

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 3905  
**COMPANY NAME** : MULPHA INTERNATIONAL BHD  
**FINANCIAL YEAR** : December 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("the Board") of Mulpha International Bhd ("the Company" or "Mulpha") has general oversight of management of the Company and its subsidiaries ("the Group"). In order to ensure the effective discharge of the Board's functions and responsibilities, the Board has in place the Board Charter and has established Board Committees with clearly defined terms of reference.</p> <p>Together with senior management, the Board is committed to promoting good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour.</p> <p>The Board provides direction to Management on the Group's strategy and overall policies for long-term value creation for all stakeholders including shareholders and employees. It endeavours to do this by taking into account the interests of all stakeholders in its decisions.</p> <p>The Board is not directly involved in the day-to-day management of the Group but implements and monitors adequate guidelines and policies to ensure that Management acts in the best interest of the Group and its stakeholders, and observes and conforms to proper ethical, regulatory and legal requirements. In doing so, the Board has set limits of authority and boundaries for the actions that may be taken by Management and matters that it considers sufficiently material for its deliberation and approval. These authority limits are reviewed and revised as and when required, to ensure an optimum structure for efficient and effective decision-making in the Group.</p> <p>In the interest of business efficacy, the Board may delegate authority to achieve the corporate objectives of the Group to the Executive Chairman, Executive Director and Chief Executive Officer ("CEO"). The Executive Chairman, Executive Director and CEO remain accountable to the Board for all actions taken by them pursuant to any such authority as well as for their performance in accordance with their contracts of</p>

	<p>service. Notwithstanding, the Board reserves the authority to consider and make decisions on any matter that it deems of significance to stakeholders and the Group. Furthermore, the Board may establish Key Performance Indicators (“KPIs”) for Management to ensure that they meet performance and delivery targets for the Group and will provide incentives for performance, and link remuneration and benefits to performance.</p> <p>The role of the Independent Directors is to take into account the interest of all shareholders and adopt an independent and objective stand on all matters before the Board. Independent Directors must vocalise their views on all matters and act in the best interest of the Group as a whole.</p> <p>The key functions and roles of the Board include but are not limited to the following:-</p> <ul style="list-style-type: none"> <li>• Setting and reviewing the objectives, goals and strategic plans for the Group with a view to maximising shareholder value.</li> <li>• Adopting and monitoring progress of the Company’s strategies, budgets, plans and policies.</li> <li>• Overseeing the conduct of the Group’s businesses to evaluate whether the businesses are properly managed.</li> <li>• Identifying principal risks of the Group’s businesses and ensuring the implementation of appropriate systems to mitigate and manage these risks.</li> <li>• Reviewing, challenging and deciding on Management’s proposals/recommendations on key issues including acquisitions, divestments, joint ventures, restructuring, funding and significant capital expenditure; and monitoring its implementation by Management.</li> <li>• Succession planning for the Board and senior management.</li> <li>• Reviewing the adequacy and integrity of the Group’s financial and non-financial reporting, internal control systems and management information systems.</li> <li>• Ensuring the Company has in place procedures to enable effective communication with stakeholders.</li> <li>• Ensuring that all Directors are able to understand financial statements and form a view on the information presented.</li> <li>• Ensuring the integrity of the Company’s financial and non-financial reporting.</li> </ul> <p>The Board has established an Audit and Risk Management Committee (“ARMC”), a Nomination Committee (“NC”) and a Remuneration Committee (“RC”) to assist the Board with specific matters within their respective terms of reference. The terms of reference of these Board Committees have been approved by the Board but are continuously evaluated to ensure that they are adequate and relevant. Although specific powers are delegated to the Board Committees, the Board keeps itself abreast through the reports from the respective Chairmen</p>
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	<p>of the Board Committees and the minutes of the Board Committee meetings. The ultimate responsibility for decision-making, however, lies with the Board.</p> <p>The Board is mindful of the importance of building a sustainable business and therefore takes into consideration its environmental, social and governance impact when developing Mulpha’s corporate strategies. Mulpha’s sustainability agenda includes the following:-</p> <ul style="list-style-type: none"> <li>• Uphold high corporate governance standards and ethics across the organisation.</li> <li>• Streamlining all policies, processes and internal controls, and strengthening compliance with the relevant laws and regulations.</li> <li>• Extend local and international standards on health, safety, security, environment, human rights and ethics to all business partners.</li> </ul> <p>The Group’s sustainability practices and activities for the financial year under review are disclosed in the Sustainability Statement in the Annual Report.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board is Mr Lee Seng Huang. The Executive Chairman is primarily responsible for the vision and strategic direction of the Group as well as leadership of the Board. The Executive Chairman moderates and guides all meetings, and encourages active participation and contribution from all members of the Board.</p> <p>Key responsibilities of the Chairman include the following:-</p> <ul style="list-style-type: none"><li>• Providing leadership for the Board so that the Board can perform its duties and responsibilities effectively.</li><li>• Leading the Board in the adoption and implementation of good corporate governance practices in the Company.</li><li>• Setting the board agenda and ensuring that Directors receive complete and accurate information in a timely manner.</li><li>• Leading board meetings and discussions.</li><li>• Encouraging active participation and allowing different/dissenting views to be freely expressed.</li><li>• Managing the interface between the Board and Management.</li><li>• Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The positions of Chairman and CEO are held by 2 different individuals. There is a clear division of responsibilities between the Executive Chairman and the CEO to ensure that there is a balance of power and authority such that neither individual has unfettered power over decision-making. Their division of responsibilities are outlined in the Board Charter.</p> <p>The Executive Chairman, Mr Lee Seng Huang's primary role is to lead the Board in the oversight of Management and is responsible for ensuring the integrity and effectiveness of the governance process of the Board. He engages directly with the CEO, Mr Gregory David Shaw to monitor performance and oversees the implementation of strategies.</p> <p>The CEO has the responsibility in the running of the day-to-day operation of the Group's businesses, and the execution of the agreed business policies and directions set by the Board and of all operational decisions in managing the Group.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Chairman of the Board, Mr Lee Seng Huang is neither a member of the ARMC, NC and RC nor participate in any of the Board Committees' meetings by way of invitation.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by suitably qualified Company Secretaries who manage and direct the flow of information to the Board and its Committees. One of them is a member of the Malaysian Institute of Accountants (MIA), whilst the other is an Associate member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA).</p> <p>The Company Secretaries are responsible for developing and maintaining the processes that enable the Board to fulfil its roles, ensuring compliance with the Company's Constitution and the relevant guidelines, regulatory and statutory requirements, and advising the Board on all governance matters.</p> <p>The Board is regularly updated and advised by the Company Secretaries on new statutory and regulatory requirements, and the implications on the Group and the Directors in relation to their duties and responsibilities. The Company Secretaries also oversee the adherence to Board policies and procedures.</p> <p>The Company Secretaries attend meetings of the Board, Board Committees and shareholders to ensure that these meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are taken and maintained accordingly.</p> <p>The Company Secretary also assists in the Directors' training and development. The Directors have ongoing access to continuing education programmes as they are kept informed of relevant training programmes by the Company Secretary. The records of all training programmes attended by the Directors are maintained by the Company Secretary.</p> <p>All Directors have access to the advice and services of the Company Secretaries. The Company Secretaries constantly keep themselves abreast of the evolving regulatory changes and developments in corporate governance through attendance of training programmes, seminars and conferences. The Company Secretaries also monitor the developments in corporate governance and assist the Board in applying</p>



	best practices to meet the Board's needs and stakeholders' expectations.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>Each Director has full and unrestricted access to all information pertaining to the Group's business affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties.</p> <p>The Directors will be informed by the Company Secretaries of the annual meeting calendar in advance of each new year to facilitate the Directors' time planning. The calendar that provides Directors with scheduled dates for 2024 meetings of the Board and Board Committees and the Annual General Meeting ("AGM"), as well as the closed periods for dealings in securities by Directors based on the targeted dates of announcements of the Group's quarterly results were circulated and tabled at the Board meeting held on 27 November 2023.</p> <p>The Board meets quarterly to review financial, operational and business performances, with additional meetings convened when necessary. The Board endeavours to deliberate on all important and material matters at physical/virtual meetings, however where urgent and unforeseen matters require a decision of the Board and a physical meeting is not possible, the available Directors endeavour to arrive at a consensus by conferring via telephone or other electronic means. The Board may make routine or administrative decisions via circular resolutions. In all cases, the Board decides after receiving the information it requires for an informed decision.</p> <p>All Directors are provided with an agenda and a set of agenda papers at least 5 business days prior to the Board and Committee meetings to enable the Directors to review and consider the items to be deliberated at the meetings. The Board papers include, inter alia, the progress report on the Group's developments, business plan and budget, quarterly financial results and minutes/decisions of meetings of the Board Committees. The Directors may seek advice from Management, or request further explanation, information or updates, where necessary. Additionally, the Board may receive further updates, reports and information to ensure that it is apprised of the latest key business, financial and operational matters.</p> <p>In May 2016, the Company implemented a paperless environment for all the Board and Board Committee meetings, using a solution that stores meeting documents digitally in a secured manner. This enables</p>

	<p>the Directors to access agenda papers via iPad instead of distribution of hard copies. In addition to agenda papers, various documents such as the Company’s constitution, terms of reference, policies, rules and guidelines are also uploaded using this solution for convenient reference. With this initiative, Directors are able to have access to these documents in a timely and more efficient manner.</p> <p>At the Board and Committee meetings, the CEO, Chief Financial Officer, Head of Finance and members of Management who attend Board and/or Board Committee meetings by invitation, will report and update on areas within their responsibility to give the Directors thorough insights into the business and affairs of the Group. The Board is also provided with relevant information in between Board meetings, such as important financial and operational updates.</p> <p>At Board meetings, the Chairman encourages constructive and healthy debates, and Directors are free to express their views. Any Director who has a direct or deemed interest in the subject matter shall abstain from deliberation and voting during the meeting. The deliberations and decisions at Board and Board Committees’ meetings are well documented in the minutes of meetings, including Directors’ abstention from deliberation/voting and decision on related matters.</p> <p>The Company Secretary will also follow up with Management on the status of actions taken with reference to the previous minutes of meetings for updating the Board. Action items would stay as matters arising in the minutes of meetings until they are resolved or completed.</p> <p><b>Access to Independent and Professional Advice</b></p> <p>The Board or an individual Director may seek professional expert advice at the Company’s expense with prior approval from the Board on any matters in relation to the discharge of their responsibilities, when considered necessary.</p>	
<p><b>Explanation for departure</b></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><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is guided by the Board Charter which sets out amongst others, the roles and responsibilities of the Board, Board Committees, individual Directors and Management in upholding good corporate governance standards and practices. The Board Charter also covers the composition of the Board; division of responsibilities between the Chairman and Executive Director/CEO; procedures for convening Board meetings; Directors' remuneration and training; financial reporting; investor relations; and shareholder communication.</p> <p>The Board delegates the day-to-day management of the Group's businesses to the CEO but reserves those significant matters/key issues for its consideration and approval such as annual budget and business plan, acquisitions, divestments, restructuring, funding and significant capital expenditure. The Board also delegates certain responsibilities to various Board Committees with defined terms of reference.</p> <p>The Board Charter which serves as a source of reference for new Directors, will be reviewed periodically to keep it up-to-date with changes in regulations and best practices to ensure its effectiveness and relevance to the Board's objectives. The Board Charter is accessible in Mulpha's website at <a href="http://www.mulpha.com.my">www.mulpha.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has a formalised Corporate Code of Conduct (“the Code”) which reflects Mulpha’s vision and core values of integrity, respect, trust and openness. The Code provides clear direction on the conduct of business, workplace behaviour, relations with stakeholders and the wider community. It also includes guidance on disclosure of conflict of interests; maintaining confidentiality and disclosure of information; compliance with relevant laws and regulations; and the duty to report where there is a breach of the Code, amongst others.</p> <p>The Directors and employees are expected to behave ethically and professionally at all times and protect the reputation and performance of the Group. The Code is communicated to all Directors and employees upon their appointment or employment.</p> <p>The Code is reviewed periodically by the Board when the need arises to address the changing conditions of the business environment. The Code is made available on Mulpha’s website at <a href="http://www.mulpha.com.my">www.mulpha.com.my</a>.</p> <p><b>Conflict of Interest Policy</b></p> <p>It is the policy of Mulpha that Directors and employees acting on the Group’s behalf must be free from conflicts of interest that could adversely influence their judgement, objectivity, professionalism or conduct in line with the Company’s interests.</p> <p>The Board has a formalised Conflict of Interest Policy which sets out the process and procedures for employees to disclose any conflict of interest situation, and contains a Conflict of Interest Declaration Form to be used for the declaration of conflict of interest by employees in the event the employee is given a responsibility or assignment which may lead to a real or potential conflict of interest.</p>

	<p>The Conflict of Interest Policy was revised in year 2020 to cover broader conflicts involving employees as well as transactions entered into by the entities under the Group. The disclosure procedure and process have also been clearly defined to provide guidance to employees in making a disclosure of any actual or potential conflict of interest. The revised Conflict of Interest Policy was approved by the Board on 28 August 2020.</p> <p><b>Insider Trading</b></p> <p>Notices on closed period for trading in the securities of Mulpha are sent to Directors and principal officers on a quarterly basis specifying the timeframe during which the Directors and principal officers are prohibited from dealing in the securities and to comply with relevant requirements governing their trading in securities during closed period. The Board is also reminded not to deal in the securities when price-sensitive information is shared with them on any proposed transactions presented to them.</p> <p><b>Anti-Bribery and Corruption Policies</b></p> <p>In compliance with the new Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and guided by the principles under the Guidelines for Adequate Procedures and Paragraph 15.29 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) in relation to anti-bribery, the Board has on 28 August 2020, approved the new Anti-Bribery and Corruption Policy, and the Gift and Entertainment Policy.</p> <p>On 16 December 2021, the Board adopted and approved the revised Gift and Entertainment Policy where revisions were made on the threshold amount for receiving and giving of gifts by directors and employees.</p> <p>The Anti-Bribery and Corruption Policy and the Gift and Entertainment Policy set out the procedures and measures implemented by Mulpha to prevent the occurrence of corruption in connection with its business and to ensure compliance with anti-corruption laws in the countries in which the Group operates. These policies serve as control measures to address and manage the risks of fraud, bribery, corruption, misconduct and unethical practices for the benefit of long-term success of the Company.</p> <p>The Anti-Bribery and Corruption Policy is published on Mulpha’s website at <a href="http://www.mulpha.com.my">www.mulpha.com.my</a>.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>

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

<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Mulpha has in place a Whistleblowing Policy to provide an avenue and mechanism to all employees and stakeholders of the Group to report concerns in strict confidence about any suspected wrongdoing, inappropriate behaviour or misconduct relating to fraud, corrupt practices and/or other forms of inappropriate or unethical behaviour.</p> <p>Dedicated channels for reporting have been established. The ARMC has the responsibility in overseeing the implementation and monitoring of the Whistleblowing Policy, and ensuring effective administration thereof. The Head of Group Internal Audit &amp; Risk shall be responsible for the administration and compliance with this policy and its procedures. Reports can be made anonymously without fear of retaliation or repercussions and will be treated confidentially. There is a process in place to independently investigate all reports received to ensure the appropriate follow-up actions are taken. There was no report or complaint received during the financial year 2023 up to the issuance date of the Annual Report.</p> <p>The Whistleblowing Policy was revised in year 2020 to streamline certain definitions to be consistent with the Conflict of Interest Policy. The whistleblowing reporting, communication channels and investigation process have also been clearly defined. The revised Whistleblowing Policy which was approved by the Board on 28 August 2020, is published on Mulpha's website at <a href="http://www.mulpha.com.my">www.mulpha.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board together with Management are responsible for the governance of sustainability in the Company, including setting the Company's sustainability strategies, priorities and targets. The Management team, led by the CEO is continuously enhancing the sustainability management framework and processes to ensure effective implementation and execution of the environmental, social and governance ("ESG") initiatives. The senior leadership team is accountable for embedding sustainability initiatives and targets throughout business operations and overseeing the execution. Progress of execution of the strategies and initiatives are regularly reported to the CEO as well as quarterly reporting to the Board.</p> <p>The Health, Safety and Environment Risk Management Committee ("HSE RMC") which was set up and approved by the Board on 31 May 2021, provides greater ongoing oversight of the Group's:</p> <ul style="list-style-type: none"><li>i) systems of internal control, risk management and governance of occupational health, safety and environment;</li><li>ii) strategic and operational approach to the environment and sustainability; and</li><li>iii) strategic and operational approach to asset management.</li></ul> <p>The HSE RMC is comprised of senior management and representatives from the Group's business operations.</p> <p>The Chair of the HSE RMC will report to the Risk Management Committee on its proceedings on all matters within its duties and responsibilities. Minutes of each HSE RMC meeting will be presented to the ARMC with material matters highlighted to the ARMC by the Head of Group Internal Audit &amp; Risk.</p>

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group's sustainability strategies and priorities are communicated to its internal and external stakeholders (including but not limited to employees, customers, residents, investors, regulators, contractors, suppliers and banks/financiers) through channels such as engagement sessions with these stakeholders, the Annual Report, Sustainability Report and Mulpha's corporate website.</p> <p>Following feedback from engagement with key internal and external stakeholders, the Company would then identify ways to address, manage and prioritise material issues. The engagement activities and impacts on the key stakeholder groups are reviewed from time to time to enable the Company to make more strategic business decisions and prioritise its focus areas with reasonable adjustments taking into the account the nature of each business unit and asset type.</p> <p>Details of the Company's sustainability agenda and disclosures are set out in the Sustainability Statement of the Annual Report 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board receives quarterly updates at the Board Meeting from the Sustainability Committee on sustainability/ESG matters, strategies and initiatives undertaken by the Group, targets and action plan.</p> <p>The Board also receives updates on sustainability matters issued by the regulators. To further keep abreast with the latest development, the Directors attended training sessions on sustainability and ESG. The trainings attended by the Directors are set out in the Corporate Governance Overview Statement.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board evaluation questionnaires were refreshed in 2022 to include relevant sustainability-related questions and a review of the performance of the Board in addressing the Group's material sustainability issues, including climate-related risks and opportunities.</p> <p>Pursuant to the results of the Board evaluations exercise for financial year 2023 which was carried out in February 2024, the Board took cognizance that further and continuous improvements were needed in the area of sustainability and ESG.</p> <p>The performance review for senior management team also takes into account sustainability KPIs.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Group has established 2 Sustainability Committees, led by the General Manager (for Malaysian operations) and the Head of Real Estate Capital (for Australian operations) respectively, and overseen by the CEO.</p> <p>The roles of these Sustainability Committees are to carry out sustainability initiatives and providing oversight in terms of compliance while facilitating responsible business reporting. On a day-to-day operational perspective, the Sustainability Committees are supported by selected executives across departments to implement sustainability initiatives across the businesses.</p>

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In line with the terms of reference of the NC, the NC will perform annual review of the results of the Board evaluations which covered areas, amongst others, the Board mix, composition, diversity and structure; Board operations and activities; and performance/contribution of the Board Committees.</p> <p>During the financial year, the NC has assessed and recommended to the Board, the appointment of a female Independent Non-Executive Director namely Ms Josephine Phan Su Han on 1 April 2023. The appointment of Ms Josephine Phan has further improved the diversity of the Board.</p> <p>The NC also reviewed and recommended to the Board, the retiring Director who is standing for re-election at the forthcoming 2024 AGM namely Mr Chew Hoy Ping. The recommendation was based on the review and assessment of the performance and contribution of Mr Chew, as well as the fit &amp; proper criteria in accordance with the Directors' Fit and Proper Policy. The Board approved the NC's recommendation to support the re-election of Mr Chew at the forthcoming AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	Please provide an explanation on how the practice is being applied.
<b>Explanation for departure</b>	:	<p>The Board currently has 6 members, comprising the Executive Chairman, the Executive Director, 2 Independent Non-Executive Directors and 2 Non-Independent Non-Executive Directors.</p> <p>On 1 June 2023, Mr Chew Hoy Ping and Mr Loong Caesar who have served as Independent Non-Executive Directors on the Board for 16 years and 12 years respectively, have been redesignated to Non-Independent Non-Executive Directors, pursuant to the amended definition of ‘independent director’ in the Main Market Listing Requirements of Bursa Securities.</p> <p>The Board is in compliance with Paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities which requires at least 2 or one-third of the Board (whichever is higher) to be Independent Directors. However, the Board is mindful of the recommendation of the MCG that the Board must comprise at least half of Independent Directors.</p> <p>The Board believes that the existing Independent Directors can act as vigilant gatekeepers and provide the necessary checks and balance in the Board’s decision-making process, as well as their ability to act in the best interests of the Company.</p> <p>Although Mr Chew and Mr Loong are Non-Independent Directors, they consistently provide objective judgement and often challenge Management with questions without apprehension and debate constructively during Board Meetings, and this helps to reinforce the checks and balance of the Board’s decision-making process. Hence, the current composition of the Board does not jeopardise the independence of the Directors in their deliberations and all decisions are made in the best interests of the Company.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		



<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

### Intended Outcome

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

### Practice 5.3

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Pursuant to the amended definition of 'independent director' in the Main Market Listing Requirements of Bursa Securities, all long serving Independent Directors of more than 12 years must resign or be redesignated as non-independent directors by 1 June 2023.</p> <p>On 1 June 2023, Mr Chew Hoy Ping and Mr Loong Caesar who have served as Independent Non-Executive Directors on the Board for 16 years and 12 years respectively, have been redesignated to Non-Independent Non-Executive Directors, pursuant to the amended definition of 'independent director' in the Main Market Listing Requirements of Bursa Securities.</p> <p>The tenures of the 2 Independent Directors of the Company, Mr Geoffrey Earl Grady and Ms Josephine Phan Su Han have not exceeded a cumulative term of 9 years.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC is responsible to ensure that the procedures for appointing new Directors are transparent and rigorous, and that appointments are based on merit, skills and experience with due regard to the requirements of Chapter 2, Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities. In evaluating the suitability of individuals for Board membership, the NC ensures that the Board comprises individuals with the necessary background, skills, knowledge, experience and competencies to complement the existing Board and meet its future needs.</p> <p>In compliance with Paragraph 15.01A of the Main Market Listing Requirements of Bursa Securities, the Board has on 30 May 2022, approved the new Directors' Fit and Proper Policy for the appointment and re-election of directors.</p> <p>The NC and the Board are guided by the Directors' Fit and Proper Policy in their review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking for re-election at the AGM of the Company. This Policy also aims to ensure that Directors possess the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to carry out their roles and responsibilities effectively in the best interest of the Company and its stakeholders.</p> <p>The Directors' Fit and Proper Policy is published on Mulpha's website at <a href="http://www.mulpha.com.my">www.mulpha.com.my</a>.</p> <p>A proposed candidate is first considered by the NC who takes into account, among others, the skills, knowledge, experience, competence, integrity and time commitment of the candidate, before making a recommendation to the Board for approval. A formal procedure and process has been established for the nomination and appointment of new Directors, guided by the Directors' Fit and Proper Policy. The process for the nomination and appointment of new Directors is as follows:-</p>

	<p>(a) The NC will assess and identify the skills required for the Board, taking into consideration the diversity factor, including but not limited to age, race, gender, experience and skills.</p> <p>(b) Selection of candidate. Candidate may be nominated by the Chairman, Director, senior management or shareholder of the Company.</p> <p>(c) Obtain the profile/curriculum vitae and relevant information from the candidate.</p> <p>(d) Interview the candidate by the NC, if necessary.</p> <p>(e) Table the candidate's profile/curriculum vitae and relevant information to the NC for deliberation and assessment, based on the following:-</p> <ul style="list-style-type: none"> <li>i) background, character, competence, integrity and time commitment (i.e. number of existing directorships and other positions that involve significant time commitments);</li> <li>ii) qualifications, skills, expertise and experience;</li> <li>iii) professionalism; and</li> <li>iv) in the case of candidates for the position of Independent Non-Executive Directors, the candidate's independence and ability to discharge such responsibilities as expected from Independent Non-Executive Directors, will be evaluated.</li> </ul> <p>(f) Recommendation to the Board for approval.</p> <p>(g) A formal invitation to join the Board to be extended after approval by the Board.</p> <p>(h) Complete documentation process i.e. candidate to execute relevant documents required under the Companies Act 2016, Main Market Listing Requirements of Bursa Securities and other applicable regulations.</p> <p>(i) Organise induction programme for the newly appointed Director.</p> <p>Diversity of gender, ethnicity and age within the Board is also important, and this includes appropriate mix of skills, experience and competencies which are relevant to enhance the Board's composition. The Board recognises that the evolution of this mix is a long-term process that is deliberated each time a vacancy arises to ensure a balanced and diverse Board composition is maintained. Any appointment that may cast doubt on the integrity and governance of the Company would be avoided.</p>
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	<p>On 1 April 2023, Ms Josephine Phan Su Han was appointed as an Independent Non-Executive Director of the Company. Ms Phan has declared that she fulfilled the criteria of independence, as defined under the Main Market Listing Requirements of Bursa Securities and other independence criteria applied by the Company. The proposed appointment was duly considered by the NC taking into account her background, qualification, experience, competence, integrity and time commitment. Upon the recommendation of the NC, the Board approved the said appointment.</p> <p>Appointments of key senior management are also based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.</p>	
<p><b>Explanation for departure</b></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><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>A formal procedure and process has been established for the nomination and appointment of new Directors. The NC who is guided by this process, does not solely rely on recommendations from existing Directors, Management or major shareholders.</p> <p>During the financial year 2023, Ms Josephine Phan Su Han was appointed as an Independent Non-Executive Director of the Company on 1 April 2023. Her appointment was sourced through external networks.</p> <p>The NC/Board will rely on varied approaches and sources to ensure that it is able to identify suitably qualified candidates. This may include recommendations by existing Directors, Management, shareholders, external registries of corporate directors, internal database of potential candidates, third party referrals or from executive search firms.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The profiles of Directors are published in the Annual Report, disclosing information such as their age, gender, directorships in other companies, membership in Board Committees, working experience, shareholding in the Company and conflict of interest (if any).</p> <p>Based on the outcome of the NC's review, the performance and contribution of the retiring Director namely Mr Chew Hoy Ping in discharging his duties during the assessment period of year 2023 has been satisfactory.</p> <p>The Board upon due consideration, resolved to recommend the proposed re-election of Mr Chew for shareholders' approval at the forthcoming 2024 AGM of the Company, as recommended by the NC. The Board's statement of support on the proposed re-election of Mr Chew is set out in the explanatory notes to the notice of AGM to enable shareholders to make an informed decision on the voting of resolution relating to the proposed re-election of Mr Chew. Mr Chew had abstained from deliberation and voting on his proposed re-election.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC comprises 2 Independent Non-Executive Directors and 1 Non-Independent Non-Executive Director. The NC is chaired by an Independent Non-Executive Director, Ms Josephine Phan Su Han.</p> <p>The NC has written terms of reference dealing with its authority, duties and responsibilities, which is made available on Mulpha’s website at <a href="http://www.mulpha.com.my">www.mulpha.com.my</a>.</p> <p>The role of Chairman of the NC includes the following:-</p> <ul style="list-style-type: none"> <li>• Leading in succession planning and appointment of new Directors; and</li> <li>• Leading the annual review of Board effectiveness, ensuring that the performance of each individual Director and Chairman of the Board are independently assessed.</li> </ul> <p>Details of the NC’s activities during the financial year are set out in the Corporate Governance Overview Statement contained in the Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board acknowledges that the recommendation of Practice 5.9 of the MCCG 2021 with regards to the 30% women representation on the Board has yet to be adopted.	
		A female Independent Non-Executive Director namely Ms Josephine Phan Su Han has been appointed to the Board on 1 April 2023. The Board will consider more female representation when suitable candidates are identified.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Others	Please specify number of years.

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board does not have a specific policy on gender diversity but the NC undertakes Board appointment processes that result in a manner that promotes gender diversity pursuant to the recommendation stated in MCCG 2021. The NC will endeavour to consider both suitable male and women candidates, and candidates of all ethnicities in the recruitment exercise, when the need arises.</p> <p>The NC would look into the current diversity of skills, experience, age and ethnicity of the existing Board in seeking potential candidate(s). This helps to ensure an appropriate balance between the experience perspectives of the long-term Directors and new perspectives that bring fresh insights to the Board.</p> <p>A female Independent Non-Executive Director namely Ms Josephine Phan Su Han was appointed to the Board on 1 April 2023.</p> <p>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 workforce of the Group has a balance representation of male and female employees.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board annually evaluates its performance and governance processes with the aim of improving individual Director's contributions, and effectiveness of the Board and its Committees.</p> <p>During the financial year, a Board evaluation exercise facilitated by the Company Secretary, was carried out to assess the performance and effectiveness of the Board, Board Committees and each Director; and the independence of Independent Non-Executive Directors. The evaluation exercise was conducted via questionnaires, which were distributed to all the Directors and covered areas which include, amongst others, the Board mix, composition and structure; Board operations and activities; roles and responsibilities of Directors and Board Chairman; and performance/contribution of the Board Committees. The questionnaires are reviewed annually to continuously engage the Directors' perspectives on fresh and relevant areas.</p> <p>The NC and Board, in accordance with Chapter 15, Paragraph 15.20 of the Main Market Listing Requirements of Bursa Securities, also reviewed the term of office and performance of the ARMC and each of ARMC members, and they were satisfied that the ARMC and its members have carried out their duties effectively in accordance with the ARMC's terms of reference.</p> <p>The evaluation also encompasses Director's Self &amp; Peer evaluation, assessing the individual Director's contributions and interaction; quality of input; and understanding of roles and responsibilities as a Director, as well as the assessment of mix of skills and experience. Performance of individual Directors were assessed against a range of criteria, as follows:-</p>

	<ul style="list-style-type: none"> <li>(a) Participate actively in Board deliberations and share information/ insights.</li> <li>(b) Take strong constructive stands at Board or Committee meetings, where necessary.</li> <li>(c) Provide logical honest opinions on issues presented and is not afraid of expressing disagreement on matters during the meeting, if any.</li> <li>(d) Probe Management when there are red flags or concerns which could, amongst others, indicate possible non-compliance of regulatory requirements.</li> <li>(e) Provide practical advice in Board/Committee deliberations.</li> <li>(f) Apply analytical and conceptual skills to decision-making process.</li> <li>(g) Exercise independence of judgement when considering issues before the Board.</li> <li>(h) Ensure that contribution is relevant; up-to-date with changes in laws/regulations and industry developments.</li> <li>(i) Maintain good relationship and able to work with other Directors and Management.</li> <li>(j) Communicate persuasively in a clear and non-confrontational manner.</li> <li>(k) Has a clear understanding of the roles and responsibilities of a Director.</li> <li>(l) Regular and timely attendance of Board/Committee meetings.</li> <li>(m) Attend meetings well prepared.</li> <li>(n) Take initiative to request for more information, where necessary.</li> <li>(o) Demonstrate willingness to devote time and effort to understand the Group's businesses and display readiness to participate in events outside the boardroom eg. site visits.</li> </ul> <p>In the assessment of the independence of Independent Directors based on the criteria specified in the Main Market Listing Requirements of Bursa Securities, the Board was of the opinion that the Independent Directors consistently provided independent and objective judgement in all Board and Board Committee deliberations. The Board was also satisfied with the level of independence demonstrated by the Independent Directors and their ability to act in the best interest of the Company.</p> <p>The NC reviewed the overall results of the evaluations conducted and subsequently tabled the same to the Board and highlighted those areas which required further and continuous improvement. The assessment results also indicated that there was a good balance in the composition of the Board. The composition of the Board provides the appropriate size, and the Directors possessed the expertise and experience in a wide range of fields and areas from their diverse backgrounds and specialisations to assist the Board to lead and contribute positively and effectively to the Group.</p> <p>The NC also reviewed and recommended to the Board, the retiring Director who is standing for re-election at the forthcoming 2024 AGM namely Mr Chew Hoy Ping. The recommendation was based on the</p>
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	<p>review and assessment of the performance and contribution of Mr Chew. The Board approved the NC's recommendation to support the re-election of Mr Chew at the forthcoming AGM.</p> <p>All assessments and evaluations carried out by the NC are documented and maintained by the Company Secretary.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The remuneration policies for Directors and key senior management are reviewed by the RC prior to making its recommendation to the Board for approval.</p> <p>The objective of Mulpha's remuneration policies is to attract and retain Directors and key senior management of high calibre needed to run the Company successfully. The remuneration of the Executive Directors is structured on the basis of linking rewards to corporate and individual performance. From time to time, market survey data on the remuneration practices of comparable companies is taken into consideration in determining the remuneration packages for the Executive Directors.</p> <p>For Non-Executive Directors, the level of remuneration reflects their experience, expertise and level of responsibilities undertaken by the Non-Executive Directors concerned. Market survey data is also used to benchmark the Directors' fees and benefits before recommendation is made to the Board.</p> <p>The Board collectively determines the remuneration for the Non-Executive Directors based on the recommendation from the RC. Each of the Non-Executive Directors would abstain from deliberating and voting in respect to his individual remuneration. Directors' fees and benefits payable to the Non-Executive Directors are subject to the approval of shareholders at the AGM.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		



### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The RC consists of all Non-Executive Directors and the members are as follows:-</p> <ul style="list-style-type: none"><li>i) Chew Hoy Ping (Chairman) <i>(Non-Independent Non-Executive Director)</i></li><li>ii) Geoffrey Earl Grady (Member) <i>(Senior Independent Non-Executive Director)</i></li><li>iii) Loong Caesar (Member) <i>(Non-Independent Non-Executive Director)</i></li><li>iv) Josephine Phan Su Han (Member) <i>(Independent Non-Executive Director)</i></li></ul> <p>The role of the RC is to assist the Board in overseeing the remuneration policies for Directors and key senior management. The main responsibilities of the RC are to review and recommend to the Board, the following:-</p> <ul style="list-style-type: none"><li>(a) remuneration packages of each Director; and</li><li>(b) incentive schemes, profit sharing arrangements or the like for Management or other employees.</li></ul> <p>The RC is authorised to commission independent advice for the purpose of discharging its duties and responsibilities. The written terms of reference of the RC which deals with its authority, duties and responsibilities, are available on Mulpha's website at <a href="http://www.mulpha.com.my">www.mulpha.com.my</a>.</p>

The RC meets as and when required, and at least once a year. The RC met once during the financial year 2023 and the meeting was attended by all the Committee members. The RC, at its meeting held in March 2023, reviewed and recommended for the Boards' approval, the proposed remunerations of the Executive Chairman, Executive Director and CEO in respect of financial year 2022 performance. At the same meeting, the RC also reviewed the Group's Annual Remuneration and recommended for the Boards' approval, the proposed remunerations of the senior executives and employees in respect of financial year 2022 performance.

Under the remuneration policy, the remuneration payable to the Non-Executive Directors of the Company comprises Directors' fees, fixed allowance and meeting attendance allowance ("Remuneration"). In March 2023, the Board reviewed and endorsed the RC's recommendation via its Circular Resolution dated 10 March 2023 on the proposed increase in the Remuneration of Non-Executive Directors for shareholders' approval at the 2023 AGM.

The RC, at its meeting held in March 2024, reviewed and recommended for the Boards' approval, the proposed remunerations of the Executive Chairman, Executive Director and CEO in respect of financial year 2023 performance. At the same meeting, the RC also reviewed the Group's Annual Remuneration and recommended for the Boards' approval, the proposed remunerations of the senior executives and employees in respect of financial year 2023 performance.

In addition, the RC reviewed and recommended the Remuneration payable to the Non-Executive Directors for the period from the forthcoming 2024 AGM until the conclusion of the next AGM of the Company to be held in 2025, in accordance with the remuneration structure which was approved at the previous 2023 AGM, as set out in the table below:

<b>Directors' Fees / Allowances</b>	<b>Amount</b>
Directors' Fees ( <i>payable on monthly basis</i> ): <ul style="list-style-type: none"> <li>• For Chairman of ARMC</li> <li>• For other Non-Executive Directors</li> </ul>	RM104,000 per annum RM93,600 per annum
Fixed Allowance ( <i>payable on quarterly basis</i> ): <ul style="list-style-type: none"> <li>• For Chairman of ARMC</li> <li>• For Chairman of other Board Committees</li> </ul>	RM52,000 per annum RM15,600 per annum
Meeting Allowance for attendance of Board and Board Committee Meetings ( <i>payable after each meeting</i> )	RM3,200 per meeting

	The Board reviewed and endorsed the RC's recommendation on the Remuneration for shareholders' approval at the forthcoming 2024 AGM.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Details of remunerations of the Directors of Mulpha (received from the Company and on a group basis respectively) for the financial year ended 31 December 2023 are as follows:-

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	Lee Seng Huang	Executive Director	Input info here	Input info here	773	310	6	130	1,219	Input info here	Input info here	1,140	449	Input info here	10	1,599
2	Lee Eng Leong	Executive Director	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	715	Input info here	5	89	809
3	Chew Hoy Ping	Non-Executive Non-Independent Director	96	70	Input info here	Input info here	Input info here	Input info here	166	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Loong Caesar	Non-Executive Non-Independent Director	92	40	Input info here	Input info here	Input info here	Input info here	132	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Geoffrey Earl Grady	Independent Director	98	77	Input info here	Input info here	Input info here	Input info here	175	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Josephine Phan Su Han ( <i>Appointed on 1 April 2023</i> )	Independent Director	70	28	Input info here	Input info here	Input info here	Input info here	98	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	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
8	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
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.

<b>Application</b>	:	Departure												
<b>Explanation on application of the practice</b>	:													
<b>Explanation for departure</b>	:	<p>The retention of talented employees is critical to the successful delivery of the Group's strategy. The Board is of the view that disclosing the remuneration of senior management on a named basis is not to the Group's advantage, as it may lead to other competitor companies attempting to 'poach' performing executives.</p> <p>The Company ensures that the remuneration packages of senior management are set at industry standards, and reflect the roles, responsibilities, level of skills and experience of senior management.</p> <p>The performances of senior management are evaluated on an annual basis and measured against the targets set for the year. The remuneration packages are reviewed annually and adjustments to their remuneration are made based not only on their individual performance and contributions in the preceding year, but also the Group's performance.</p> <p>The total remunerations of key management personnel are disclosed in the Company's Audited Financial Statements for the financial year ended 31 December 2023 contained in the Annual Report. The top 5 senior management's remuneration (including salary, bonus, allowances and other emoluments) for financial year 2023 are disclosed in the bands of RM50,000, as follows:-</p> <table border="1"><thead><tr><th>Range of Remuneration (per annum)</th><th>Number of Senior Management Personnel</th></tr></thead><tbody><tr><td>RM150,000 to RM200,000</td><td>1</td></tr><tr><td>RM1,300,000 to RM1,350,000</td><td>1</td></tr><tr><td>RM2,150,000 to RM2,200,000</td><td>1</td></tr><tr><td>RM3,850,000 to RM3,900,000</td><td>1</td></tr><tr><td>RM12,000,000 to RM12,050,000</td><td>1</td></tr></tbody></table>	Range of Remuneration (per annum)	Number of Senior Management Personnel	RM150,000 to RM200,000	1	RM1,300,000 to RM1,350,000	1	RM2,150,000 to RM2,200,000	1	RM3,850,000 to RM3,900,000	1	RM12,000,000 to RM12,050,000	1
Range of Remuneration (per annum)	Number of Senior Management Personnel													
RM150,000 to RM200,000	1													
RM1,300,000 to RM1,350,000	1													
RM2,150,000 to RM2,200,000	1													
RM3,850,000 to RM3,900,000	1													
RM12,000,000 to RM12,050,000	1													

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

<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	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.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The ARMC Chairman is not the Chairman of the Board. Mr Geoffrey Earl Grady was appointed as the ARMC Chairman on 1 June 2023. The previous ARMC Chairman was Mr Chew Hoy Ping, who is currently a member of the ARMC. He has been redesignated from Independent Non-Executive Director to Non-Independent Non-Executive Director on 1 June 2023. The Chairman of the Board is Mr Lee Seng Huang.</p> <p>Details of the composition and activities of the ARMC are set out in the Audit and Risk Management Committee Report contained in the Annual Report.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board is cognisant of the importance of upholding independence. None of the Board members were former partners within the cooling-off period of 3 years. Hence, there is no such person being appointed as a member of the ARMC.</p> <p>The Board/ARMC will observe a cooling-off period of at least 3 years in the event any potential candidate to be appointed as a member of the ARMC, is a former partner of the external audit firm of the Company.</p> <p>The ARMC Charter has been revised on 25 February 2022 to amend the clause stating that no former partner of Mulpha's external auditors shall be appointed to the ARMC unless that person has observed a cooling-off period of at least 3 years before being appointed as a member of the ARMC.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The ARMC conducts assessment on the suitability, objectivity and independence of the external auditor annually.</p> <p>In February 2024, the ARMC undertook an assessment of the suitability and independence of the external auditors for their re-appointment as Auditors of the Company at the forthcoming 2024 AGM, which included a structured evaluation questionnaire completed by each member of the ARMC. The questionnaires which are used as an assessment tool, are based on a 4-scale rating or 'Yes' and 'No' answer, whichever is applicable for each question. The areas which were covered in the assessment encompassed the external auditors' performance in terms of skills, expertise and competencies, calibre of the external audit firm, independence and objectivity, audit scope and planning, reasonableness of audit fees, provision of non-audit services and quality of communications with the ARMC. This annual evaluation provides the ARMC with a disciplined approach for maintaining effective oversight of the external auditors' performance.</p> <p>In addition, private sessions with the external auditors were held twice a year to review the extent of assistance rendered by Management and issues arising from their audit. The ARMC was satisfied with the openness in communication and interaction with the engagement partner and his team, which demonstrated their independence and professionalism.</p> <p>The evaluation results were tabled at the ARMC meeting held on 26 February 2024. The external auditors have also provided written confirmation on their independence in accordance with the terms of the relevant professional and regulatory requirements. The ARMC was satisfied with the suitability and independence of the external auditors and thereby recommended to the Board for their re-appointment at the forthcoming 2024 AGM of the Company.</p> <p>Having regard to the outcome of the annual assessment of external auditors, the Board at its meeting held on 28 February 2024, approved the ARMC's recommendation for the re-appointment of external</p>

	<p>auditors, subject to the shareholders' approval being sought at the forthcoming 2024 AGM.</p> <p>In February 2024, a new Policy on Non-Assurance Services provided by External Auditors has been approved by the ARMC and the Board. Under this Policy, the ARMC and the Board pre-approved the list of non-assurance services that may be provided by the external auditors without the need for Management to seek specific pre-approval from the ARMC or the Board.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	Please provide an explanation on the adoption.



### 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>All members of the ARMC are financially literate and have sufficient understanding of the Group's businesses. They are well-equipped with relevant knowledge and experience to effectively discharge their duties and responsibilities as members of the ARMC. The ARMC Chairman is a Chartered Accountant and the other 2 members of the ARMC are members of the Malaysian Institute of Accountants. The qualification and experience of each member of the ARMC are disclosed in the Profile of Board of Directors section of the Annual Report.</p> <p>The ARMC reviews and discusses with Management the Company's financial reporting, transactions and other financial information, and where required, challenges Management's assertions on the Company's financials.</p> <p>The ARMC demonstrates an appropriate level of vigilance and scepticism towards, among others, detection of any financial anomalies or irregularities on the financial statements.</p> <p>Where there are significant matters requiring judgement, the ARMC asks probing questions to ascertain whether the financial statements are consistent with operational and other information known.</p> <p>The ARMC reviews and provides advice on whether the financial statements taken as a whole provide a true and fair view of the Company's financial position and performance.</p> <p>The Board reviews the term of office of the ARMC members and assesses the performance of the ARMC and its members through an annual evaluation. Based on the outcome of the evaluation for financial year 2023, the Board was satisfied with the ARMC's performance.</p>

	<p>All members of the ARMC had attended training programmes to keep themselves abreast of the latest developments in financial reporting, risk management, regulatory requirements, sustainability and corporate governance. The training programmes attended by the ARMC members during the financial year are set out in the Corporate Governance Overview Statement contained in the Annual Report.</p>	
<p><b>Explanation for departure</b></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><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has the ultimate responsibility of approving the risk management framework and policy as well as overseeing the Group's risk management and internal control framework.</p> <p>Mulpha has in place an ongoing process for identifying, evaluating and managing significant risks that may affect the achievement of the business objectives of the Group. The Board through oversight of the Risk Management Committee (a Management-level Committee) and reports received from this Committee, makes high level assessments of the key risks inherent in the Group and proposes or endorses mitigating measures for any identified risks, including business disruption risks and investment risks. The Board is also assisted by the ARMC in the review and assessment of the adequacy and effectiveness of the risk management and internal control system.</p> <p>The Group has established an Enterprise Risk Management ("ERM") Framework encompassing a group-wide risk policy and appetite statement, roles and responsibilities for oversight and management of risk, and formalised risk management and reporting processes. The Group's ERM Framework aligns with the Standard ISO 31000:2010 – Risk Management Principles and Guidelines. In February 2020, the ARMC had endorsed and recommended to the Board for approval, the ERM Framework which was updated to be aligned with the Standard ISO 31000:2018. On 26 February 2024, the ARMC had endorsed and recommended to the Board for approval, the revised ERM Framework where changes were made to align the governance and escalation protocol with the findings rating.</p> <p>The ARMC assists the Board in overseeing the adherence of established risk appetite/tolerance at the group-wide level in the ERM Framework. The Internal Audit and Risk Management Department ("IARMD") reports to the ARMC on any breaches of thresholds in monitoring the risks.</p>
<b>Explanation for departure</b>	:	

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges its responsibility for establishing and maintaining a sound system of risk management and internal control. This encompasses the approval and review of the Group's risk management strategy, risk appetite and policy, and internal audit programme. The Board is assisted in this function by the ARMC, as a delegated committee.</p> <p>The Group's system of risk management and internal control comprises key control activities and oversight mechanisms concerning governance, risk management, financial, operational, strategic, compliance and regulatory matters. At all times, the Group conducts its operations in accordance with the Board's mandate for effective and efficient management of risks in the pursuit of organisational strategy and achievement of business objectives.</p> <p>To this end, the system of risk management and internal control acts to protect shareholders' investment, the Group's assets and reputation, and the health and safety of workers and customers, as well as safeguarding against material misstatement, loss and fraud.</p> <p>Senior management and the ARMC review the adequacy, appropriateness and integrity of the system of risk management and internal control employed across the Group on an annual basis. During the financial year, the ARMC concluded that the Group's risk management and internal control activities remain appropriate, and that suitable and sufficient information is provided to those charged with governance, and that the Group's material business risks are being properly managed.</p> <p>All internal control and risk management matters that warrant further scrutiny or the attention of the Board are escalated as and when appropriate by the ARMC Chairman and/or executive management.</p> <p>The Group has adopted a decentralised approach to risk management, whereby individual Risk Management Units ("RMUs") led by a Head of Division are responsible for the systematic identification, assessment and management of risks within their respective business units. The</p>

	<p>identification, assessment, management and monitoring of risks are conducted in accordance with the Group’s risk management methodology, as approved by the Board.</p> <p>In addition to the day-to-day management of risks as part of business-as-usual activities, RMUs are required to update their risk profile on an annual basis. This is achieved through the completion of a detailed risk register that captures risk items, their classification and description, risk ratings, mitigating controls and any action plans and responsible owner(s).</p> <p>Both the enterprise risks and the consolidated RMU risk registers are reviewed by the IARMD and are used to produce an Enterprise Risk Report articulating the Group’s material business risks and risk profiles, highlighting trends in risk ratings and provides insight on any new or emergent exposures.</p> <p>Details of the risk management and internal control framework are set out in the Statement on Risk Management and Internal Control contained in the Annual Report.</p>	
<p><b>Explanation for departure</b></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><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**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.

<b>Application</b> :	Not Adopted
<b>Explanation on adoption of the practice</b> :	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit and risk management functions are performed in-house and the IARMD reports directly to the ARMC.</p> <p>The main role of the IARMD is to undertake regular reviews of the Group’s systems of internal control, risk management and governance so as to provide assurance to the ARMC that the internal control system is sound, adequate and operating effectively in all material respects.</p> <p>Each year, the IARMD prepares yearly Internal Audit and Risk Management Plans for consideration and approval by the ARMC. The IARMD adopts a risk-based approach in developing the annual internal audit plan for approval by the ARMC. The ARMC receives quarterly internal audit reports from the IARMD and discusses these reports to ensure recommendations in the reports are duly acted upon by Management.</p> <p>Apart from the aforesaid internal audit mandate, the IARMD is also responsible for facilitating and assisting Management in maintaining a structured risk management framework to identify, evaluate and manage material risks facing the Group. The IARMD also monitors the effectiveness of the Group’s risk management processes and reports quarterly to the ARMC on the risk management activities of the Group.</p> <p>In February 2024, the ARMC carried out an evaluation of the effectiveness of the internal audit function in respect of financial year 2023. The appraisal covered the adequacy of IARMD’s scope, its functions, resources, authority and independence, as well as the competency of internal audit staff. The results of the evaluation were tabled at the ARMC meeting held on 26 February 2024. Overall, the ARMC was satisfied that the IARMD has been operating satisfactorily.</p> <p>The detailed activities carried out by the IARMD are disclosed under the Audit and Risk Management Committee Report contained in the Annual Report.</p>
<b>Explanation for departure</b>	:	



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

<b>Measure</b> :		
<b>Timeframe</b> :		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As at 31 December 2023, the Mulpha Group’s IARMD has 2 full-time personnel, comprising the General Manager/Head of Group Internal Audit &amp; Risk and the Internal Audit Manager. The name and qualification of each member of the IARMD are set out below:</p> <ol style="list-style-type: none"><li>1. Mr Sean Milne holds the position of General Manager/Head of Group Internal Audit &amp; Risk. He has a Bachelor Degree in Business Economics and is a member of the Institute of Internal Auditors (“IIA”). He is also a Certified Internal Auditor and holds a Certification in Risk Management Assurance, both governed by the IIA.</li><li>2. Mr Marc Gempes holds the position of Internal Audit Manager. He has a Bachelor Degree in Accountancy and is a member of the IIA. He is also a Certified Public Accountant and Certified Internal Auditor.</li></ol> <p>The IARMD conducts assurance engagements across the Group’s business units and operations in accordance with established policies and other relevant professional standards, including the Institute of Internal Auditors’ <i>International Standards for the Professional Practice of Internal Auditing</i>.</p> <p>The internal audit function provides the ARMC/Board with assurance over the adequacy, effectiveness and efficiency of risk management, internal control and governance processes employed across the Group.</p> <p>The IARMD has no direct authority or responsibility for the activities it reviews and maintains a functional reporting line to the Chairman of the ARMC.</p> <p>Both of the IARMD personnel have no relationships or conflicts of interest that would impair the objectivity or independence of the function in the performance of their duties.</p>

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b>Periodic and Continuous Disclosure</b></p> <p>The Board acknowledges the need for shareholders and other stakeholders to be informed of all material matters affecting the business and performance of the Company. Announcements to Bursa Securities are made on developments or events significantly affecting the Group. Financial results are released on a quarterly basis to provide shareholders and other stakeholders with a regular overview of the Group's performance. All announcements made by the Company to Bursa Securities are also available to shareholders and the market on the Investor Relations section of Mulpha's website.</p> <p>The Company also arranges press interviews and briefings, and releases press announcements to provide information on the Group's business activities, performance and major developments, as and when necessary.</p> <p><b>Company Website</b></p> <p>The Company's website, <a href="http://www.mulpha.com.my">www.mulpha.com.my</a> provides detailed information on the Group's businesses and latest development, as well as the profiles of the Board and senior management. The website has a dedicated section on investor relations and corporate governance which contains announcements to Bursa Securities, quarterly financial results, annual reports and stock information, among others.</p> <p><b>Shareholders and Investors Queries</b></p> <p>Whilst the Company aims to provide sufficient information to shareholders and investors about Mulpha and its activities, it also recognises that shareholders and investors may have specific queries and require additional information.</p> <p>To ensure that shareholders and investors can obtain all relevant information about the Group, they are encouraged to direct their queries to:</p>

	Investor Relations Mulpha International Bhd Suite 11-1, The Office Club Level 11, Menara Mudajaya No. 12A, Jalan PJU 7/3 Mutiara Damansara 47810 Petaling Jaya Selangor Darul Ehsan Tel No: (603) 7718 6288 / (603) 7718 6266 Email : irmulpha@mulpha.com.my	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Not applicable – Not a Large Company	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's 2023 AGM was held and conducted virtually on 8 June 2023 ("49<sup>th</sup> AGM") through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities, provided by the Company's share registrar, Boardroom Share Registrars Sdn Bhd.</p> <p>The Notice for the 49<sup>th</sup> AGM was issued on 28 April 2023, which was more than 28 days prior to the date of the AGM. The Notice of AGM with sufficient information of businesses to be dealt with thereat, together with the Proxy Form, Administrative Guide for AGM and Request Form (for printed copy of Annual Report and/or Share Buy-Back Statement), were sent to shareholders. The Notice of AGM was published in one national newspaper to provide for wider dissemination of such notice to encourage shareholder participation. In addition, the Notice of AGM, Proxy Form, Administrative Guide for AGM and Request Form were posted on the websites of Mulpha and Bursa Securities.</p> <p>Each item of special business included in the Notice of AGM was accompanied by an explanatory statement for the proposed resolution to facilitate better understanding and enable shareholders to make an informed decision in exercising their voting rights.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	At the 49 <sup>th</sup> AGM, all the Directors, save for one Director who had conveyed his leave of absence, attended the virtual AGM to engage with shareholders.	
		<p>The Chairmen of the ARMC, NC and RC were present at the AGM to provide responses to questions posed by shareholders. In addition, the external auditors were in attendance to answer questions from shareholders on the audited financial statements. The senior management of the Company were also present to respond to questions from shareholders. At the said AGM, the CEO presented an overview of the Group's performance and strategies.</p> <p>To further encourage engagement between the Directors and shareholders, shareholders were also invited to submit questions before the AGM in relation to the agenda items of the AGM. Questions that were submitted prior to the AGM were addressed during the AGM.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	



### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company has been holding virtual AGMs since year 2020 through live streaming and online remote voting by using RPV facilities, which is in compliance with Section 327 of the Companies Act 2016 and Clause 60 of the Company's Constitution. The electronic means of conducting the AGM on a virtual basis facilitate and enable shareholders to participate in the AGM's proceedings without the need to be physically present at the AGM.</p> <p>Boardroom Share Registrars Sdn Bhd was appointed as the Poll Administrator for the AGM to conduct the RPV process and SKY Corporate Services Sdn Bhd was appointed as the Independent Scrutineer for the verification of poll results.</p> <p>The Company had on 28 April 2023 sent to all shareholders, the Administrative Guide for AGM which sets out the details of the RPV facilities. The same was also published on the Company's corporate website.</p> <p>With the RPV facilities, shareholders are able to exercise their right to participate (including posing questions to the Board/Management) and vote by registering themselves before the closing date as stipulated in the Administrative Guide for AGM. If a member is unable to attend the AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy to attend the AGM via the RPV facilities.</p> <p>On the day of the AGM, the registered users were required to log in to the virtual meeting portal to participate, vote and submit questions at the AGM.</p> <p>Upon verification of the poll results by the Independent Scrutineer, the Chairman announced the results for each resolution, which were also displayed on the screen and declared that all the resolutions were carried. Subsequently, the poll results were announced to Bursa Securities via Bursa LINK on the same day for the benefit of all shareholders.</p>

	The Poll Administrator, Boardroom Share Registrars Sdn Bhd had put in place information security measures to prevent cyber threats and data breaches.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: At the commencement of the 49 <sup>th</sup> AGM, Boardroom Share Registrars Sdn Bhd presented a short video to brief the shareholders and proxies on how to submit questions using the message icon via the RPV facilities as well as the online voting process. Shareholders and proxies were encouraged to pose their questions during the AGM.  To further encourage engagement between the Directors and shareholders, shareholders were also invited to submit questions before the AGM to Boardroom's Smart Investor Portal in relation to the agenda items of the AGM. This was communicated to shareholders in the Administrative Guide for AGM.  The Company received pre-submitted questions from shareholders/proxies and those questions and answers were read out by the Chairman at the AGM. Questions received from shareholders and proxies during the AGM via the message icon were read out by the Chairman and the questions were addressed by the Chairman, CEO and other Directors at the AGM. The questions posed by shareholders/proxies were also displayed on the screen for their reference while the Chairman of the meeting read out the questions.  At the AGM, the CEO took the opportunity to engage with the shareholders by giving a presentation which covered the Group's performance and future strategies for the Group.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>With leveraging on technology advancement, the 49<sup>th</sup> AGM was held virtually through electronic live streaming and online remote voting. The electronic means of conducting the AGM on a virtual basis facilitate and enable all shareholders to participate fully in the AGM proceedings without the need to be physically present at the AGM.</p> <p>To ensure a smooth broadcast of the AGM, the Company conducted a dry run prior to the 49<sup>th</sup> AGM to ensure that the required infrastructure, equipment and proper settings were in place for seamless meeting proceedings.</p> <p>With the RPV facilities, shareholders were able to exercise their right to participate at the AGM (including posing questions to the Board/ Management) and vote by registering themselves before the closing date as stipulated in the Administrative Guide for AGM. If a member is unable to attend the AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy to attend the AGM via the RPV facilities.</p> <p>The Poll Administrator's AGM solution has an application/feature called the Moderator Link to capture questions posed by the shareholders during the AGM and transmit the questions to the Directors and Management for action and response, prior to and during the 49<sup>th</sup> AGM. Similarly, the same application/feature was used by the Company for the same questions posed by shareholders/proxies to be made visible to all meeting participants during the AGM.</p> <p>With the use of Moderator Link, the Chairman had managed the questions &amp; answers (Q&amp;A) session smoothly and efficiently. Each question was displayed on the screen as and when the Chairman and other Directors provided their responses to the respective questions in an orderly manner.</p>

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

**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>			
<b>Application</b>	: Applied		
<b>Explanation on application of the practice</b>	: The minutes of the 49 <sup>th</sup> AGM (including the questions raised at the AGM and the answers thereto) were made available on the Company's corporate website at <a href="http://www.mulpha.com.my">www.mulpha.com.my</a> within 30 business days after the 49 <sup>th</sup> AGM.		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	: <table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td style="width: 50%; height: 20px;"></td> <td style="width: 50%; height: 20px;"></td> </tr> </table>		

**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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