

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5081

COMPANY NAME : Esthetics International Group Berhad

FINANCIAL YEAR : March 31, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Esthetics International Group Berhad (EIG) is responsible for the overall strategic direction, corporate governance, control systems, and significant policies of the Group on behalf of the Group's shareholders.</p> <p>EIG is led by an experienced Board with a wide and varied range of qualifications and experience relevant to lead the Group's business activities. The principal responsibilities of the Board include management oversight, strategic planning, succession planning, performance evaluation, resource allocation, setting standards of conduct reflected in the Group's Code of Conduct, identifying principal risks and reviewing internal control systems. The Board seeks to ensure that the Group's strategies promote sustainability in meeting its obligations to the Group's stakeholders.</p> <p>The Board Charter was reviewed on 25 August 2022 and clearly sets out the Board's role, powers, duties and functions. The Board Charter is available on EIG's Corporate website at www.estheticsgroup.com. Matters which are reserved for decision by the Board include, amongst others:</p> <ul style="list-style-type: none">- Review and approval of the corporate strategies and business plans for the Group;- Review and approval of annual budgets, including major capital commitments;- Consideration of and approval of the appointment of Directors;- Review and approval of Directors' remuneration

	<p>The Board regularly reviews the Group’s strategic direction and receives updates on the Group performance in reviewing management performance. The Board also provides leadership in setting in place framework of prudent and effective controls which enable risks to be appropriately assessed and managed.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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	:	Mr Eddy Chieng is the Group Executive Chairman of EIG and his profile can be found on the Group's website and Annual Report. Mr Eddy Chieng has extensive Board-level experience across numerous publicly listed companies in Australia and Malaysia where he has chaired and served as a director of several public company boards. Mr Chieng is also considered the most appropriate person to lead the Board and Group due to his business acumen and track record in various business ventures both in Malaysia and overseas. As Chairman, Mr Eddy Chieng is responsible for providing leadership to the Board so that the Board can perform its duties effectively.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	The role of the Chairman and the Group Managing Director & CEO are distinct and separate to ensure there is a balance of power and authority. The Chairman is responsible for the leadership effectiveness, conduct and governance of the Board, while the Group MD & CEO has overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions. The Group MD & CEO is responsible for the due execution of strategic goals, effective operations within the Company, and to explain, clarify and inform the Board on matters pertaining to the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>			
Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Mr Eddy Chieng Ing Huong is the Executive Chairman of the Board as well as the Chairman of the Remuneration Committee.	
		The Board considers that Mr Eddy Chieng is the best person to lead the Remuneration Committee given his relevant entrepreneurial and business experience. The other two members of the Remuneration Committee are Mr Boh Boon Chiang, as Senior Independent Director and Dato' Dr Noor Zalmy Azizan Binti Mohd Ali Azizan as Independent Director.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable	
Timeframe	:	Others	Not applicable

Intended Outcome

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

Practice 1.5

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has appointed a qualified Company Secretary who is qualified to act as Company Secretary under Section 235(2) of the Companies Act, 2016. The Company Secretary attends all board meetings and ensures that accurate and proper records of the proceedings of Board meetings and resolutions passed are recorded and kept in the statutory register at the registered office of EIG.</p> <p>All the Directors also have full access to the advice and services of the Company Secretary who ensures that Board procedures are adhered to at all times during meetings and advises the Board on matters including corporate governance issues and Directors' responsibilities in complying with relevant legislation and regulations.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>Board meetings are scheduled with due notice in advance at least four (4) times in a year. Prior to each Board meeting, all Directors receive an agenda and a full set of Board papers for the agenda items to be discussed at least 5 days before the Board Meeting. At each Board meeting, the relevant Executive Directors and Management provide an explanation of pertinent issues. All proceedings from the Board meetings are minuted by the Company Secretary, who attends all board meetings and ensures that minutes are circulated in a timely manner and that accurate and proper records of the proceedings of Board meetings and resolutions passed are recorded and kept in the statutory register at the registered office of EIG.</p> <p>In the intervals between scheduled Board meetings, for exceptional matters requiring urgent Board decisions, Board decisions are obtained via additional ad-hoc meetings convened or circular resolutions which are supported with board papers, providing information necessary for the Board's deliberation to ensure the Directors are able to make informed decisions.</p> <p>All Directors have full and unrestricted access to timely information, necessary in the furtherance of their duties. In addition, the Directors are also empowered to seek independent external professional advice at the expense of the Company, should they consider it necessary in the course of their duties.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>EIG has in place a Board Charter which was reviewed on 25 August 2022 and clearly sets out the Board's role, powers, duties and functions. The Board Charter is available on EIG's Corporate website at www.estheticsgroup.com. Matters which are reserved for decision by the Board include, amongst others:</p> <ul style="list-style-type: none"> - Review and approval of the corporate strategies and business plans for the Group; - Review and approval of annual budgets, including major capital commitments; - Consideration of and approval of the appointment of Directors; - Review and approval of Directors' remuneration <p>The Board is supported in the discharge of its duties by the Audit and Risk Committee, Nominating Committee and Remuneration Committee, which have clear terms of reference.</p> <p>Other than as specifically reserved to the Board, the responsibility of managing EIG's day-to-day business activities and implementation of the policies and decisions of the Board is delegated to the Group Managing Director & CEO and Executive Committee, who are accountable to the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The 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 Board has established and implemented a code of conduct, which include amongst others managing conflicts of interest and preventing the abuse of power, and is implemented in the policies of the Group applicable for all employees. The Group also has an Anti-Bribery and Corruption Policy in place to provide guidance to employees and business associates of the Group as to specific or potential acts of bribery and corruption, including matters relating to proper reporting of such acts, as well as a Whistleblowing Policy.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is satisfied that an adequate framework on whistleblowing was in place during the year under review. The Group's Whistleblowing Policy is available on its website www.estheticsgroup.com.</p> <p>All employees or third parties can raise concerns regarding any wrongdoing or misconduct by another employee or person who has dealings with the Group via email to the Senior Independent Director and Director of Corporate Affairs at whistleblower@estheticsgroup.com or in writing to the Company's registered address. Confidentiality of all matters raised and the identity of the whistleblower are protected under the Policy.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors is accountable for overseeing sustainability across the Group, supported by the Group Managing Director and CEO and Executive Committee who are responsible for driving and managing sustainability across the business, and reporting key sustainability matters to the Board.</p> <p>Initiatives to promote environmental and social responsibility and to encourage the development of environmentally friendly technology play an important role in the daily activities of the Group. Together with its strategic partners, the Group has undertaken active efforts to minimize the negative impact on environment throughout the entire production chain and have a positive social contribution. The Group also seeks to raise the awareness of employees with regard to sustainability and supported various corporate social responsibility initiatives during the year under review.</p> <p>Further details of the Group's sustainability initiatives and strategies are included in the Sustainability Statement in the FY2023 Annual Report.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Key sustainability initiatives and priorities have been considered by the Board and communicated amongst internal and certain external stakeholders by the Group Managing Director and CEO, Executive Committee and management team.</p> <p>The sustainability strategies, priorities and targets are also publicly communicated via the Sustainability Statement section in the Annual Report.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 Directors have attended and participated in certain seminars and conferences on sustainability issues relevant to the company and its business, including conferences with the Group's brand principals on their key sustainability initiatives.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Currently in progress of adoption.	
		Key sustainability priorities and opportunities have been considered by the management team, and will be incorporated as part of the performance evaluation of the board and senior management.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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 Group Managing Director supported by the Executive Directors provides leadership, direction for the sustainability priorities of the Group.

Intended Outcome

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

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognizes Practice 4.2 of the Code that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon the completion of the nine (9) year term, an Independent Director may continue to serve on the Board subject to approval by shareholders at each AGM or the director's re-designation as a non-independent director.</p> <p>The appointment of Directors is undertaken by the Board as a whole. The Nominating Committee considers candidates suitable for appointment to the Board, and the final endorsement lies with the entire Board to ensure that the required mix of skills, experience and expertise of members of the Board is sufficient to address the issues affecting the Group.</p> <p>The Articles of Association of the Company provides that at least one-third of the Board is subject to retirement by rotation at every AGM. Further, all the Directors of the Company shall retire at least once every three (3) years. A retiring Director is eligible for re-election, where their performance is one of the factors taken into consideration. Their final re-election at the AGM provides an opportunity for shareholders to renew their mandate. The election of every Director is voted on separately. Directors who are appointed by the Board during the financial year are subject to re-election by shareholders at the next AGM held following their appointments.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has a well-balanced composition, with an effective mix of Executive Directors and Independent Directors. The Board as at the date of this Report comprises of eight (8) members:</p> <ul style="list-style-type: none">- One (1) Executive Chairman- One (1) Group Managing Director and Chief Executive Officer- Two (2) Executive Directors, one of whom is a lady- Four (4) Independent Non-Executive Directors, three of whom are ladies <p>The Independent Directors therefore make up one half (1/2) of the board membership. The independent directors with their experience and credentials are able to play a strong and vital role by bringing informed and independent judgment to many aspects of the Group's strategy and decisions so as to ensure that high standards of conduct and integrity are maintained, as well as to safeguard the interest of other stakeholders.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.3

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

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

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

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nominating Committee ensures that the Board has an appropriate balance of relevant skills, expertise and experience taking into consideration objective criteria, and oversees the overall composition of the Board in terms of the appropriate size and balance between Executive Directors and Independent Directors.</p> <p>EIG is led by an experienced Board with a wide and varied range of academic and professional qualifications and business and financial experience relevant to lead the Group's business activities and as such are able to effectively discharge their duties and responsibilities. Other board commitments that the directors may have are considered to ensure that the directors are able to commit sufficient time to serve the board effectively.</p> <p>Four out of the eight directors or 50% of the Board are women, which also reflects the Board's commitment to gender diversity on the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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 and Nominating Committee has access to and utilises independent sources to identify suitably qualified candidates for the appointment of directors. The key criteria considered include the character and integrity of the candidates considered, as well as the relevancy of their experience to assess whether the candidate would be able to contribute effectively to the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 names and details of Directors seeking re-election at the forthcoming AGM are disclosed in the Notice of AGM and the Profile of the Board of Directors in this Annual Report. This includes any relationship with the other Directors and the Group. Having considered their contributions to the Group, the NC has recommended for their re-election, which the Board has concurred with.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nominating Committee comprises of four Independent Non-Executive Directors and chaired by the Senior Independent Director of the Group.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	The Board considers the importance of gender diversity in its Board composition and is pleased to have four of the eight directors as ladies, such that the Board has 50% women directors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	In the Annual Report, it is noted that the Board and Group considers the importance of gender diversity, and is pleased to have four of the eight directors as ladies such that the Board has 50% women directors. At the senior management level, approximately 75% of the senior management are ladies.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Board has evaluated the effectiveness of the Board, its committees and each director and determined that the Board is satisfied with the current balance of skills, expertise, experience and governance of the Board and each of its committees, as well as the contributions of each individual director.</p> <p>During the year, the Board undertook a board evaluation which was conducted internally and facilitated with confidential evaluation forms by the Company Secretary. The evaluation reviewed the performance of the directors individually, as well as the Board as a whole and the respective board committees with appropriate actions taken.</p> <p>The Board also assesses the independence of the Directors annually by taking into consideration their disclosed interests and having regard to the criteria for assessing the independence of Directors under the annual Board assessment.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>Directors' remuneration is decided in-line with the objective of attracting, retaining, motivating and incentivising Directors of the calibre needed to lead EIG successfully. The remuneration of Directors is recommended by the Remuneration Committee with consideration given to the Group's performance, Directors' responsibilities and complexity of the company's activities, but undertaken by the Board as a whole to ensure that the aforementioned objective is met.</p> <p>The remuneration for the Group Managing Director & Chief Executive Officer and the Executive Directors consists of basic salary, other emoluments and other customary benefits as appropriate to a senior management member. The component parts of remuneration are structured so as to link rewards to performance. Directors do not participate in decisions regarding their own remuneration packages and Directors' fees must be approved by shareholders at the AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has a Remuneration Committee which comprises the Executive Chairman and two Independent Non-Executive Directors.</p> <p>The objective of the Committee is to assist the Board of Directors in their responsibilities in assessing the remuneration policies of the Directors and to ensure that such policies support its corporate objectives and strategies for enhancing shareholder value. The Director concerned will not be present when matters affecting his/her own remuneration arrangement are considered.</p> <p>Meetings of the Remuneration Committee are held as and when required, and at least once a year.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	Disclosed in the table below

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Chieng Ing Huong	Executive Director	42	2.5	0	0	56	0	100.5	0	0	0	0	15.5	0	15.5
2	Roderick Chieng Ngee Kai	Executive Director	22	2.5	0	0	0	0	24.5	0	42	599	0	39	84	764
3	Brian Chieng Ngee Wen	Executive Director	22	2.5	0	0	0	0	24.5	0	30	452	0	10	64	556
4	Janet Chieng Ling Min	Executive Director	22	2.5	0	0	0	0	24.5	0	30	368	0	16.5	53	467.5
5	Dato' Chan Choun Sien	Independent Director	27	2.5	0	0	0	0	29.5	0	0	0	0	5	0	5
6	Dato' Dr. Noor Zalmy Azizan Bte Mohd. Ali Azizan	Independent Director	22	2.5	0	0	0	0	24.5	0	0	0	0	5	0	5
7	Loi Wei Sin	Independent Director	22	2.5	0	0	0	0	24.5	0	0	0	0	11	0	11
8	Hong May Kwee	Independent Director	22	2.5	0	0	0	0	24.5	0	0	0	0	5	0	5
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Not applicable - all members of senior management are members of the board	
Explanation on application of the practice	:		
Explanation for departure	:	The remuneration of the Executive Directors, as the Key Senior Management is disclosed in the Annual Report	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairman of the Audit and Risk Committee is the Senior Independent Director, and not the Chairman of the Board.</p> <p>The Audit and Risk Committee comprises four (4) Independent Non-Executive Directors in compliance with the Listing Requirements.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Terms of Reference of the Audit and Risk Committee specifically require that a former key audit partner must observe a cooling-off period of at least 3 years before he or she may be considered to be appointed as a member of the Audit and Risk Committee.</p> <p>None of the members of the Board or Audit and Risk Committee was a former key audit partner.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Audit and Risk Committee assesses the independence and objectivity of the external auditors and has obtained written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement.</p> <p>The Audit and Risk Committee also reviewed and was satisfied that the non-audit services provided by the external auditors during the financial year did not impair their objectivity and independence.</p> <p>The Audit and Risk Committee also evaluated the performance and effectiveness of the external auditors and made recommendations to the Board of Directors on their appointment and remuneration.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Audit and Risk Committee of EIG comprises solely of Independent Directors and is chaired by the Senior Independent Director.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Audit and Risk Committee possesses a wide range of skills to discharge its duties in the context of the Group's business, industry and size. All members of the Audit and Risk Committee are financially literate and encouraged to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges its overall responsibility for the Group's system of risk management and internal control, and has established an effective risk management and internal control framework for the continuous identification, assessment, mitigation and monitoring of applicable risks.</p> <p>The system of risk management and internal control is designed to safeguard shareholders' investments and the Group's assets. By nature, it can only provide reasonable assurance against material misstatement, loss or fraud and is designed to manage the Group's risk within an acceptable risk profile, rather than eliminate the risk of failure to achieve the policies and objectives of the Group.</p> <p>The Board is supported in the assessment, mitigation, monitoring, review and reporting of principal risks by the Audit and Risk Committee and Risk Management Committee.</p> <p>Further details of the Group's risk management and internal control system are disclosed in the Statement on Risk Management and Internal Control.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board oversight function in risk management assessment is assisted by Risk Management Committee (RMC), which reports to the Audit and Risk Committee and the Board with respect to review and monitoring of the Group’s major risk exposures, key guidelines and policies for risk assessment and management, and steps taken by Management to monitor and control such exposures.</p> <p>The Board is also assisted by the outsourced Internal Audit function in reviewing the internal controls and risk management framework of the Group.</p> <p>The Statement on Risk Management and Internal Control is set out in the Group’s Annual Report which provides an overview on risk management framework and internal controls within the Group.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Audit and Risk Committee comprises solely of the Senior Independent Director and three Independent Directors. The Audit and Risk Committee is assisted by the Risk Management Committee (RMC), which reports to the Audit and Risk Committee and Board with respect to review and monitoring of the Group's principal risks, and steps taken by Management to mitigate such exposures. The RMC comprises of the Executive Directors and members of management.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Internal Audit function was undertaken by an independent professional firm with suitable experience and capabilities approved by the Audit and Risk Committee and appointed by the Board since 20 November 2013. The Internal Audit function independently assesses and reviews the Group’s risk management and internal controls framework and assists the Audit and Risk Committee in providing the Board with assurance on the adequacy and effectiveness of the Group’s risk management framework and internal controls.</p> <p>Any areas for improvement identified during the course of the internal audit review are brought to the attention of the Audit and Risk Committee. Four (4) internal audit reports and a risk management report were tabled at the Audit and Risk Committee meetings held during the financial year under review. The internal audit reports were also forwarded to and discussed with the Management concerned for attention and necessary action, with the status of actions taken then reported back to the Audit and Risk Committee and the Board.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Internal Audit function of the Group has been outsourced to an specialist independent professional firm with suitable experience and capabilities, who reports directly to the Committee. The Audit and Risk Committee has also assessed the independence of the Internal Auditors and is satisfied with their independence and professionalism.</p> <p>The Internal Audit is performed using a risk-based approach and is guided by, in all material respect, the International Professional Practices Framework (“IPPF”) issued by the Global Institute of Internal Auditors (“IIA”). Besides the internal controls systems, the relevant organisational governances and risk management capability were also assessed and embedded into the respective audit focus areas. The internal audit assessment has included relevant root-cause analysis results (where applicable), and it has been incorporated in the respective internal audit findings.</p> <p>The Engagement Director of the external Internal Auditors possesses the qualification of Certified Internal Auditors (“CIA”), which is the globally recognised professional certification for the internal audit and risk professionals. The staff involved in the internal audit possess professional qualification and/or a university degree.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the course of each financial year, the Company ensures prompt and timely release and dissemination of quarterly results, announcements, circulars and notices to enable shareholders to keep abreast of EIG's financial and operational performance and to make informed decisions with regards to significant corporate developments.</p> <p>This information is also electronically published and publicly accessible at the Bursa Securities' and Group's website at http://www.bursamalaysia.com and http://www.estheticsgroup.com respectively.</p> <p>The Group Managing Director & Chief Executive Officer and the Executive Director also hold one-on-one meetings with investors to facilitate a better understanding and awareness of the Group in the investment community.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:	As EIG is not under the category of Large Companies, the Board has not adopted the Integrated Report. However, the Group's Annual Report provides the Group's shareholders and stakeholders with an overview of the business and financial performance, as well as the outlook for the Group.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>EIG dispatches the notice of Annual General Meeting (“AGM”) to shareholders at least 28 days before the AGM.</p> <p>The notes to the Notice of the 25th AGM dated 29 July 2022 provided detailed explanations for each resolution proposed, such as the resolution for the final dividend, re-election/retirement of Directors, Directors’ remuneration comprising the Directors’ fees and benefits, and the appointment of the external auditors, to enable shareholders to make informed decisions in exercising their voting rights.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All Directors were present virtually for the 25th Annual General Meeting (“AGM”) on 28 September 2022. Amongst them, two (2) Directors were the Chairman of the Audit Committee, Nomination and Remuneration Committee.</p> <p>The Group Managing Director & CEO made a formal presentation to the shareholders giving an overview of the financial results of the Group for the year ended 31 March 2022 and the business performance of the Group in Malaysia and regionally.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Group held its 25 th AGM entirely virtual through live streaming on 28 September 2022. All attendees participated in the AGM via the remote participation and voting facilities, as per the details set out in the Notice of AGM.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: The proceedings of the 25 th AGM included the presentation by the Chairman to the shareholders giving a brief review of the financial results of the Group for the year ended 31 March 2022 and an overview of the performance of the Group in Malaysia and regionally. The Group Managing Director & CEO and Executive Director also addressed and responded to questions submitted by shareholders and participants prior to the AGM and during the AGM. The Board and Management team will endeavour to address as many questions as possible during the Questions & Answers ("Q&A") session in this Meeting.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application	: Applied
Explanation on application of the practice	: The 25th AGM of the Company was held virtually via Remote Participation and Voting facilities (“RPV”) from the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd at https://tiih.online on Wednesday, 28 September 2022. All attendees participated remotely at the 25th AGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at https://tiih.online .
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	:
Explanation for departure	: The minutes of the general meeting are to be uploaded onto the Group's website following the meeting, and the resolutions passed at the 25 th AGM with the detailed poll results were announced to Bursa Malaysia and updated on the Group's website following the AGM.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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