directors are not involved in the day-to-day management of the Group but contribute their own particular expertise and experience in the development of the business strategy of the Group and to make insightful contribution during the Board's deliberation. They also assist and ensure the Board adopts a good corporate governance practice within the Group. The Independent Directors are independent of management and free from any significant business or other relationship with the Company or Group. Hence, they are able to provide an unfettered and unbiased independent judgment and to promote good corporate governance in their roles as Independent Directors. Their participation as members of the various Board Committees also enables them to contribute towards the enhancement of corporate governance and controls of the Group. The Board has established and is supported by the following Board Committees to provide independent oversights on management and to ensure that there are appropriate checks and balances while discharging its oversight function:- (i) Audit Committee; (ii) Nomination Committee, (iii) Remuneration Committee, (iv) Risk Management Committee; and (v) Sustainability Committee. Each of the Board Committee operates within its respective Terms of Reference ("TOR") that also clearly defines its respective functions and authorities. The TOR of the respective Board Committee are periodically reviewed by the Board Committee and approved by the Board to ensure that the TOR remains relevant and adequate in governing the

	responsibilities of the Committees and reflects the latest developments of the Companies Act 2016, the Main Market Listing Requirements of Bursa Securities and the Malaysian Code on Corporate Governance. These Board Committees have the authority to report to the Board with their recommendations. However, the ultimate responsibility for the final decision on all matters still lies with the Board.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 1.2
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	:	The Chairman of the Board, YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail, is the Non-Independent Non-Executive Chairman of the Company. Her Highness is responsible for providing leadership to the Board and ensuring smooth and effective functioning of the Board. The Chairman will preside at all Board meetings and general meetings of the Company and will ensure that procedural rules are followed in the conduct of meetings and that decisions made are formally recorded and adopted. The roles and responsibilities of the Chairman of the Board are set out in the Board Charter and a copy of which is available on the Company's website at www.berjaya.com.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 1.3
The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	The positions of Chairman and CEO are held by different individuals. The distinct and separate roles of the Chairman and CEO with their clear division of responsibilities ensures that there is a balance of power and authority, such that no individual has unfettered decision-making powers. The Chairman of the Board is YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail and her Highness is responsible for providing leadership to the Board and ensuring the smooth and effective functioning of the Board. The Chairman will also ensure that the procedural rules are followed in the conduct of meetings and that decisions made are formally recorded and adopted. The Joint Chief Executive Officers ("Joint CEOs"), namely, Vivienne Cheng Chi Fan and Nerine Tan Sheik Ping play important roles in the stewardship of the direction and operations of the Group. The Board has delegated the day-to-day management of the Group's business to the Joint CEOs. They hold the primary executive responsibility for the Group's business performance and to manage the Group in accordance with the strategies and policies approved by the Board. The Joint CEOs will focus on the strategic and operational decision-making and planning the future business direction of the Group. The key roles and responsibilities of the Chairman and CEO are set out in the Board Charter of the Company and a copy of which is available on the Company's website at www.berjaya.com.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 1.4
The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

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'.		
Application	:	Applied
Explanation on application of the practice	:	The Chairman of the Board, namely, YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail, is not a member of Audit Committee, Nomination Committee or Remuneration Committee. The Chairman was not invited to attend any of these committees' meetings held during the financial year.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 1.5
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	:	The Board is supported by qualified and competent Company Secretaries who are qualified to act as Company Secretary as prescribed under Section 235(2) of the Companies Act 2016. The Company Secretaries played an important role in good governance by helping the Board and Board Committees to function effectively and in accordance with their terms of reference and best practices. The Company Secretaries also played an advisory role and advise the Board and Board Committee(s) on the Company's Constitution and their roles and responsibilities as well as to inform them of any changes in the statutory, corporate governance and/or other relevant regulatory requirements. The Company Secretaries will briefly inform the Board and Board Committee(s) on the implication(s) and/or action(s) required, if any, arising from such changes and the impact on the Company and its Directors. The Company Secretaries organise and attend all Board and Board Committees Meetings where they act as Secretaries and are responsible to ensure that meetings are properly convened, proceedings are accurately and properly recorded and all resolutions passed are minuted and maintained at the Registered Office of the Company. The Company Secretaries have also been attending the relevant training programmes, conferences, seminars and/or forums so as to keep themselves abreast with the current regulatory changes in laws, relevant regulatory requirements and corporate governance so as to be able to provide appropriate updates and/or advice to the Board and/or Board Committee(s). The roles and responsibilities of the Company Secretaries are also set out in the Company's Board Charter and a copy of which is available on the Company's website at www.berjaya.com.

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

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

Practice 1.6
Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	All Directors are furnished with the relevant agenda and Board Papers five (5) business days except for meetings called on an ad-hoc basis for special matters or urgent proposal that required the Board's expectations review or consideration and approval. Reasonable notice for such meetings shall be sufficient. This is to enable the Directors have an overview of matters to be discussed or reviewed at the meetings and to seek further clarifications, if any. The Directors are also provided with electronic devices, i.e. an iPad for a more efficient communication and dissemination of the Board Papers to enable the Directors to read and prepare in advance before the meeting to ensure deliberations at the meeting are constructive. It also enables the Directors to obtain further clarifications and/or explanations, where necessary, in order to be properly briefed before the meeting. The Board Papers includes, among others, the minutes of preceding meetings of the Board and Board Committees, summary of dealings in shares by the Directors or affected persons and Directors' circular resolutions, Group's Investments in subsidiary/associated companies, reports on the Group's financial statements, operations and any relevant corporate developments and/or proposals. All Directors also ensure that the minutes of Board Meetings reflect the deliberations and decisions of the Board including whether any Directors had abstained from voting/deliberating on a particular matter. The minutes of the meeting will be circulated to all Directors and tabled at next meeting for confirmation. The minutes of the meeting are duly signed by the Chairman and properly kept at the Registered Office. In the absence of any forthcoming Board Meetings, any matters requiring the sanction of the Board may be sought by way of Directors' circular resolutions. All circular resolutions approved by the Board are tabled for notation at the next Board Meeting.

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

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

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

Practice 2.1
The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

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

Application	:	Applied
Explanation on application of the practice	:	The Board has adopted a Board Charter which clearly sets out the respective roles and responsibilities of the Board, Board Committees and individual Directors in promoting the standards of corporate governance and practices. In addition, there is a formal schedule of matters reserved for the Board's deliberations and decision as set out in the Board Charter to ensure that the direction and control of the Group are in the hands of the Board. The Board Charter is reviewed by the Board periodically to ensure its remains consistent with the Board's objectives and responsibilities and in line with the Companies Act 2016, requirement of the Malaysian Code on Corporate Governance ("MCCG") and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board Charter was reviewed and approved by the Board on 29 August 2023 to reflect the recent changes in the regulatory requirements and a copy of the Board Charter is available on the Company's website at www.berjaya.com. The Board is supported by the following Board Committees to provide independent oversights of management and to ensure that there are appropriate checks and balances in discharging its oversight function:- (a) Audit Committee; (b) Nomination Committee; (c) Remuneration Committee; (d) Risk Management Committee; and (e) Sustainability Committee. Each of the Board Committee operates within its respective Terms of Reference ("TOR") that also defines its respective functions and authorities. The TOR of the respective Board

	Committees are periodically reviewed by the Board Committee and approved by the Board to ensure that the TOR remains relevant and adequate in governing the responsibilities of the Committees and to reflect latest requirements of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and MCCG.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 3.1
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	:	The Group has adopted a Code of Conduct covering business ethics, workplace safety and employees' personal conduct for all employees of the Company and all of its subsidiaries and associates. The purpose of the Code of Conduct is to ensure that all employees and Directors maintain and enforce the highest standards of ethics and professional conduct in the performance of their duties and responsibilities throughout the organisation. All employees and Directors of the Company are required to declare that they have received, read and understood the provisions of the Code of Conduct and agreed to comply with its terms throughout their employment or tenure with the Company. The Board would periodically review the Code of Conduct and a copy is available on the Company's website at www.berjaya.com. Apart from the above, the Directors also have its own Code of Conduct which is set out in the Board Charter. The Code was formulated to enhance the standard of corporate governance and to promote ethical conduct of the Directors. The Board has also adopted a T.R.U.S.T Concept which forms the ethos and philosophy of the top management in respect of the Group's fight against bribery and corruption in all its business dealings, transactions and such other related activities.

	The T.R.U.S.T Concept was approved by the Board on 30 May 2023 and can be accessible on the Company's website at www.berjaya.com.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 3.2
The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The Board has formalised a Whistleblowing Policy which serves as an internal communication channel in relation to whistleblowing at workplace and to enable employees or the relevant parties to raise genuine concerns, disclose alleged, suspected or actual wrongdoings on a confidential basis or known improper conduct pursuant to the Malaysian Whistleblower Protection Act 2010 or other similar law prevailing in other countries where the subsidiary companies are located, without fear of any form of victimization, harassment, retribution or retaliation.

The Whistleblowing Policy provides contact details of the following persons as the avenue for the employees or relevant parties to raise concerns of non-compliance to them:-

<table>
<tr><td>Contact person</td><td>:</td><td>Chairman of Audit Committee/ Chief Executive Officer/ Joint Chief Executive Officers</td></tr>
<tr><td>Email:</td><td>:</td><td>whistleblower.bjcorp@berjaya.com.my</td></tr>
<tr><td>Mailing address</td><td>:</td><td>Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No.1 Jalan Imbi,
55100 Kuala Lumpur</td></tr>
</table>

The Board has approved the Whistleblowing Policy and Procedures on 30 May 2023 so as to enhance the reporting procedures to safeguard against the acts of bribery and corruption pursuant to Section 17A of the Malaysian Anti-Corruption Commission Act 2009.

The Whistleblowing Policy and Procedures can be accessed on the Company’s website at www.berjaya.com.

The T.R.U.S.T Concept detailing the adequate procedures to curb and prevent bribery and corruption is also available on the Company’s website at www.berjaya.com.</td></tr>
</table>

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	:	The Board of Directors ("BOD") of the Company is responsible for managing and steering the sustainability strategies and policies and committed to embedding sustainability in the operations through active engagement in decision making, determining strategic directions and ensuring compliance to laws, regulations ethics, risk management control to support and drive long-term value creation taking into consideration economic, environmental and social considerations. The BOD is supported by the two (2) key committees with regard to the Company's sustainability framework: - i. The Sustainability Committee ("SC") was approved as a stand-alone Committee in the BOD, Meeting which was held in financial year 2018. SC comprises mainly of independent directors with the primary objective to evaluate and guide Sustainability Working Group ("SWG") on matters concerning Sustainability reporting. ii. The BOD approved the appointment of the SWG which was formed in October 2016. It comprises representatives from key functional areas responsible for implementing sustainability practices and policy. The SWG is responsible for formulating an internal control system to monitor the performance of its sustainability measures.

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

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

Practice 4.2
The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied
Explanation on application of the practice	:	Independent Non-Executive Directors oversee the Sustainability Committee ("SC") which is tasked with identifying sustainability issues, implementing strategies and addressing concerns relating to the Company's sustainability agenda. The Chairman of SC who is also a member of the Board meet with the BOD to discuss, evaluate and implement sustainability related initiatives and issues. The Company communicates its material Economic, Environmental, Social and Governance ("EESG") information with its stakeholders in a transparent and timely manner: - i. Reports and compliance; ii. Periodic meetings; iii. Materiality survey; iv. Customers' satisfaction survey; v. Regular outlets' visits; vi. Corporate website; vii. Social media; viii. Service delivery feedback; ix. Collaboration, training and events; x. Meetings and discussion; xi. Community's collaboration and consultation; xii. Philanthropic activities; xiii. Volunteerism programmes; xiv. Events and roadshows; xv. Media releases; xvi. Company results announcement meetings; xvii. Annual general meetings; and xviii. Investors' roadshows.

	A comprehensive list of engagements with various stakeholders' groups covering sustainability strategies, priorities and performance targets are set out in the Sustainability Statement in the Company's Annual Report which is made available on its website, https://www.berjaya.com/annual-reports.php	
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 4.3
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	:	The members of Sustainability Committee continuously undertake professional training to keep abreast with sustainability issues relevant to the Company. The Company has implemented various measures to drive sustainability in line with its business values and philosophy including its community investment and environmental-related risks and opportunities. The Company continues to invest and increased its effort to reduce energy consumption and reduce carbon footprint. The Company continuously to identify and carry out more green initiatives.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 4.4
Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The BOD and Sustainability Committee are in the process of identifying and developing suitable sustainability KPIs to be adopted into the performance review process.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	To be based on identified sustainability KPIs.	
Timeframe	:	2 years	

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

Practice 4.5 - Step Up
The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.		
Application	:	Adopted
Explanation on adoption of the practice	:	The SWG collates the significant findings on the significant operating companies' EESG aspects of sustainability which are then coordinated by the Sustainability team. An external consultant was engaged to assist on the write-up of the SS for Financial Year ended ("FYE") 30 June 2024. The SS was reviewed by the Head of Departments and SC's secretary followed by a final review by the SC. The SS is then submitted for the BOD's approval. According to the Terms of Reference, the SC meets twice in a financial year. With effect of FYE 2022, the frequency of the meetings was increased up to a maximum of four times in a financial year.

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.

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The Nomination Committee ("NC") is responsible to oversee and review the overall composition of the Board in terms of size, mix of skills, expertise, experience and other qualities and competencies of the Directors. The NC is also tasked to carry out the necessary evaluation of the effectiveness of each Director, the Board and the Board Committees on an annual basis.

During the financial year, the NC has performed an annual review of the Board's composition. Annual performance evaluation assessment has also been carried out as an effort to monitor the level of effectiveness of the Board, the Board Committees as well as individual Board members.

The NC has also conducted annual assessment and evaluation of retiring Directors namely, Norlela Binti Baharudin, Penelope Gan Paik Ling and Nor Afida Binti Abdul Ali ("Retiring Directors") who were due for retirement by rotation and casual vacancy at the 22nd Annual General Meeting ("AGM") held on 14 December 2023 and based on the assessments conducted, the NC was satisfied with the performance and contribution of the retiring Directors. The Board has accordingly endorsed the re-elections of the retiring Directors at the 22nd AGM as recommended by the NC and their re-election was subsequently approved by the Shareholders.

During the financial year ended 30 June 2024, the Nomination Committee has carried out the following activities:-

<table>
<tr><td>(i)</td><td>reviewed and assessed the mix of skills, expertise, composition, size and experience of the Board;</td></tr>
<tr><td>(ii)</td><td>reviewed and assessed the performance of each individual Director, independence of the Independent Directors, effectiveness of the Board and the Board Committees;</td></tr>
<tr><td>(iii)</td><td>reviewed the performance of the Audit Committee and its members;</td></tr>
</table>
</td></tr>
</table>

	(iv)	reviewed the financial literacy assessment for each of the Audit Committee members;
	(v)	recommended to the Board the re-election of Directors who are due for retirement by rotation and being eligible for re-election for shareholders' approval at the Annual General Meeting;
	(vi)	reviewed and recommended to the Board for approval the revised Terms of Reference of Nomination Committee;

As at 30 June 2024, none of the Independent Directors of the Company has served the Company for a cumulative term of more than nine (9) years.

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

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

Practice 5.2
At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<table>
<tr><td>Application :</td><td>Departure</td></tr>
<tr><td>Explanation on application of the practice :</td><td></td></tr>
<tr><td>Explanation for departure :</td><td>As at 30 June 2024, the Board comprises the following members:

<table>
<tr><td>YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail</td><td>Non-Independent Non-Executive Chairman</td></tr>
<tr><td>Vivienne Cheng Chi Fan</td><td>Joint Chief Executive Officer/Executive Director</td></tr>
<tr><td>Nerine Tan Sheik Ping</td><td>Joint Chief Executive Officer/Executive Director</td></tr>
<tr><td>Chryseis Tan Sheik Ling</td><td>Executive Director</td></tr>
<tr><td>Norlela Binti Baharudin</td><td>Executive Director</td></tr>
<tr><td>Penelope Gan Paik Ling</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Dato’ Sri Leong Kwei Chun</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Nor Afida Binti Abdul Ali</td><td>Independent Non-Executive Director</td></tr>
</table>

For the financial year ended 30 June 2024, three (3) out of eight (8) Directors are Independent Directors. The Company has complied with Paragraph 15.02(1) of the Main Market Listing Requirements of Bursa Securities which states that at least two (2) directors or one-third (1/3) of the Board members of a listed issuer, are independent directors.

However, the Company does not comply with the requirement under Practice 5.2 of the Malaysian Code on Corporate Governance (“MCCG”) which states that for large companies to have majority of independent directors.

The Board views that the presence of the Independent Non-Executive Directors (“INEDs”), though not forming majority of the Board composition, is sufficient to provide the necessary checks and balances on the decision making process of the Board. They are able to contribute their particular expertise and experience in assisting the</td></tr>
</table>

	development of business strategy of the Company and to provide the necessary independent views and judgement with regards to the Board's decision making. The independence of each Independent Non-Executive Director ("INED") is reviewed by Nomination Committee on an annual basis and/or at the time of appointment. All INED have confirmed that they have complied with the definition of "Independent Director" as defined under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Securities and they are able to demonstrate their independent judgement and objectivity in the Board's decision making process.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :	In view that the Company is being categorised as Large Company for the financial year ended 30 June 2024, additional of three (3) independent directors are required to meet the requirement under Practice 5.2 of the MCCG. The Company will review the necessity of sourcing suitable candidate(s) for appointment as independent director(s) of the Company from time to time in order to meet the requirement of Practice 5.2 of the MCCG.	
Timeframe :		

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

Practice 5.3
The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

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

Application	:	Applied	
Explanation on application of the practice	:	As at 30 June 2024, none of the Independent Non-Executive Directors of the Company has served the Board for a cumulative term of more than nine (9) years.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.4 - Step Up
The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.		
Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Practice 5.5
Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises the importance of boardroom diversity and values the benefits that diversity can bring to its board of directors. The Board also recognises that having a range of different skills, backgrounds, experience and diversity is essential to ensure a broad range of viewpoints to facilitate optimal decision making and effective governance. The Board is of the view that while promoting boardroom diversity is essential, the normal selection criteria of a Director is based on an effective blend of competencies, skills, extensive experience and knowledge so as to strengthen the Board. The Nomination Committee ("NC") was tasked with the responsibility for identifying, assessing and recommending the right candidates to the Board as well as reviewing and assessing the composition and performance of the Board. In making its recommendations, the NC will consider, among others, the following selection criteria:- (a) Specific knowledge, skills and relevant working experience (capability); (b) Training and qualifications (competence); (c) Time commitment of the candidate; (d) Independence and any conflicts of interest; (e) External directorship of the candidate; (f) Probity, integrity and reputation; and (g) Other considerations include age, cultural background and gender. The selection criteria for the recruitment process and annual assessment of Directors are contained in the Terms of Reference of the NC and it is available on the

	Company's website at www.berjaya.com. When identifying suitable candidates for appointment or assessing Board composition, the NC will consider candidates on merit against objective criteria and with due regard on the benefits of diversity on the Board and the needs of the Board in order to maintain an optimum mix of skills, knowledge and experience of the Board members. The Board has in place a Board Diversity Policy and a copy of which is available on the Company's website at www.berjaya.com. The appointment of Senior Management will be delegated to the Company's Head of Human Resource and they will focus on their working experience, skills, competencies, integrity and commitment in the assessment of any potential candidate for recruitment as Senior Management personnel before recommending them to the Chairman or the Joint Chief Executive Officer of the Company for approval and recruitment. All existing Directors of the Company had devoted sufficient time to carry out their duties. None of them hold more than five (5) directorships in the listed companies and they are required to notify the Chairman of the Board before accepting any new directorships outside the Group and indicating the time that will be spent on the new directorship. The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company.
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 5.6
In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

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

Application	:	Applied
Explanation on application of the practice	:	The Board delegates to the Nomination Committee ("NC") the responsibility of recommending the appointment of any new Director. The NC is responsible to ensure that the procedures for appointing new Directors are transparent, rigorous and are made based on merits and in the best interest of the Company. The Company has in place a Directors' Fit and Proper Policy which sets out the selection criteria that Nomination Committee use as part of its assessment for the appointment and/or re-election of Directors. The Board and NC are guided by the following process and procedures for the appointment of a new director:- 1. The candidate is identified upon the recommendation by the existing Directors network and referrals from Incumbent Directors and business associates, Senior Management or major shareholders, independent search firms and other independent sources; 2. In evaluating the suitability of a candidate for appointment to the Board, the NC considers, inter-alia, the competency, experience, fitness and propriety, commitment, potential contribution and integrity of the candidate, and in the case of a candidate proposed for appointment as Independent Non-Executive Director, the candidate's independence; 3. Potential candidate is required to undertake the fit and proper assessment prior to the appointment. 4. Recommendation to be made by NC to the Board. This also includes recommendation for appointment as a member of the various Board Committees, where

	necessary; and 5. Decision to be made by the Board on the proposed new appointment, including appointment to the various Board committees.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 5.7
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	:	The Board ensure that shareholders are kept informed on the changes to the composition of the Board and Board Committees via announcements made by the company to Bursa Malaysia Securities Berhad with the profile of the newly appointed Director contained therein. The Company's website is also promptly updated to disclose the changes to the composition of the Board and Board Committees. The information of Directors who are standing for re-election at the forthcoming Annual General Meeting ("AGM") including details of conflict of interest (if any), position or relationships with Directors or major shareholders are set out in the Profile of Directors of the Company's 2024 Annual Report. A statement by the Board on whether they are supportive of the re-election based on the results of the assessment and the fit and proper criteria of the retiring directors is disclosed in the explanatory notes of the Notice of AGM dated 30 October 2024.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 5.8
The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">As at 30 June 2024, the Nomination Committee (“NC”) of the Company consisted of three (3) members, all of whom are Independent Non-Executive Directors. The members of the NC are as follows:-

<table><tr><td>Dato’ Sri Leong Kwei Chun</td><td>Chairman/ Independent Non-Executive Director</td></tr><tr><td>Penelope Gan Paik Ling</td><td>Independent Non-Executive Director</td></tr><tr><td>Nor Afida Binti Abdul Ali</td><td>Independent Non-Executive Director</td></tr></table>
The role and responsibilities of the Independent Director are set out in the Board Charter of the Company and a copy of which is available on the Company’s website at www.berjaya.com.

The Terms of Reference of NC was reviewed, updated and approved by the Board on 29 August 2024 and a copy of the Terms of Reference of NC is also available on the Company’s website at www.berjaya.com.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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

Practice 5.9
The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	The current composition of the Board comprises of all female Directors representing 100% of the full Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.10
The board discloses in its annual report the company's policies on gender diversity for the board and senior management.

Application :	Departure	
Explanation on application of the practice :		
Explanation for departure :	The Board does not have a specific policy on gender diversity but the Nomination Committee ("NC") is mindful of its responsibilities to conduct all Board appointment processes in a manner that promotes gender diversity pursuant to the recommendation stated in MCCG. The NC will endeavor to consider both suitable male and female candidates and candidates of all ethnicities in the recruitment exercise and with due regard for the benefits of diversity on the Board. In respect of workforce diversity, the Group is an equal opportunity employer and all appointments and employments are based strictly on merits and are not driven by any racial or gender or age bias. The Board currently has eight (8) female Directors, namely, YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail, Vivienne Cheng Chi Fan, Nerine Tan Sheik Ping, Chryseis Tan Sheik Ling, Norlela Binti Baharudin, Penelope Gan Paik Ling, Dato' Sri Leong Kwei Chun and Nor Afida Binti Abdul Ali. This represents a ratio of 100% of the Board composition. The Board has in place a Board Diversity Policy and a copy of which is available on the Company's website at www.berjaya.com.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :	The Board through the Nomination Committee will assess and ensure the appropriate mix of diversity (including age, gender and ethnicity), skills, experience and expertise required on the Board in the recruitment process.	
Timeframe :	Others	

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	For the financial year ended 30 June 2024, tthe Board did not engage an independent expert to facilitate objective and candid board evaluation. The Nomination Committee ("NC") is entrusted by the Board to annually review the effectiveness of the Board and Board Committees as well as the performance of individual directors. The annual evaluation which is internally facilitated involves individual Directors and Committee members completing separate evaluation questionnaires regarding the processes of the Board and its Committees, their effectiveness and areas where improvements could be considered. The criteria for the evaluation are guided by the Corporate Governance Guide issued by Bursa Malaysia Securities Berhad. The evaluation process also involves a peer and self-review assessment, where each Director will assess their own performance and that of their fellow Directors. In addition to the above, the Directors' Fit and Proper Policy sets out the fit and proper criteria also serve as a guide to the Board and Nomination Committee in their review and assessment candidates that are proposed to be appointed and directors who are seeking re-election. The outcome of the assessments and comments by all Directors were summarised and discussed at the NC meeting which were then reported to the Board at the Board meeting held thereafter. All assessments and evaluations

	carried out by the NC in the discharge of its duties are properly documented. During the financial year ended 30 June 2024, the NC has carried out the following activities:- (i) reviewed and assessed the mix of skills, expertise, composition, size and experience of the Board; (ii) reviewed and assessed the performance of each individual Director; independence of the Independent Directors; effectiveness of the Board and Board Committees; (iii) reviewed the performance of the Audit Committee and its members; (iv) Reviewed and assessed the financial literacy for each of the Audit Committee members; (v) recommended to the Board the re-election of Directors who are retiring and being eligible for re-election for shareholders' approval at the Annual General Meeting for shareholders' approval at the Annual General Meeting; (vi) recommended to the Board for approval the revised Terms of Reference of Nomination Committee. All retiring directors have completed their respective declaration on their fitness and propriety in accordance with the Fit and Proper Policy of the Company and affirmed that they have fulfilled the fit and proper criteria. Based on the results of the evaluation, the Board was satisfied with the respective performance of the Board and the Board Committees as a whole and that of each individual director of the Board and each member of the Board Committees for the financial year ended 30 June 2024. Upon recommendation by the NC of the proposed re-election of the retiring directors, the Board had recommended and supported the re-election of the retiring directors for approval by the shareholders at the Company's forthcoming Twenty-Third (23rd) Annual General Meeting. The Board has a healthy culture of openness and discussion, which enables constructive feedback to be given freely and without constraints during assessments. Therefore, the Board is of the view that the current self and peer assessment review process is sufficient to enable proper evaluation of the Board, its committees and each individual Director.

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	The Board will consider the necessity of engaging an independent expert to facilitate the annual board evaluation.	
Timeframe	:	Others	

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	:	The Board has adopted a Remuneration Policy to support the Directors and key senior management in carrying out their responsibilities and fiduciary duties in steering the Group to achieve its long-term goals and enhance shareholders' value. The Board's objective in this respect is to offer a competitive remuneration package in order to attract, motivate, retain and reward Directors and key senior management who will manage and drive the Company's success. The remuneration of the Executive Directors comprises various components, primarily consisting of basic salary, performance-based bonus, benefits-in-kind and other incentives, where applicable. The remuneration of the Executive Directors is structured to link rewards to individual and corporate performance. The remuneration of the Non-Executive Director is in the form of Directors' fees, benefits-in-kind (such as motor vehicle, petrol allowance, provision of driver and provision of mobile devices) and other emoluments as compensation for his services plus the reimbursement of expenses incurred, if any, in the course of performing his services. Additional allowance is payable for acting as Chairman of the Board/Board Committees to reflect the complexity and amount of preparation required in attending meetings. The level of remuneration for Non-Executive Directors shall reflect the experience and level of responsibilities undertaken by the Non-Executive Directors concerned. However, the remuneration of a Non-Executive Director shall not be based on commission or a percentage of

	profits or turnover. The remuneration components of Key Senior Management shall consist of basic salary, performance-based bonus, benefits-in-kind and other incentives (where applicable). The remuneration of key senior management is determined at a level which enables the Company to attract, develop and retain high performing and talented individual with the relevant experience, level of expertise, level of responsibilities and is structured so as to link rewards to individual and corporate performance. The remuneration packages of Non-Executive Directors who served on the Board and Board Committees is reviewed by the Remuneration Committee annually and thereafter recommended to the Board for their consideration with the Director concerned abstaining from deliberations and voting on decision in respect of his/her individual remuneration package. The Board will then recommend the payment of Directors' fees and other benefits payable to Non-Executive Directors to the shareholders for approval at each Annual General Meeting of the Company in accordance with Section 230 (1) of the Companies Act 2016. The Board will periodically review the Remuneration Policy and a copy is available on the Company's website at www.berjaya.com.	
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 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.

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>As at the date of this report, the Remuneration Committee ("RC") of the Company consist of three (3) members, all of whom are Independent Non-Executive Directors. The members of the RC are as follows:-

<table><tr><td>Dato' Sri Leong Kwei Chun</td><td>Chairman/Independent Non-Executive Director</td></tr><tr><td>Penelope Gan Paik Ling</td><td>Independent Non-Executive Director</td></tr><tr><td>Nor Afida Binti Abdul Ali</td><td>Independent Non-Executive Director</td></tr></table>
The Board had adopted a Remuneration Policy to support the Directors and key senior management in carrying out their responsibilities and fiduciary duties in steering the Group to achieve its long-term goals and enhance shareholders' value. The Board's objective in this respect is to offer a competitive remuneration package in order to attract, motivate, retain and reward Directors and key senior management who will manage and drive the Company's success.

The RC of the Company had via its meeting held on 29 August 2023 reviewed and recommended to the Board for shareholders' approval at the Annual General Meeting ("AGM") of the Company the following:-

(i) Payment of Directors' fees for the period from 15 December 2023 until the next AGM of the Company in year 2024; and

(ii) Payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors of the Company</td></tr>
</table>

	for the period from 15 December 2023 until the next AGM of the Company in year 2024. The duties and responsibilities of the RC are governed by its Terms of Reference, which is available on the Company's website at www.berjaya.com.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 8.1
There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The details of the Directors' Remuneration on a named basis and paid by the Company and its subsidiaries (including the components of directors' fees, salary, bonus, benefits in-kind and other emoluments) during the financial year ended 30 June 2024 are disclosed in the Corporate Governance Overview Statement of the Company's 2024 Annual Report and the table below.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail	Non-Executive Non-Independent Chairman	0	60.0	0	0	0	8.9	68.9	636.0	1,440.0	0	0	0	184.9	2,260.9
2	Vivienne Cheng Chi Fan	Executive Director	0	0	401.0	31.1	30.2	82.8	545.1	0	0	2,145.9	446.1	54.2	494.0	3,140.2
3	Nerine Tan Sheik Ping	Executive Director	0	0	0	0	0	0	0	0	0	2,733.0	750.0	29.9	460.5	3,973.4
4	Chryseis Tan Sheik Ling	Executive Director	0	0	0	0	0	0	0	0	0	600.0	90.0	33.6	85.1	808.7
5	Norlela Binti Baharudin	Executive Director	0	0	366.0	30.0	67.9	19.0	482.9	0	0	366.0	30.0	67.9	19.0	482.9
6	Penelope Gan Paik Ling	Independent Director	90.0	0	0	0	0	30.2	120.2	90.0	0	0	0	0	30.2	120.2
7	Dato' Sri Leong Kwei Chun	Independent Director	90.0	0	0	0	0	28.6	118.6	90.0	0	0	0	0	28.6	118.6
8	Nor Afida Binti Abdul Ali	Independent Director	90.0	0	0	0	0	30.4	120.4	90.0	0	0	0	0	30.4	120.4

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 :	Disclosure on the remuneration of the top five (5) key senior management in the bands of RM50,000 is provided in the Corporate Governance Overview Statement of the Company's 2024 Annual Report. At this juncture, the Board is of the opinion that the disclosure on the remuneration of the Key Senior Management on a named basis would not be in the best interest of the Group due to confidentiality and sensitivity concerns as well as the issue of competition, security and staff poaching. The Board will ensure that the remuneration of the Key Senior Management commensurate with their duties and responsibilities, the performance of the Company and without excessive remuneration payouts. Based on the above rationale, the Company is not in favour of disclosing the remuneration of the top five (5) Key Senior Management on a named basis.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :	The Board will review the appropriateness and necessity of adopting this Practice 8.2 from time to time.	
Timeframe :	Others	

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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">As at 30 June 2024, the Audit Committee ("AC") comprises three (3) members, all of whom are Independent Non-Executive Directors. The members of AC are as follows:-

<table><tr><td>Nor Afida Binti Abdul Ali</td><td>Chairman/ Independent Non-Executive Director</td></tr><tr><td>Penelope Gan Paik Ling</td><td>Independent Non-Executive Director</td></tr><tr><td>Dato' Sri Leong Kwei Chun</td><td>Independent Non-Executive Director</td></tr></table>
The Chairman of the AC and the Board are held by separate individuals. The Chaiman of the AC is Nor Afida Binti Abdul Ali and she is not the Chairman of the Board.

The distinction between the Chairman of the AC and the Chairman of the Board will not impair the objectivity of the Board's review of the AC's findings and recommendations and it also allows the Chairman of the AC to devote sufficient time to the affairs of the Committee.

The duties and responsibilities of the Chairman of the AC are defined in the Terms of Reference of the AC, which is available on the Company's website at www.berjaya.com.</td></tr>
<tr><td>Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.2
The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	The Audit Committee ("AC") has adopted the External Auditors Policy ("EA Policy") which has encapsulated the requirement for a cooling-off period of at least three (3) years for any former audit partner and other audit team members prior to any one of them being considered for appointment as a member of the AC or as a Director. This is to safeguard the independence and objectivity of the appointment of the AC members. The policy on observation of a cooling-off period of at least three (3) years for a former audit partner prior to the appointment as an AC member is also incorporated in the Terms of Reference of AC. The External Auditors Policy was recently reviewed and approved by the AC on 28 February 2024. None of the AC member was a former audit partner of the Company as at 30 June 2024.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.3
The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	The Audit Committee ("AC") is responsible to review, assess and monitor the performance, suitability, objectivity and independence of External Auditors on an annual basis. The AC has adopted an External Auditors Policy ("EA Policy") which sets out the policies and procedures on appointment and re-appointment of external auditors, the annual assessment of the external auditors as well as the declaration of independence by the external auditors as specified in the By-Laws issued by the Malaysian Institute of Accountants. Apart from the above, the Terms of Reference of the AC also requires the AC to assess the suitability, objectivity and independence of the External Auditors annually. The Board has delegated to the AC to perform an annual assessment on the quality of audit which encompassed the performance and calibre of the External Auditors and their independence, objectivity and professionalism. The assessment process involves identifying the areas of assessment, setting the minimum standards and devising tools to obtain the relevant data. The areas of assessment include among others, the External Auditors' calibre, quality processes, audit team, audit scope, audit communication, audit governance and independence as well as the audit fees. Assessment questionnaires were used as a tool to obtain input from the Company's personnel who had constant contact with the external audit team throughout the year. To support the AC's assessment of their independence, the External Auditors had provided the AC with a written assurance confirming their independence throughout the conduct of the audit engagement in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Code of Ethics for Professional Accountants (including International Independence Standards).

	The External Auditors will rotate their engagement partner in charge of the audit of the Company's Audited Financial Statements in accordance with the By-Laws of the Malaysian Institute of Accountants. The approval of the AC is required before the External Auditors can be engaged to render the permitted/recurring non-audit services, where the fee exceeds the threshold set by the AC. The recurring non-audit services were in respect of tax compliance and the annual review of the Statement on Risk Management and Internal Control. The non-recurring non-audit services are acting as reporting accountants for any corporate exercises. The AC, having been satisfied with the performance of the External Auditors, had at its meeting held on 25 October 2024 recommended to the Board for approval of the re-appointment of the External Auditors for the financial year ending 30 June 2025. The Board has no objections to the re-appointment of the External Auditors and will accordingly seek the approval of the shareholders on the re-appointment at the forthcoming Annual General Meeting of the Company.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up
The Audit Committee should comprise solely of Independent Directors.

<table>
<tr><td>Application :</td><td>Adopted</td></tr>
<tr><td>Explanation on adoption of the practice :</td><td>Currently, the Audit Committee ("AC") comprises the following members all of whom are Independent Non-Executive Directors ("INEDs"):-

<table><tr><td>Nor Afida Binti Abdul Ali</td><td>Chairman/Independent Non-Executive Director</td></tr><tr><td>Penelope Gan Paik Ling</td><td>Independent Non-Executive Director</td></tr><tr><td>Dato' Sri Leong Kwei Chun</td><td>Independent Non-Executive Director</td></tr></table>
All the INEDs have satisfied the independence test based on the criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</td></tr>
</table>

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	:	The members of the Audit Committee ("AC") possess a mix of skill, knowledge and appropriate level of expertise and experience to enable them to discharge their duties and responsibilities pursuant to the Terms of Reference of the AC. The Chairman of AC is Nor Afida Binti Abdul Ali. She is a Fellow member of The Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants. She possessed sound financial understanding and experience and has also fulfilled the requirement under Paragraph 15.09(1)(c)(i) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which stipulates that at least one (1) member of the AC is a member of the MIA. All the members of the AC are financially literate and are able to understand, analyse and challenge matters under purview of the AC including financial reporting process. The AC members are aware of the need to continuously develop and to broaden their knowledge in the areas of accounting and auditing in order to carry out their roles and duties effectively. Various training has been undertaken by the AC members on an ongoing and timely basis to keep themselves abreast of relevant industry developments. The training attended by the AC members during the financial year ended 30 June 2024 are set out in the Corporate Governance Overview Statement under

	"Directors' Training" in the Company's 2024 Annual Report. For the financial year ended 30 June 2024, the Board through the Nomination Committee had reviewed the effectiveness of the AC members via an evaluation questionnaire. The Board is satisfied with the AC's performance and that the necessary skills, experience, knowledge and other relevant field of expertise of the AC members had contributed to the overall effectiveness of the AC. The detailed report on the activities of the AC for the financial year ended 30 June 2024 is set out in the Company's 2024 Annual Report.	
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 10.1
The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	The Board has established an effective risk management and internal control framework as set out in the Statement on Risk Management and Internal Control. The Board acknowledges its responsibility in reviewing the adequacy and effectiveness of the Company's risk management framework (including environmental, social & governance considerations) and system of internal control. The Board recognises that effective risk management framework is an integral part of good management. It is an ongoing process to identify, evaluate, monitor, manage and mitigate the risks that may affect the company's ability to achieve its corporate objectives and strategies, which is consistent with ISO 31000 Risk Management - Guidelines. The Risk Management Committee meet on a quarterly basis to evaluate and deliberate on the risk management activities presented by the Management of operating units, and recommend appropriate measures to mitigate their risk exposures. The Audit Committee meet regularly to evaluate the adequacy and effectiveness of the Company's internal control systems by reviewing the audit findings and recommendations to improve any weaknesses or non-compliance and the respective responses from the operating unit Management's thereto, to ensure that all key risks and control weaknesses are being properly addressed.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Practice 10.2
The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	The Statement on Risk Management and Internal Control are disclosed in the Company's Annual Report. The Statement on Risk Management and Internal Control in the Annual Report provides an overview of the state of risk management and internal control within the Group. Attestation has been made by the Board with regard to the adequacy and effectiveness of the Group's risk management framework and system of internal control	
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.

<table>
<tr><td>Application :</td><td>Adopted</td></tr>
<tr><td></td><td>The Board has established a Risk Management Committee (RMC) with a majority of the members being Independent Non-Executive Directors, to oversee the risk management framework of the Group, reviews the risk management policies formulated by Management and makes relevant recommendations to the Board for approval.

As at 30 June 2024, the composition of RMC were as follows:

<table>
<tr><td>Penelope Gan Paik Ling</td><td>Chairman/Independent Non-Executive Director</td></tr>
<tr><td>Vivienne Cheng Chi Fan</td><td>Joint Chief Executive Officer/ Executive Director</td></tr>
<tr><td>Dato' Sri Leong Kwei Chun</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Nor Afida Binti Abdul Ali</td><td>Independent Non-Executive Director</td></tr>
</table>
</td></tr>
</table>

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	:	The Group has an established Internal Audit Division (IAD) whose primary function is to assist the Audit Committee in discharging its duties and responsibilities. Their role is to provide the Committee with independent and objective reports on the adequacy and effectiveness of the system of internal controls and procedures in the operating units within the Group and the extent of compliance with the Group's established policies, procedures and guidelines, and also compliance with applicable laws, regulations, directives and other external enforced compliance requirements. The principal activity of the IAD is to conduct regular and systematic review of the system of internal controls so as to provide reasonable assurance that the system continues to operate satisfactorily and effectively.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 11.2
The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	The personnel of the Internal Audit Division (IAD) are free from any relationship or conflict of interest, which could impair their objectivity and independence. The independence of the internal audit function is evidenced from its direct reporting to the Audit Committee and administratively to the Joint Chief Executive Officers of the Group. The IAD consists of eighteen (18) internal audit personnel with relevant qualifications and experience and is headed by Mr Wong Mo Der, the General Manager of the IAD. Mr Wong Mo Der has a professional qualification from the Association of Chartered Certified Accountants and he is also a member of the Malaysian Institute of Accountants, C.A. (M). The internal audit function is guided by the Group's Internal Audit Charter. The Charter sets the objectives, authority, independence, scope and responsibility of the internal audit function, which are consistent with the International Standards for the Professional Practice of Internal Auditing and Code of Ethics.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Practice 12.1
The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	The Company recognises the importance of being transparent and accountable to its shareholders and has used various channels of communications to enable the Board and Management to continuously communicate, disclose and disseminate comprehensive and timely information to investors, shareholders, financial community and the public generally. The various channels of communications with stakeholders are through the following:- (i) the quarterly announcements on financial results and other periodical or relevant announcement to Bursa Securities; (ii) circulars and annual report; (iii) general meetings of shareholders; (iv) meetings with investors, analysts and fund managers and briefing where appropriate; and (v) the Company's website at www.berjaya.com where shareholders can access corporate information such as the Board Charter, Terms of References of the Board Committees, Company policies, press releases, financial information, Company announcements and others. The above channels of communication will help to enhance stakeholders' understanding of the business and operations of the Group and to make informed investment decision. There is a dedicated investor relations (IR) section on the corporate website at www.berjaya.com. The contact information of the IR is also available in the IR section to enable shareholders and investors to reach the IR directly in the event of any enquiries and feedback.
Explanation for departure	:	

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

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

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

Practice 12.2
Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company has yet to adopt integrated reporting for 2024 Annual Report. Currently, the Board is of the view that the Company's Annual Report is comprehensive enough for stakeholders to make informed decision. The Group's financial and non-financial information such as Management Discussion & Analysis, Sustainability Statement, Corporate Governance Overview Statement, Statement on Risk Management and Internal Control are sufficient to provide substantial information to shareholders.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	The Company would review the need to adopt the integrated reporting based on the a globally recognised framework.	
Timeframe	:	Others	

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	:	The Company despatches a Notification to Shareholders in respect of Twenty-Second (22nd) Annual General Meeting ("AGM") of the Company to the shareholders of the Company to notify them that the following documents can be viewed and downloaded from the website of the Company and Bursa Malaysia Securities Berhad at www.berjaya.com and www.bursamalaysia.com respectively:- (a) Annual Report; (b) Notice of AGM, Form of Proxy and Administrative Guide; and (c) Circular/Statement to Shareholders. The notice for the Twenty-Second AGM of the Company held on 14 December 2023 was sent on 31 October 2023. The notice for the Twenty-Third AGM in 2024 which scheduled to be held on 12 December 2024 will be sent out on 30 October 2024. The notice period for both the AGMs in 2023 and 2024 is more than 28 days prior to the meeting. The additional time given to the shareholders will enable them to have sufficient time to consider the resolutions that will be discussed at the AGM as well as to make the necessary arrangement to attend and participate personally at the AGM or through a proxy or a corporate representative. The Administrative Guide provided a guide for shareholders to participate in a virtual basis AGM with detailed registration and voting procedures for the shareholders to register for the remote participation and voting in a virtual basis AGM via Remote Participation and Voting facilities. Each item of the special business included in the Notice of AGM is accompanied by an explanatory statement on the proposed resolution to facilitate a better understanding and evaluation of issues involved and allows shareholders to make an informed decision in exercising their voting rights at AGM.
Explanation for departure	:	

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

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

Practice 13.2
All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	All the Directors of the Company have attended the Company's Twenty-Second (22nd) Annual General Meeting ("AGM") held on 14 December 2023. The Chairman of the Audit Committee, Risk Management Committee, Nomination Committee, Remuneration Committee and Sustainability Committee together with the Senior Management team of the Group were in attendance at the AGM. They interacted with shareholders/proxies and had provided adequate response and answers to queries raised by the shareholders/proxies during the AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.3
Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	In providing a more efficient and wide spread of remote shareholders participation at general meetings, the Twenty-Second (22nd) Annual General Meeting ("AGM") of the Company held on 14 December 2023 was conducted on a virtual basis through live streaming from the broadcast venue and online remote voting using the Remote Participation and Voting facilities ("RPV Facilities") provided by the Poll Administrator of the Company, SS E Solutions Sdn Bhd ("SSE") via Securities Services e-Portal's platform at https://sshsb.net.my/. This allows shareholders/proxies to attend, participate, and pose questions prior to the AGM via email or through the real time submission of typed texts through a text box within the online meeting platform and vote remotely at the AGM. Shareholders/proxies who joined the live streaming of proceedings of AGM were given sufficient time casted their votes remotely at the AGM of the Company via RPV Facilities. SSE has in place cyber security and cyber hygiene protocol to ensure date privacy and prevention of cyber threats. The virtual AGM is in compliance with the Malaysian Code on Corporate Governance, Company's Constitution and the Companies Act 2016.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 13.4
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.

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.		
Application	:	Applied.
Explanation on application of the practice	:	At the commencement of the Twenty-Second (22nd) Annual General Meeting ("AGM") held on 14 December 2023, SS E Solutions Sdn Bhd, the Company's Poll Administrator presented a short video to brief the shareholders and proxies on how to submit their questions via the real time submission of typed texts through a text box within Securities Services e-Portal via the Remote Participation and Voting facilities. Shareholders and proxies were encouraged pose their questions during the 22nd AGM. To further encourage engagement between the Directors and shareholders, the shareholders were also invited to pose questions prior to the 22nd AGM via email to the Poll Administrator. This was communicated to shareholders in the Administrative Guide for the 22nd AGM. At the AGM, the Company also engaged with the shareholders by giving a slide presentation which covered the Group's financial performance for the financial year ended 30 June 2023 and the significant events occurred during the said financial year end. In addition, written queries raised by the Minority Shareholders Watch Group were presented to the Shareholders during the 22nd AGM together with the Company's responses. The Chairman ensured that sufficient opportunities were given to shareholders to raise issue relating to the affairs of the Company. The Directors had responded to the relevant questions addressed to them during the 22nd AGM. The

	representatives from external auditors were also present at the broadcast venue to respond to queries raised by the shareholders. Questions raised by the shareholders/proxies were responded by the Board/ the Management during the question and answer session and recorded in the minutes of the 22nd AGM which is made available on the Company's websites at www.berjaya.com.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 13.5
The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.		
Application	:	Applied.
Explanation on application of the practice	:	The Twenty-Second (22nd) Annual General Meeting ("AGM") of the Company was conducted on a virtual basis on 14 December 2023 through live streaming from the broadcast venue using the Remote Participation and Voting Facilities ("RPV") provided by SS E Solutions Sdn Bhd via Securities Services e-Portal's platform https://sshsb.net.my/. This allows shareholders/proxies to pose questions prior to the 22nd AGM via email to poll administrator or through the real time submission of typed texts through a text box within the online meeting platform at the 22nd AGM. All questions submitted by the shareholders/proxies prior and during 22nd AGM were made visible to all online participants during the AGM and had been read out by the Chairman and responded verbally by the Board or Senior Management. The Company has opted for Securities Services e-Portal to conduct the 22nd AGM virtually as it is a secure all-in solution and multi-functional electronic platform with customised solutions to facilitate end-to-end participation of shareholders/proxies at the 22nd AGM. The RPV was supported by experienced technical support team from SS E Solutions Sdn Bhd with the required infrastructure and equipment to ensure smooth broadcast of the 22nd AGM.
Explanation for departure	:	

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

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

Practice 13.6
Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.		
Application :	Applied.	
Explanation on application of the practice :	Minutes of the Twenty-Second (22nd) Annual General Meeting ("AGM") held on 14 December 2023 was made available on the Company's website at www.berjaya.com within thirty (30) business days after the 22nd AGM.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

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