

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 8664  
**COMPANY NAME** : S P Setia Berhad  
**FINANCIAL YEAR** : December 31, 2024

### **OUTLINE:**

#### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

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

#### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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><b>Setting Strategic Direction</b></p> <p>The Board of Directors ("Board") of S P Setia Berhad ("S P Setia" or "the Company") is responsible for the overall governance of the Group and plays an active role in determining the long-term direction and strategy of the Group in order to enhance shareholders' value.</p> <p>The responsibilities of the Board include defining and determining the strategic direction, directing future expansion, implementing corporate governance, identifying principal risks and ensuring the implementation of appropriate systems to manage these risks, human resource planning and development, reviewing investments made by the Company, overseeing the proper conduct of business and reviewing the adequacy and the integrity of the Company's internal control system and management information system.</p> <p>There is a schedule of matters reserved specifically for the Board's decision which includes, among others, the approval of annual business plans and budgets, material acquisitions and disposals of assets, major capital projects, financial results, dividend recommendations, fund raising exercises and Board and Board Committee appointments.</p> <p>The Director and President and Chief Executive Officer ("CEO") together with the Chief Operating Officer ("COO"), Chief Financial Officer ("CFO") and Executive Vice Presidents of the Group are accountable for the day-to-day management of financial, business and operational matters of the Group within the prescribed limits of authority and in accordance with the Group's standard operating procedures, including transforming strategies into performance targets to realise the approved business plan for the year. They are in turn supported by a management committee which comprises the heads of all business units and corporate units.</p>

The Group's Key Performance Indicators ("KPIs"), comprising financial and non-financial operating drivers, for each financial year are set and approved by the Board to be achieved by the Management, led by the President and CEO. Performance of the Group against budget is reviewed and tracked by the Board on a quarterly basis in conjunction with the approval of the unaudited quarterly results of the Group. At the end of each financial year, the Board undertakes a full year review of the Group's performance against the budget and business plan approved by the Board in the preceding year.

During the financial year ("FY") ended 31 December 2024 ("FY2024"), Board Meetings were held to review and track the Group's half year performance for FY2024 as well as to update the Group's 5-year strategic and business plan from year 2025 to 2030. In November 2024, the Board reviewed and approved the Group's business plan and budget for the FY2025. Prior to presentation to the Board, the proposed business plan for FY2024 was reviewed and constructively challenged by the Finance and Investment Committee ("FIC") and the session was attended by the relevant Senior Management of the Group.

#### **Talent Management, Compensation and Succession Planning**

The Nomination and Remuneration Committee ("NRC") together with the President and CEO undertake a periodic review of the organisation structure to ensure that optimum infrastructure and arrangements are in place including effectiveness of oversight function, adequacy of resources and talents required to support and manage the business and operations of the Group. The NRC is also involved in the selection and interview sessions, if any, in respect of the key positions in the Company prior to their appointments.

The Company undertakes an annual survey that serves as a barometer to measure the overall climate of the Company and to identify key issues and concerns of employees in order for the Management to construct action plans to address issues and concerns, if any. This effort is part of the Company's continuous commitment to nurture and sustain a team of passionate and dedicated talents to achieve the Company's business goals and direction. The result of this annual survey was presented to the NRC and Board in December 2024.

The Company has in place a job evaluation program, talent management framework and succession planning program which serve to ensure that there is a strategic approach in developing a healthy human capital pipeline that meets the needs of the Group.

#### **Access to Information and Advice**

The Board has full and unrestricted access to all information pertaining to the Group's business and affairs including inter alia, financial results, annual budgets, business reviews against business plans and progress

	<p>reports on the Group’s developments and business strategies, to enable it to discharge its duties effectively.</p> <p>The Board is kept apprised on announcements made by the Company to Bursa Malaysia Securities Berhad (“Bursa Securities”) on significant transactions, whereas news coverage on the events, analyst reports and matters concerning the Group reported in the media are disseminated to all the Directors, if any.</p> <p>Senior Management officers and external advisers may be invited to attend Board meetings when necessary, to furnish the Board with explanations and comments on the relevant agenda items tabled at the Board meetings or to provide clarification on issue(s) that may be raised by any Director.</p> <p>All Directors have direct and unrestricted access to the advice and services of the Company Secretary and Senior Management and the Board may seek independent professional advice, at the Company’s expense, if required, in furtherance of its duties.</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><b>Chairman of the Board</b></p> <p>For FY2024, the Board was satisfied with the performance of the Chairman of the Board, Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail. The Chairman ensured that good corporate governance practices were implemented, and promoted the highest standards of integrity throughout the Group at the Management and Board levels. The Chairman also ensured that the Board was thoroughly briefed on matters presented to the Board at Board meetings and received adequate information on a timely manner to facilitate informed decision making by the Board.</p> <p>The Chairman of the Board worked closely with the NRC to ensure that the structure of the Board was optimum including satisfactory mix of skills, qualifications, experience and diversity in the composition of the Board.</p> <p>The Terms of Reference of the Chairman is set out in the Board Charter which is available on <a href="https://www.spsetia.com/en-us/governance#Our-Governance">https://www.spsetia.com/en-us/governance#Our-Governance</a></p> <p><b>Training</b></p> <p>All the Directors have attended / will attend the Mandatory Accreditation Programme within the timeframe prescribed and/or such extension as allowed by Bursa Securities.</p> <p>The Directors will continue to undergo other relevant training programs and seminars from time to time as they consider necessary to equip themselves with the relevant knowledge and ideas to discharge their duties effectively.</p> <p>The Corporate Secretariat function arranges in-house trainings for Directors and facilitates the Directors' participation at external programmes while keeping a record of the trainings received or attended by the Directors. The training records are tabled for notation of the NRC and Board on a half-yearly basis, which assist the NRC and Board on the assessment and determination of the training needs of the Directors.</p>

The trainings attended by the Directors in FY2024 are set out below:

**Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail**

No.	Course/Seminar/Briefing
1.	Directors In-House Training: Environmental, Social Governance - Sustainability Trend & Outlook
2.	S P Setia In-House Directors' Training: - Today's Consumer Sentiment, Their Habits and Emerging Trends - New Beneficial Ownership Requirements
3.	Directors In-House Training on AMLA
4.	PNB Knowledge Forum 2024 - Economic Complexity: Navigating the Threads of Economic Relatedness
5.	Directors In-House Training (ESG) – Financed Emission
6.	Technical Updates: - Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024 - E-Invoicing implications and Considerations for Company Directors
7.	S P Setia Governance, Risk, Audit & Forum and Integrity Day
8.	S P Setia Sustainability Day 2024
9.	Directors In-House Training (Cyber Security) - Cyber Threat Landscape 2024
10.	S P Setia In-House Directors' Training: - The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook - Utilising Big Data to Determine Market Absorption Probabilities
11.	Setia Sustainability and Risk Management Masterclass
12.	Technical Updates: Key Amendments to The Occupational Safety and Health (Amendment) Act 2022

**Datuk Choong Kai Wai**

No.	Course/Seminar/Briefing
1.	S P Setia In-House Directors' Training: - Today's Consumer Sentiment, Their Habits and Emerging Trends - New Beneficial Ownership Requirements
2.	Technical Updates: - Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024 - E-Invoicing implications and Considerations for Company Directors
3.	S P Setia In-House Directors' Training: - Board's role in value creation
4.	Setia Governance, Risk and Audit Forum and Integrity Day
5.	Setia Sustainability Day 2024
6.	S P Setia In-House Directors' Training: - The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook - Utilising Big Data to Determine Market Absorption Probabilities
7.	Setia Sustainability and Risk Management Masterclass

8.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022
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**Dato' Azmi Bin Mohd Ali**

No.	Course/Seminar/Briefing
1.	AMLA Training for Bar Council Members
2.	Webinar Bengkel Pembaharuan Ejen Cap Dagangan – Siri 1
3.	Key Disclosure Obligations of a Listed Company
4.	S P Setia In-House Directors' Training: - Cyber Security Awareness
5.	S P Setia In-House Directors' Training: - Today's Consumer Sentiment, Their Habits and Emerging Trends - New Beneficial Ownership Requirements
6.	PNB Knowledge Forum (Navigating the Threads of Economic Relatedness)
7.	AMCHAM Dialogue with Datuk Abdul Rasheed Ghaffour, Governor of Bank Negara
8.	Technical Updates: - Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024 - E-Invoicing implications and Considerations for Company Directors
9.	Webinar Bengkel Pembaharuan Ejen Cap Dagangan – Siri 4
10.	S P Setia In-House Directors' Training: - Board's role in value creation
11.	Training Managing Recurrent Related Party Transaction
12.	Setia Governance, Risk and Audit Forum and Integrity Day
13.	Setia Sustainability Day 2024
14.	Training on Global & Regional HR Trends – Talent & Compensation
15.	37 <sup>th</sup> Lawasia Conference 2024
16.	S P Setia In-House Directors' Training: - The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook - Utilising Big Data to Determine Market Absorption Probabilities
17.	PNB Project Converse: Fireside Chat with PNB Nominee Directors
18.	Forum Wakaf Serantau Pulau Pinang
19.	Setia Sustainability and Risk Management Masterclass
20.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Dato' Merina Binti Abu Tahir**

No.	Course/Seminar/Briefing
1.	Virtual Sustainability Reporting Forum - The Next Wave in Corporate Disclosure
2.	Get to Know the New Global Internal Audit Standards
3.	ESG Matters@ACCA: Double Materiality Assessment for Sustainability Reporting
4.	Educating Accountants for a Sustainable Future
5.	National Sustainability Reporting Framework (NSRF)
6.	Future-Proofing Malaysian Businesses: Navigating Cyber-Threats in the Age of AI

7.	Climate Governance 101 - A Board's Guide to Effective Oversight
8.	AIGCC: State of Net Zero Investment in Asia Report
9.	Directors' Masterclass in Climate Governance 2024: Boardroom Dynamics in Climate Talks
10.	ACCA 2024 Virtual Conference - Enabling Professionals to Create Sustainable Organisations
11.	Are You Measuring Your Sustainability Performance Right: Targets & Metrics?
12.	EY C-Suite Forum 2024
13.	S P Setia In-House Directors' Training - Cyber Security Awareness
14.	ACCA Asia Pacific Dialogue 2024: Weaving the Fabric of Tomorrow's Success Together
15.	Kuala Lumpur International Sustainability Conference: Synergizing Climate Action: Fostering Collaboration Across Regulators, Corporations, and Academia
17.	MIA Conference 2024: Navigating New Frontiers, Embracing Sustainability
18.	Carbon Markets: What Directors need to know
19.	S P Setia In-House Directors' Training: - Today's Consumer Sentiment, Their Habits and Emerging Trends - New Beneficial Ownership Requirements
20.	Building Green & Sustainable Practices for the Construction and Property Industry
21.	PNB Knowledge Forum
22.	CGM Masterclass Series 2024 – Latest Developments in Climate: Aligned Executive Compensation
23.	Technical Updates: - Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024 - E-Invoicing implications and Considerations for Company Directors
24.	S P Setia In-House Directors' Training: - Board's role in value creation
25.	Setia Governance, Risk and Audit Forum and Integrity Day
26.	Setia Sustainability Day 2024
27.	CGM National Climate Governance Summit
28.	Building Sustainable Credibility Assurance, Greenwashing And The Rise Of Green-Hushing
29.	MIA e-Learning Series – Essentials of Sustainability & ESG
30.	Khazanah Megatrends Forum 2024
31.	S P Setia In-House Directors' Training: - The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook - Utilising Big Data to Determine Market Absorption Probabilities
32.	Introduction to Simplified ESG Disclosure Guide (SEDG) for SMEs in Supply Chain
33.	Cultural in Communications
34.	Audit Oversight Board Conversation With Audit Committees
35.	Powering Net Zero Week 2024
36.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022
37.	Empowering Businesses through Integrated Reporting: Incorporating IFRS S1 & S2



**Dato' Tengku Marina Binti Tunku Annuar**

No.	Course/Seminar/Briefing
1.	Future proofing your business: What you need to know about the 'S' in ESG
2.	Boardroom Dynamics in Climate Talks by Nick Chia, MD of Russell Reynolds, Singapore
3.	Engaging in Corporate Climate Advocacy: Developing an advocacy strategy
4.	Is Your Organisation Ready for TNFD? How resilient is your business to Nature & Biodiversity loss?
5.	S P Setia In-House Directors' Training: - Cyber Security Awareness
6.	Climate Risk Disclosure - What do I need to report and where do I start
7.	Directors' Training: - Tackling Emerging Risks - Clean Energy Outlook and Trends - Navigating Maritime Cybersecurity in the Digital Era - Overview of the Shipping Industry
8.	S P Setia In-House Directors' Training: - Today's Consumer Sentiment, Their Habits and Emerging Trends - New Beneficial Ownership Requirements
9.	Insights Across Borders: Thriving in the Bermuda Triangle of Technology, Risk and Talent
10.	People & Culture Conference 2024
11.	Technical Updates: - Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024 - E-Invoicing implications and Considerations for Company Directors
12.	S P Setia In-House Directors' Training: - Board's role in value creation
13.	Setia Governance, Risk and Audit Forum and Integrity Day
14.	Setia Sustainability Day 2024
15.	Distinguished Board Leadership Series 2024: Digital Transformation in World's Best Bank
16.	National Climate Governance Summit 2024
17.	Cybersecurity Oversight: Board Responsibilities in Light of the Cybersecurity Bill 2024
18.	ETS Requirements and Implementation Experiences
19.	Directors' Training: - Understanding the Duties and Liabilities of Directors and Officers and How to Risk Manage Liability Exposures - Pathways towards Decarbonisation: Strategies and Sustainable Practices for the Energy Industry - Overview of the International Sustainability Standards Board (ISSB) IFRS S1 & S2 (International Sustainability Disclosure Standards) - Navigating Ammonia as the Low Carbon Solution
20.	KPMG Symposium: Beyond ESG
21.	S P Setia In-House Directors' Training: - The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook

	- Utilising Big Data to Determine Market Absorption Probabilities
21.	Sustainability deep-dive: Scope 3
22.	Setia Sustainability and Risk Management Masterclass
23.	Green@Work Leadership Summit
24.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Dato' Sheranjiv Sammanthan**

No.	Course/Seminar/Briefing
1.	The Global Economy: America Up, China Down
2.	S P Setia In-House Directors' Training: - Cyber Security Awareness
3.	Deeptech Labs Open Programme Spring 24 Demo Day
4.	S P Setia In-House Directors' Training: - Today's Consumer Sentiment, Their Habits and Emerging Trends - New Beneficial Ownership Requirements
5.	Transforming the Global Digital Economy with Generative AI
6.	S P Setia In-House Directors' Training: - Board's role in value creation
7.	Setia Governance, Risk and Audit Forum and Integrity Day
8.	Setia Sustainability Day 2024
9.	UEMS Real Estate Forum 2024
10.	S P Setia In-House Directors' Training: - The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook - Utilising Big Data to Determine Market Absorption Probabilities
11.	Setia Sustainability and Risk Management Masterclass
12.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Datuk Ir. Khairil Anwar Bin Ahmad**

No.	Course/Seminar/Briefing
1.	Future proofing your business: What you need to know about the 'S' in ESG
2.	S P Setia In-House Directors' Training: - Cyber Security Awareness
3.	Carbon Markets: What Directors need to know
4.	S P Setia In-House Directors' Training: - Today's Consumer Sentiment, Their Habits and Emerging Trends - New Beneficial Ownership Requirements
5.	Technical Updates: - Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024 - E-Invoicing implications and Considerations for Company Directors
6.	S P Setia In-House Directors' Training: - Board's Role in Value Creation
7.	Setia Governance, Risk and Audit Forum and Integrity Day
8.	Setia Sustainability Day 2024
9.	Top Executive Work Safety and Health Programme

10.	Khazanah Megatrends Forum
11.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook</li> <li>- Utilising Big Data to Determine Market Absorption Probabilities</li> </ul>
12.	Setia Sustainability and Risk Management Masterclass
13.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Datin Wan Daneena Liza Binti Wan Abdul Rahman**

No.	Course/Seminar/Briefing
1.	Future-Proofing Malaysian Businesses: Navigating Cyber-Threats in the Age of AI
2.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- Cyber Security Awareness</li> </ul>
3.	Carbon Markets: What Directors need to know
4.	Biodiversity Matters: Leveraging Nature's Wealth for Business Sustainability
5.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- Today's Consumer Sentiment, Their Habits and Emerging Trends</li> <li>- New Beneficial Ownership Requirements</li> </ul>
6.	Mandatory Accreditation Programme: Leading for Impact
7.	PNB Knowledge Forum: Navigating the Threads of Economic Relatedness
8.	Webinar: EY Global Integrity Report 2024
9.	Latest Developments in Climate-Aligned Executive Compensation
10.	Insights Across borders: Navigating Tech, Risk & Talent
11.	Technical Updates: <ul style="list-style-type: none"> <li>- Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024</li> <li>- E-Invoicing implications and Considerations for Company Directors</li> </ul>
12.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- Board's role in value creation</li> </ul>
13.	Navigating Climate Risks Investor Priorities
14.	Setia Governance, Risk and Audit Forum and Integrity Day
15.	Setia Sustainability Day 2024
16.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook</li> <li>- Utilising Big Data to Determine Market Absorption Probabilities</li> </ul>
17.	ICDM Masterclass Series: Guide for Corporate Boards in South East Asia on Climate Action
18.	Leading the Future of Technology, Finance & Sustainability
19.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Mr Lim Fu Yen**

No.	Course/Seminar/Briefing
1.	Mandatory Accreditation Programme Part II: Leading for Impact
2.	S P Setia In-House Directors' Training: - Cyber Security Awareness
3.	S P Setia In-House Directors' Training: - Today's Consumer Sentiment, Their Habits and Emerging Trends - New Beneficial Ownership Requirements
4.	Technical Updates: - Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024 - E-Invoicing implications and Considerations for Company Directors
5.	S P Setia In-House Directors' Training: - Board's role in value creation
6.	Setia Governance, Risk and Audit Forum and Integrity Day
7.	Setia Sustainability Day 2024
8.	S P Setia In-House Directors' Training: - The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook - Utilising Big Data to Determine Market Absorption Probabilities
9.	Setia Sustainability and Risk Management Masterclass
10.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Datin Grace Yeoh Cheng Geok**

No.	Course/Seminar/Briefing
1.	S P Setia Director Onboarding
2.	Technical Updates: - Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024 - E-Invoicing implications and Considerations for Company Directors
3.	S P Setia In-House Directors' Training: - Board's Role in Value Creation
4.	Mandatory Accreditation Programme Part II - Leading for Impact
5.	S P Setia In-House Directors' Training: - The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook - Utilising Big Data to Determine Market Absorption Probabilities
6.	Setia Sustainability and Risk Management Masterclass
7.	MFRS Updates 2024
8.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Encik Mohamad Abdul Halim Bin Ahmad**

No.	Course/Seminar/Briefing
1.	S P Setia Board Onboarding
2.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook</li> <li>- Utilising Big Data to Determine Market Absorption Probabilities</li> </ul>
3.	Setia Sustainability and Risk Management Masterclass
4.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Puan Aida Hazrina Binti Mohd Tazaai**

No.	Course/Seminar/Briefing
1.	Refresher 2023 – Introduction to Financial Crime & Anti-Money Laundering
2.	PNB-INSEAD Leadership Excellence: Accelerating Your Impact
3.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- Cyber Security Awareness</li> </ul>
4.	ESG Disclosures: Improving the Quality of ESG Data and Its Impact
5.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- Today's Consumer Sentiment, Their Habits and Emerging Trends</li> <li>- New Beneficial Ownership Requirements</li> </ul>
6.	ESG Score and Investment Analysis
7.	PNB Knowledge Forum 2024 - Economic Complexity: Navigating the Threads of Economic Relatedness
8.	Technical Updates: <ul style="list-style-type: none"> <li>- Update on Extension of Time granted by Kementerian Pembangunan Dan Kerajaan Tempatan and Impact on S P Setia Group's Projects Post Federal Court's Decision on 26 July 2024</li> <li>- E-Invoicing implications and Considerations for Company Directors</li> </ul>
9.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- Board's role in value creation</li> </ul>
10.	Setia Governance, Risk and Audit Forum and Integrity Day
11.	Mandatory Accreditation Programme II - Leading for Impact (LIP)
12.	S P Setia In-House Directors' Training: <ul style="list-style-type: none"> <li>- The Pulse of Malaysian Real Estate: Current Market Dynamics and Future Outlook</li> <li>- Utilising Big Data to Determine Market Absorption Probabilities</li> </ul>
13.	Technical Updates: Key Amendments To The Occupational Safety And Health (Amendment) Act 2022

**Time Commitment**

The Board meets at least five (5) times a year at quarterly intervals with additional meetings convened as and when necessary to approve quarterly financial results, business plans, budgets and other business development activities. The Board and Board Committee meetings for the whole year are scheduled in advance at the preceding financial year to enable the Board members to plan their schedules accordingly. All proceedings of the Board and Board Committee meetings are duly minuted, approved and signed by the Chairman of the Meeting.

	<p>The Board places importance on the contributions given through robust discussions by the Directors at each Board and Board Committee Meetings. In FY2024, all the Directors had complied with the minimum 50% attendance requirement in respect of Board meetings as stipulated in the Company's Constitution. The Board was satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company.</p> <p>The Directors' attendance at Board and Board Committee meetings and General Meetings held during FY2024 is set out in the CG Overview Statement on page 258 of the Integrated Report 2024.</p> <p>The Directors are aware of the limits of directorships they could have in public listed companies quoted on Bursa Securities. While Directors notified the Company Secretary as and when they were appointed to other boards, the Directors also provided updates of their directorships and shareholdings in other companies on a quarterly basis, which were tabled to the Board for notation.</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

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>There is a clear division of responsibilities between the Chairman and the President and CEO to ensure a balance of power and authority and no individual has unfettered powers of decision and control.</p> <p>The Chairman is responsible for conducting meetings of the Board and shareholders, ensuring all Directors are properly briefed during Board discussions and shareholders are informed of the subject matters requiring their approval. All Directors are jointly responsible for determining the Group's strategic business direction.</p> <p>The Group is led by the President and CEO who is responsible for the overall management of the Group, ensuring that strategies, policies and matters set by the Board are effectively implemented.</p> <p>During FY2024, the Chairmanship was held by Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail while the position of President and CEO was held by Datuk Choong Kai Wai.</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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail, Chairman and Non-Independent Non-Executive Director ("Non-INED") of the Company was appointed as Chairman of the NRC on 31 May 2019, and has served in that position until 2 January 2025.	
		Please refer to further explanation under Practice 5.8 below.	
<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 refer to further explanation under Practice 5.8 below.	
<b>Timeframe</b>	:	Others	0



## 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 Company Secretary of the Company is a qualified company secretary under Section 235 of the Companies Act 2016 ("Act") and is also the secretary to the Board Committees. The Company Secretary plays an advisory role to the Board, particularly with regard to the Company's Constitution and Board policies and procedures as well as compliance with relevant rules and regulations.</p> <p>Besides playing an advisory role, she is responsible for arranging and preparing the schedule of Board and Board Committee meetings for the whole year in advance so that sufficient time is given to the Directors to plan their schedules and enable them to attend the meetings. The agenda for the meeting is prepared by the Company Secretary and approved by the Chairman of the Board and Board Committees. She ensures that deliberations at Board and Board Committee meetings are clearly and comprehensively recorded as source documents. Decisions of the Board and Board Committees and matters requiring further actions are then communicated to the Management and/or escalated by the Management to the relevant approving authority for approval, if necessary. Updates on the follow-up actions are reported to the Board and Board Committees at the subsequent meetings until closure.</p> <p>The Company Secretary notifies the Board and principal officers of the Company on the open periods and closed periods pending announcement of the Company's quarterly interim financial reports to Bursa Securities so as to ensure that any dealings in the securities of the Company and the disclosure obligations under the Listing Requirements arising therefrom are adhered to by the Directors and principal officers of the Company. The Company Secretary collates and tables the summary of the dealings to the Board on a quarterly basis for information.</p> <p>The NRC and Board set the annual KPIs of the Company Secretary and review her performance against the approved KPIs.</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**

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>The agenda and meeting papers were circulated to the Directors a week prior to the meetings to allow sufficient time for the Directors to review, consider and deliberate knowledgeably on the issues and, where necessary, to obtain further information and explanations to facilitate informed decision making.</p> <p>The Company utilises a secured application to disseminate meeting papers to the Directors electronically. This serves to ensure that the Directors are able to have access to meeting materials more efficiently and expeditiously.</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 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><b>Board Charter</b></p> <p>The Board Charter sets out among others the responsibilities of the Board, matters reserved for the Board, segregation of roles between the Chairman, Executive Director and Non-Executive Directors (“NEDs”), responsibilities of the Board Committees and remuneration framework for the NEDs. The Board Charter was last updated in December 2023. The Board Charter is available on <a href="https://www.spsetia.com/en-us/governance#Our-Governance">https://www.spsetia.com/en-us/governance#Our-Governance</a></p> <p><b>Governance Structure</b></p> <p>The Board has delegated certain responsibilities to various Board Committees, all of which operate within their respective defined terms of reference to assist the Board in the discharge of its duties and responsibilities. These Committees report to the Board on matters discussed and deliberated and/or make recommendations to the Board for final decisions, except to the extent where certain matters are delegated by the Board to the Committees.</p> <p>Under the board governance structure, the Board Committees include the Audit Committee (“AC”), FIC, NRC, Risk Management Committee (“RMC”), Sustainability Committee (“SC”) and Tender and Projects Committee (“TPC”). The Terms of Reference (“TOR”) of the Committees are available on <a href="https://www.spsetia.com/en-us/about-us#our-leaders">https://www.spsetia.com/en-us/about-us#our-leaders</a></p> <p>The composition of the Board Committees of the Company is set out on page 226 of the Integrated Report 2024.</p> <p>Notwithstanding that the Board Committees are delegated with certain responsibilities, the Chairmen of the Board Committees report to the Board and minutes of Committee meetings are tabled to the Board to keep the Board apprised of matters being considered and deliberated by the respective Committees.</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 Company has in place a Code of Conduct and Business Ethics ("Code of Conduct") to actively promote and establish a corporate culture which promotes ethical conduct that permeates throughout the Group. The Code of Conduct serves as a road map to help guide actions and behaviours while working for and/or dealing with the Company to maintain high standards of business ethics and encourage performance with integrity. Provisions covered include relationships between Staff and Management, the Company and Customers, Suppliers, Vendors and Contractors. All Directors and employees are required to read, understand, accept and abide by the terms of Code of Conduct and all new staff are briefed on the requirements of the Code of Conduct as part of the Company's induction programme. The Code of Conduct is actively and effectively communicated via the Company's intranet and is also subject to regular review and updates, as necessary, by the RMC.</p> <p>The Code of Conduct is available on <a href="https://www.spsetia.com/en-us/governance#Our-Governance">https://www.spsetia.com/en-us/governance#Our-Governance</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 3.2

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>The Company has in place a Whistleblowing Policy which is aimed at protecting integrity, transparency, impartiality and accountability where S P Setia Group conducts its business operations. The Whistleblowing Policy provides a structured reporting channel and guidance to all employees and external parties to whistleblow without the fear of victimisation. The Whistleblowing Policy is available for access on the Company’s intranet and website. There is a platform for concerns to be submitted electronically via the S P Setia Whistleblowing Portal which is available on <a href="https://whistleblowing.spsetia.com.my/whistleblowing/eWhistleblowing.aspx">https://whistleblowing.spsetia.com.my/whistleblowing/eWhistleblowing.aspx</a></p> <p>During FY2024, the RMC performed the oversight function over the administration of the policy while the Group Risk, Integrity and Governance Department (“GRIG”) administered the policy. The whistleblower has the option of reporting his/her concern to the line manager or general manager or directly to the RMC Chairman. GRIG collated and presented reports, if any, received through the portal to the RMC on a quarterly basis.</p> <p>The Whistleblowing Policy had been updated in conjunction with the review exercise by the Company of its related policies, an initiative which was undertaken towards enhancing and strengthening the appropriate policies and procedures across the Group prior to the enforcement of Section 17A of Malaysian Anti-Corruption Commission (Amendment) Act 2018 with effect from 1 June 2020. The Whistleblowing Policy was further enhanced in FY2022.</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, recognises the importance of incorporating the sustainability agenda into the Group's business plan and strategies. The Group's material matters, and Sustainability Framework were approved in 2022. In 2023, based on the approved Sustainability Framework, the SC and the Management Sustainability Committee ("MSC") consisting of Senior Management, were established to enable the monitoring and tracking of the ESG scorecard and to provide oversight of the Group's sustainability initiatives and goals.</p> <p>Notably, in 2024, under the guidance of the SC and MSC, the Group undertook a double materiality assessment study to refresh the material matters and a Task Force on Climate-Related Financial Disclosure on study to identify the Group's risks and opportunities related to climate change, aligning these with the Group's business strategies.</p> <p>The sustainability governance structure of S P Setia is detailed on page 23 of the Integrated Report 2024.</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 has been engaging with major external stakeholders on sustainability strategies, priorities, products, and performance against targets, with the intention of continuously improving its value chain communication regarding the Company’s sustainability performance. Notably, in 2024, the Group engaged with its main building and infrastructure contractors to encourage them to subscribe to ISO 14001:2015 Environmental Management System (EMS) and ISO 45001:2018 Occupational Health and Safety Management System (OHSMS) standards, thereby strengthening their environmental, occupational health, and safety procedures to meet international requirements.</p> <p>The Group’s channels of communication included:</p> <ul style="list-style-type: none"> <li>• The Company’s website, <a href="https://spsetia.com/en-us/">https://spsetia.com/en-us/</a></li> <li>• Quarterly financial results, where ESG-related updates are presented to the media and fund analysts.</li> <li>• Media articles.</li> <li>• The Annual Sustainability Statement, which is part of the Company’s Integrated Annual Report.</li> <li>• ESG-related visits by investors, media representatives, and fund analysts.</li> </ul> <p>The Group’s progress and performance on the ESG scorecard are disclosed in the Company’s Integrated Report 2024 under the Sustainability Statement Review section.</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>	:		
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### 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>	:	To stay current with sustainability disclosures and guidelines, the Board participated in several programs in FY2024. These included specific ESG training for the Board of Directors, a masterclass on Risk Management, and other related matters. Please refer to the list of trainings set out in Practice 1.2 above.  During the quarterly meetings of the SC, the Management provided updates on the Company's ESG performance against set targets, sustainability issues, trends, standards, regulatory compliance and climate-related risks and opportunities.	
<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>For FY2024, KPI targets were established for Senior Management, who were responsible for managing the sustainability agenda based on predefined measurements and targets. Similar ESG KPIs were integrated into the Group's overall KPIs.</p> <p>The Board’s performance relating to monitoring the Group’s sustainability agenda was also assessed during the Board Effectiveness Evaluation (“BEE”) for FY2024. The areas assessed were:</p> <ol style="list-style-type: none"> <li>(1) The Board’s ability to infuse ESG considerations and standpoints (i.e. supply chain, carbon footprint) into key decision-making.</li> <li>(2) The extent to which the Board reviewed the sustainability report, annual report and other public documents related to the Company reporting on sustainability to ensure that the Company’s sustainability story was effectively communicate to investors and other stakeholders.</li> <li>(3) Whether the Board was able to effectively monitor sustainability KPIs and targets and established accountability to Senior Management in reaching sustainability targets (such as net zero operations).</li> </ol>
<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

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.

<i>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.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: <p>The Group Corporate Sustainability unit was established in 2023 to oversee the Group's sustainability related matters, and reported to the Chief Risk, Integrity and Governance Officer until August 2024. From September 2024 onwards, the reporting line was changed to the Chief Strategy Officer ("CSO") in order to better integrate sustainability initiatives with the Group's corporate strategy. The Head of Group Corporate Sustainability supports the CSO, the Management, and the SC in driving sustainability initiatives across the Group.</p> <p>The Management has also established a Sustainability Working Group, comprising the Group Corporate Sustainability unit and 15 ESG Material Matter Leads, to drive the implementation of ESG initiatives across the Group. This working group, which was established prior to 2024, continues to play a crucial role. Additionally, in 2024, Sustainability Officers were appointed for all Business Units and Corporate Units, serving as the sustainability machinery at the ground level within the Group.</p> <p>The President and CEO chairs the meetings of the MSC, which consisted of the Group's Senior Management Team. The President and CEO lead the Group's sustainability agenda to ensure alignment with the Group's strategic direction and regulatory requirements.</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>The Board takes cognisance of the importance of progressive refreshing of the Board. Since December 2019, the Board has adopted the Step-Up Practice 5.4 (then Practice 4.3) which limits the tenure of Independent Non-Executive Directors ("INEDs") to 9 years. In furtherance thereto in February 2020, the NRC and Board formalised a Board Succession Plan with the objective of ensuring a smooth transition at the Board level.</p> <p>To further adopt a higher standard, the Board had in February 2021 resolved that the 9-year limit would apply to all Directors of the Company.</p> <p>On a yearly basis, the NRC and Board reviews the tenure of the Directors as well as the composition of the Board Committees so as to ensure the continued effectiveness and progressive refreshing of the Board and Board Committees.</p> <p>In February 2024, the NRC after taking into account the satisfactory performance and contributions of the following Directors, resolved to recommend their re-election at the 49th Annual General Meeting ("AGM") of the Company held on 25 April 2024 ("49th AGM") to the Board:</p> <ol style="list-style-type: none"><li>(1) Dato' Azmi Bin Mohd Ali;</li><li>(2) Dato' Merina Binti Tunku Annuar;</li><li>(3) Datuk Ir Khairil Anwar Bin Ahmad;</li><li>(4) Datin Wan Daneena Liza Binti Wan Abdul Rahman; and</li><li>(5) Mr Lim Fu Yen.</li></ol>
<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>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges the importance of INEDs, who provide objectivity, impartiality and independent judgement to ensure that there is an adequate check and balance on the Board. The INEDs ensure that business and investment proposals presented by Management are fully deliberated and examined. They perform a key role by providing unbiased and independent views, advice and judgement, which take into account the interests of the Group and all its stakeholders including shareholders, employees, customers, business associates and the community as a whole.</p> <p>Throughout out FY2024, the Board comprised of a majority INEDs.</p> <p>In May, August and September 2024, the NRC and Board reviewed the composition of the Board and Board Committees with regard to the mix of skills, expertise and experience and diversity in terms of age, gender and ethnicity. Arising from the BEE for FY2024, the Board was satisfied with the level of independence demonstrated by all the INEDs and that they could continue to bring sound, independent and objective judgement to Board deliberations through active participation in discussions and in decision making by the Board and their ability to act in the best interest of the Company. All the INEDs had also provided his/her confirmation on his/her independence to the Board.</p> <p>Besides annual assessment, for any new appointment as an independent director, the potential candidate must submit his/her declaration of independence in compliance with the criteria set out in the Listing Requirements as well as confirmation of fit and proper to the Board for consideration prior to his/her appointment.</p> <p>During the year, the Board practised active and open discussions at Board meetings so as to ensure that opportunities were given to all Directors to participate and contribute to the decision making process. Vigorous deliberations and all the views given by the Directors were considered before decisions were made by the Board. There was an existing process for the Chairman and Directors to declare and abstain from discussion in a situation where a conflict of interest might arise in order to uphold the integrity of the decisions made by the Board.</p> <p>The Company had implemented a more robust process for Directors of the Company to declare any actual or potential conflict of interest in</p>



	his/her decision making. This is in line with the amendments to the Listing Requirements which came into effect on 1 July 2023.	
<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 5.3**

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>	:	Not applicable - Step Up 5.4 adopted	
<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**

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

### **Practice 5.4 - Step Up**

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

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: The Board had in February 2021 resolved that the 9-year limit would apply to all Directors of the Company and this has been incorporated into the Board Charter accordingly.

## 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><b>Boardroom Diversity</b></p> <p>The composition of the Board fulfils the prescribed requirement for at least one-third (1/3) of the Board to be independent as stated in Paragraph 15.02 of the Listing Requirements. The profiles of the Directors are set out from pages 228 to 238 of the Integrated Report 2024.</p> <p>The Board takes cognisance of the need for diversity and inclusiveness in its composition which provides the Board the benefits of different perspectives to bear on issues and sound decisions that are aligned to customer and investor needs. The Board considers diversity from various areas, including gender, age, ethnicity, academic and professional qualification, experience and skills.</p> <p>In February 2020, the Board formally established a Board Diversity Policy which will serve to guide the Board Succession Plan to attract the right talents and to ensure the appropriate mix of skills to further enhance the composition of the Board from time to time. The Board Diversity Policy is a robust document that covers not only the prevailing skillsets of the Directors required by the Company but also diversity in various aspects so as to ensure that the Board is able to take into account diverse perspectives and insights in decision making.</p> <p>When determining new appointment of Directors and senior management or re-election of retiring Directors pursuant to the Company's Constitution, the Board considers diverse range of qualified candidates with no conscious or unconscious biasness against the candidate so as to ensure that a fair assessment is conducted to decide on the suitability of the qualified candidate in the best interest of S P Setia Group.</p> <p>The BEE for FY2024 covered various areas including assessing the Board, Board Skills Matrix, Directors' and Self Peer Assessment, Fit and Proper</p>

	<p>Assessment, Independence Assessment on INEDs, and Board Committees.</p> <p>For FY2024, the Board was satisfied that its composition reflected a balance of Independent and Non-Independent Directors with a mix of highly qualified and experienced individuals who have distinguished themselves in the legal, corporate finance, financial, engineering, property development, accounting, banking and sustainability. This combination of different professionals and skills provide much insight and a diversity of perspectives to lead and guide the Group in an increasingly complex and competitive business environment and for the continued successful direction of the Group.</p> <p>The Board maintained its women representation of at least thirty per cent (30%) of the Board composition throughout FY2024.</p> <p><b>Re-Election of Directors</b></p> <p>The NRC reviewed the performance of the Directors who were subject to re-election at the 49th AGM and had recommended to the Board the re-election of Dato' Azmi Bin Mohd Ali, Dato' Merina Binti Abu Tahir, Datuk Ir Khairil Anwar Bin Ahmad, Datin Wan Daneena Liza Binti Wan Abdul Rahman and Mr Lim Fu Yen. The Board concurred with the NRC's views and recommended their re-elections, all of whom had offered themselves for re-election at the 49th AGM and were re-elected thereat.</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>During FY2024, the Board reviewed the overall skillsets of the Board and continued with executing its succession plan taking into consideration the expertise and experience of the retired Directors namely Dato' Tengku Ab. Aziz Bin Tengku Mahmud and Dato' Philip Tan Puay Koon in January 2024 and September 2024 respectively as well as the impending retirement of Dato' Azmi Bin Mohd Ali in March 2025, pursuant to the nine (9) year limit. As a result, the Board appointed two (2) INEDs which took effect in June 2024 and October 2024. In identifying suitably qualified candidates for appointment, the Board had obtained recommendations from existing Directors and independent sources.</p> <p>The NRC and Board reviewed the credentials of four (4) potential candidates with strong credentials and of different ethnicities nominated by Directors and independent sources.</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>	:	The Board provided its statement of recommendation for the re-election of Dato' Azmi Bin Mohd Ali, Dato' Merina Binti Abu Tahir, Datuk Ir Khairil Anwar Bin Ahmad, Datin Wan Daneena Liza Binti Wan Abdul Rahman and Mr Lim Fu Yen in Explanatory Note 1 in the Notice of the 49th AGM dated 27 March 2024.	
<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>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail, a Non-INED of the Company was appointed as Chairman of the NRC on 31 May 2019, and has served in that position until 2 January 2025.</p> <p>As at 31 December 2024, the NRC comprised of a majority INEDs. They were:</p> <ol style="list-style-type: none"><li>1. Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail (Non-INED) - Chairman</li><li>2. Datuk Ir. Khairil Anwar Bin Ahmad (Senior INED) - Member;</li><li>3. Dato' Tengku Marina Binti Tunku Annuar (INED) - Member; and</li><li>4. Datin Grace Yeoh Cheng Geok (<i>appointed on 11 September 2024</i>) – Member.</li></ol> <p>Details of the activities of the NRC are set out in the NRC Report from pages 259 to 264 of the Integrated Report 2024.</p> <p>The appointment of Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail as Chairman of the NRC, was based on among others the fact that he possessed vast experience and knowledge in leading succession planning of the Board and senior management, as well as matters relating to human capital and performance management. His experience was accumulated from numerous years of performing the function of the Chairman of NRC of several other public listed companies.</p> <p>In re-organising the NRC at that juncture, apart from the experience and leadership of Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail, the Board had also taken into account the Board Committee memberships of all the Directors to effectively carry out their roles and responsibilities.</p> <p>In FY2021, the Company undertook a management transition and re-organisation of the senior management team. With the adoption of the 9-year limit, a majority INEDs would reach their 9th year in 2023 and 2024.</p>



	<p>The Board is of the view that Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail's leadership in the NRC was necessary in ensuring seamless Board and management transition plans during this period so as to ensure continued stability of the Group's operations supported by Directors and management team members with the right skills, expertise, experience and calibre to lead the Group.</p> <p>During the year under review, two (2) Non-Executive Directors retired / resigned from the Board pursuant to the nine (9) year limit. The efforts to source for suitable candidates to succeed the retiring Directors had already begun in 2022 under the leadership of Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail so as to ensure adequate time to decide on the right candidates. Pursuant thereto, new INEDs were appointed from 2022 to 2024 to ensure smoother progressive refreshing at the Board.</p>
	<p>With the strong independence in the composition of the NRC members including the Senior INED, the NRC was able to perform its function with open discussion and constructive debate.</p> <p>It is the practice of the Board to assess the composition of all the Board Committees and their performance, including that of the NRC on an annual basis. In this regard, the Board would continue to evaluate the performance of the NRC as a whole and its individual members vide the annual assessment, so as to ensure that the NRC continues to discharge its duties and responsibilities satisfactorily.</p> <p>In the BEE for FY2024, the results have shown that the performance of the NRC was effective and satisfactory.</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>: The position of the Chairman of NRC has been reviewed and Datuk Ir Khairil Anwar Bin Ahmad, Senior INED, has been appointed as Chairman of NRC with effect from 2 January 2025.</p>
<p><b>Timeframe</b></p>	<p>: 0</p>

**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>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board had established and adopted a Board Diversity Policy since February 2020 where in respect of gender diversity, it is committed to maintaining at least 30% of women representation on the Board at all times.</p> <p>The Board comprised of at least thirty per cent (30%) women Directors in FY2024.</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 5.10**

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 had established and adopted a Board Diversity Policy since February 2020 where in respect of gender diversity, it is committed to maintaining at least 30% of women representation on the Board at all times.</p> <p>Please refer to pages 190 and 191 of the Integrated Report 2024 for the Board and management profile, respectively, relating to gender diversity.</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.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: In FY2024, the BEE was internally facilitated. The areas of coverage of the BEE for FY2024 were on the Board, Board Skills Matrix, Directors' and Self Peer Assessment, Fit and Proper Assessment, Independence Assessment on INEDs, and Board Committees.  The results of the BEE together with suggestions on the areas for improvement were presented to the NRC and thereafter, to the Board for adoption.  The Company had appointed KPMG Management and Risk Consulting Sdn Bhd, an independent firm, to conduct the BEE for FY2022.
<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><b>Directors' Remuneration</b></p> <p>The Company's remuneration policy for Directors is designed to enable the Company to attract and retain experienced and knowledgeable individuals of the calibre needed to support the Company's ambitious expansion plans in line with its overall objective of delivering long-term value to its shareholders. The remuneration packages are structured to incentivise and encourage creativity and innovation appropriate for a property, infrastructure and construction company.</p> <p><b>Remuneration Procedures</b></p> <p>The NRC recommends to the Board the remuneration package for the Director and President and CEO. The remuneration package for the Director/President and CEO is structured on the basis of linking rewards to corporate and individual performance. Performance is measured against the results achieved by the Group and individual achievement against targets set at the beginning of each year. It is the ultimate responsibility of the entire Board to approve the remuneration of the Director and President and CEO and he shall abstain from deliberations and voting on his own remuneration.</p> <p>In the case of NEDs, the remuneration package is determined by the Board as a whole on the recommendation of the NRC. The last review of the remuneration framework of the NEDs was undertaken by the NRC and the Board in FY2024 with the aim of achieving a competitive, sustainable and transparent remuneration policy which set the current remuneration framework. In determining the appropriate level of remuneration, a benchmark study was conducted against other public listed companies on Bursa Securities and peers in the same industry to</p>

ensure that a sustainable remuneration level was adopted by the Board that is able to attract, retain and motivate Directors.

In FY2024, the NRC was updated with the current practices and level of remuneration of peers in the industry as part of its continuous efforts to ensure that the remuneration policy of the Company remains competitive to attract, retain and motivate Directors on the Board. The NRC's recommendation to increase the meeting allowance for the NEDs was presented to the Board for approval.

#### **Basic Salary**

The basic salary (inclusive of statutory employer's contributions to the Employees Provident Fund) for the Director/President and CEO is recommended by the NRC, taking into account the individual responsibility, contribution, performance, and additional responsibilities of the Director, as well as the market-rate for similar positions in comparable companies. Any increment to basic salary payable to the Director/President and CEO is reviewed by the NRC and approved by the Board.

#### **Fees and Other Emoluments**

The NEDs are remunerated by way of fees and allowances. Fees and benefits payable to the NEDs are subject to shareholders' approval at the AGM. The remuneration framework for the NEDs is available in the Board Charter.

The shareholders had at the 49th AGM approved the payment of Director's fees for NEDs amounting to RM50,000 per month for the Non-Executive Chairman and RM12,000 per month for each of the NEDs of the Company.

The shareholders had at the same meeting also passed the resolution to authorise the Directors to approve payment of allowances and certain benefits to the NEDs.

#### **Benefits / Benefits-In-Kind ("BIK")**

Other benefits (such as car, chauffeur, security services and share based payments) are made available as appropriate.

Besides the Director's fees and allowances, the Company has arranged for the Directors' and Officers' Liability Insurance to indemnify the Directors and Officers of the Group against liability incurred by them during the discharge of their duties while in office.

For FY2024, the Directors were provided among others with medical allowances, hospitalisation and travel insurances under the Group's insurance policies.

Description of Remuneration/Benefits	
Monthly Fixed Allowance	Chairman of Audit Committee – RM5,000 Chairman of other Board Committee – RM3,000 Membership per Board Committee – RM2,000
Meeting Allowance	Chairman and Board Member – RM2,000 per meeting Board Committee Chairman and Member – RM2,000 per meeting
Allowance for membership on the board of directors of significant project/investment as appointed by the Board of the Company	RM5,000 per month
Other Benefits	Car, petrol and driver for Chairman, security services, Directors and Officers Liability Insurance, medical, hospitalisation and travel insurance, professional membership and other claimable benefits

### Senior Management's Remuneration

S P Setia has a group Policy on Remuneration that applies to all employees and this works within our Performance Framework. The Policy is being reviewed from time to time to be relevant to the market in ensuring that we are able to attract and retain the best talent. This is a core process within our People Plan as it is the platform where we get the right talent for the right role and reward the respective talent according to the company's achievement. The Company drives performance based on a merit achievement and this is consistent with our aim of having a "high performance team".

The performance management process follows the cycle below:



#### **Performance Planning**

KPI targets and measures are planned and agreed upon at this stage, as well as the development plan for the staff. This is conducted at the beginning of the financial year.

#### **Performance Monitoring**

Feedback for the first six months performance. This review which is done in July is solely for monitoring purposes. This is also a period for development discussion.

#### **Year-End Performance Review**

Review performance for the twelve months against the plan. Discussion on achievements and identifying future development opportunities.

	<p>The remuneration is done based on the individual’s achievement against his/her targets. These are also calibrated across as it follows both the KPI and competencies rating following the respective categories. We have a comprehensive framework describing the “behaviours” expected of each of the competencies and this serves as a guide to the employee for his/her development. This also provides for a consistent and standard assessment for all managers in assessing their employees.</p> <p>The following are the key principles that we are guided by in driving our Remuneration Policy:</p> <ol style="list-style-type: none"> <li>1. Pay at the salary point that is aligned to our position as a leading Company in this industry <ol style="list-style-type: none"> <li>a. We benchmark ourselves against both the comparable companies within our industry as well as high performing companies as we see our talent pool being stretched across all industries.</li> <li>b. We review our salary data against the market salary data on annual basis using an external consultant and present to the NRC and Board for any reviews where appropriate in line with our Policy of attracting and retaining the best talent.</li> </ol> </li> <li>2. Pay for Performance <ol style="list-style-type: none"> <li>a. We practise a broad salary band with a range from minimum to mid to high/Premium.</li> <li>b. The salary band will indicate the level of competencies and experience of the employee and serves as a comparative guide for internal equity.</li> </ol> </li> <li>3. Pay within a proper governance and mitigate the risk for the Company <ol style="list-style-type: none"> <li>a. We will position ourselves in a leading position, however will not go overboard as long term sustainability is key.</li> </ol> </li> </ol> <p>The NRC and Board had in FY2023, holistically reviewed the Group’s Total Reward Framework to align benefits accorded to the Group’s employees to industry practices. The NRC and Board will continue to review the competitiveness of the Group’s Total Reward Framework and adjust, where applicable, to be in line with industry practices in order to ensure that the Company is able to attract, retain and motivate Team Setia.</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 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>	:	The Board has established the NRC to oversee remuneration matters of the Board and Senior Management of the Group.  Details of the activities of the NRC with regard to remuneration and related matters are set out in the NRC Report on pages 263 and 264 of the Integrated Report 2024.  The TOR of the NRC is available on <a href="https://www.spsetia.com/en-us/about-us#our-leaders">https://www.spsetia.com/en-us/about-us#our-leaders</a>
<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>	:	The Non-Executive Directors' Remuneration Framework is set out under Practice 7.1 above. For FY2024, the total Directors' remuneration is 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	Datuk Choong Kai Wai	Executive Director	-	-	2,462	575	157	360	3,554	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail	Non-Executive Non-Independent Director	600	178	-	-	459	-	1,237	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Datuk Ir Khairil Anwar Bin Ahmad	Independent Director	144	202	-	-	8	-	354	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Dato' Azmi Bin Mohd Ali	Non-Executive Non-Independent Director	144	63	-	-	16	-	223	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Dato' Merina Binti Abu Tahir	Independent Director	144	139	-	-	6	-	289	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Dato' Tengku Marina Binti Tunku Annuar	Independent Director	144	155	-	-	11	-	310	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Dato' Sheranjiv Sammanthan	Independent Director	144	260	-	-	8	-	411	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Datin Wan Daneena Liza Binti Wan Abdul Rahman	Independent Director	144	147	-	-	5	-	296	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Lim Fu Yen	Non-Executive Non-Independent Director	140	152	-	-	7	-	300	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Datin Grace Yeoh Cheng Geok	Independent Director	76	41	-	-	3	-	120	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Encik Mohamad Abdul Halim Bin Ahmad	Independent Director	36	30	-	-	1	-	67	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

12	Puan Aida Hazrina Binti Mohd Tazaai	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Tengku Dato' Ab. Aziz Bin Tengku Mahmud	Non-Executive Non-Independent Director	4	5	-	-	-	-	9	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Dato' Philip Tan Puay Koon	Independent Director	100	149	-	-	-	16	265	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 Company did not disclose on a named basis the top five (5) senior management's remuneration. Remuneration matters are confidential and sensitive. The disclosure of remuneration of the senior management would not be in the best interest of the Company given the highly competitive property industry where talent poaching is common.</p> <p>We have explained the Company's Policy on Remuneration that applies to all employees including senior management, under Practice 7.1 above.</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>	:	<p>The Company has undertaken salary and benefits benchmarking exercise in 2023 to ensure inter alia the competitiveness of the overall staff compensation of the Group.</p> <p>The Board will continuously monitor the matter and consider the appropriateness of such disclosure in the future. The total remuneration of the senior management is set out on pages 396 and 397 of the Integrated Report 2024.</p>	
<b>Timeframe</b>	:	Others	5

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	N/A	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	N/A	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>During FY2024, the AC comprised of three (3) members, all of whom were INEDs. They were:</p> <ol style="list-style-type: none"><li>1. Dato' Merina Binti Abu Tahir (INED) – Chairman;</li><li>2. Datin Wan Daneena Liza Binti Wan Abdul Rahman (INED) – Member; and</li><li>3. Encik Mohamad Abdul Halim Bin Ahmad – Member (<i>appointed on 1 October 2024</i>); and</li><li>4. Dato' Philip Tan Puay Koon (former Senior INED) – Member (<i>resigned on 10 September 2024</i>).</li></ol> <p>The AC assists the Board in the effective discharge of its fiduciary responsibilities for corporate governance, timely and accurate financial reporting and development of sound internal controls.</p> <p>In presenting the annual audited financial statements and quarterly announcement of results to shareholders, the Directors aim to present a balanced and understandable assessment of the Group's position and prospects. The AC assists the Board by reviewing the information to be disclosed, to ensure completeness, accuracy and adequacy prior to release to Bursa Securities and the Securities Commission.</p> <p>The Directors are required by the Act to prepare financial statements for each financial year which have been made out in accordance with the provisions of the Act and applicable approved accounting standards and give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial period and of the results and cash flows of the Group and of the Company for the financial period.</p> <p>The Directors are satisfied that in preparing the financial statements of the Group and of the Company for FY2024, the Group has used the appropriate accounting policies and applied them consistently. The Directors are also of the view that relevant approved accounting standards have been followed in the preparation of these financial statements.</p> <p>The Statement of Directors' Responsibility is also enclosed on page 429 of the Integrated Report 2024.</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>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Datin Wan Daneena Liza Binti Wan Abdul Rahman was appointed as INED and member of the AC on 17 August 2023. She was a former senior partner of Messrs Ernst &amp; Young PLT and retired in September 2022. Datin Wan Daneena Liza Binti Wan Abdul Rahman has observed a cooling off period of eleven (11) months prior to her appointment in the Company. During her tenure with Messrs Ernst &amp; Young PLT, Datin Wan Daneena Liza Binti Wan Abdul Rahman was not in any way involved in the audit of the Group's financial statements for the financial year from 2015, being the year Messrs Ernst &amp; Young PLT were appointed as external auditors of the Company.</p> <p>The Company adopted Step Up Practice 9.4 where all the AC Members are INEDs. Since 17 August 2023, the AC comprised the following members:</p> <ol style="list-style-type: none"><li>1. Dato' Merina Binti Abu Tahir (INED) – Chairman;</li><li>2. Datin Wan Daneena Liza Binti Wan Abdul Rahman (INED) – Member; and</li><li>3. Encik Mohamad Abdul Halim Bin Ahmad – Member (<i>appointed on 1 October 2024</i>); and</li><li>4. Dato' Philip Tan Puay Koon (former Senior INED) – Member (<i>resigned on 10 September 2024</i>).</li></ol> <p>Besides being professionally qualified, the Chairperson of AC is also an active member of the following bodies and in the accounting fraternity:</p> <ol style="list-style-type: none"><li>1. ACCA Global Council;</li><li>2. ACCA Global Forum on Governance, Risk &amp; Performance; and</li><li>3. Malaysian Institute of Accountants Education Board.</li></ol> <p>With strong independence and suitably qualified members of the AC, the integrity of the Company's financial statements would be upheld.</p>

	Datin Wan Daneena Liza's experience in diverse industries gained during her past employment would greatly contribute to the Group, through sharing of best practices, in its effort to continuously strengthening the Group's internal controls.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	The Company will meet the requirement the Practice 9.2 by September 2025 as Datin Wan Daneena Liza Binti Wan Abdul Rahman would satisfy the cooling off period of 3 years at that juncture.
<b>Timeframe</b>	:	Within 1 year

### 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 external auditors play an important role in ensuring the reliability of the Company's financial statements and providing the assurance of accuracy to shareholders. The Board via the AC maintains a formal and transparent professional relationship with the Group's external auditors. The role of the AC in relation to the auditors is described in the AC Report set out on page 268 of the Integrated Report 2024.</p> <p>The Company has in place a policy to assess the suitability and independence of external auditors. A performance review of the external auditors will be conducted annually by the AC. There are specific non-audit services set out in the policy that are prohibited from being performed by the external auditors unless the AC's approval is obtained.</p> <p>The suitability and independence of the external auditors are assessed from different dimensions which are provided in the policy inter alia limitation to the number of years for lead engagement partner and other key audit partners, level of non-audit services provided by the external auditors and its affiliated companies to the Group and the appropriateness of the level of fees, issues that have occurred or could potentially occur during the financial year that would affect the independence of the external auditors and employment of key audit partners and senior audit staff formerly employed with the external auditors.</p> <p>The external auditors shall provide a written assurance to the AC confirming that they are and have been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>For further information on the activities carried out by the AC during FY2024 and internal audit function of the Group, please refer to the AC Report from pages 268 to 275 of the Integrated Report 2024.</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 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	Since 15 May 2018, the AC comprises three (3) members of whom all are INEDs.



## 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>The AC comprised of members with diverse qualification, expertise and experience ranging from accounting, finance, risk management, banking, treasury and legal. The Board was satisfied with the mix of skills of the AC as a whole to effectively discharge its duties and responsibilities.</p> <p>The review of the AC's performance was also conducted as part of the BEE. The AC has performed its functions in accordance with the TOR during the period under review.</p> <p>Details of the trainings attended by the AC Members are set out under Practice 1.2 above.</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 10.1

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 maintains a sound risk management framework and system of internal control to safeguard shareholders' investment and the Group's assets. A management level Management Risk Team under the purview of the President and CEO spearheads risk management activities to assist the RMC in ensuring adequate risk management controls are in place in the Group.</p> <p>The RMC assists the Board in overseeing the risk management process within S P Setia Group, leading the Group's strategic direction in the management of the Group's business risks, establishing and implementing a risk management framework and reviewing the effectiveness of the risk management framework.</p> <p>The Statement on Risk Management and Internal Control which provides an overview of the state of internal controls within the Group is set out from pages 280 to 290 of the Integrated Report 2024.</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>	:	Please refer to the Statement of Risk Management and Internal Control from pages 280 to 290 of the Integrated Report 2024.	
<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 10.3 - 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>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Board has established the RMC which comprised of majority INEDs. During FY2024, the RMC comprised of the following members:</p> <ol style="list-style-type: none"><li>1. Dato' Sheranjiv Sammanthan (INED) – Chairman;</li><li>2. Dato' Merina Binti Abu Tahir (INED) – Member;</li><li>3. Datuk Ir. Khairil Anwar Bin Ahmad (Senior INED) – Member;</li><li>4. Mr Lim Fu Yen – Member (<i>appointed on 11 January 2024</i>); and</li><li>5. Tengku Dato' Ab. Aziz Bin Tengku Mahmud (Non-INED) – Member (<i>resigned on 11 January 2024</i>).</li></ol>

**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 Group Internal Audit (“GIA”) is an in-house internal audit function which is led by a Chief Internal Auditor (“CIA”) who reports functionally to the AC and administratively to President and CEO to preserve the independence of the GIA function.</p> <p>As guided by the Internal Audit Charter (“IAC”) approved by the AC, the GIA is an independent and objective function that supports the AC and the various Business Units and Corporate Units to accomplish internal audit objectives.</p> <p>The CIA will have unrestricted access to communicate and interact directly with the AC, without management presence.</p> <p>GIA is responsible to maintain high standards of practice through conformance with the mandatory elements of the Global Internal Audit Standard (GIAS) including the International Professional Practice Framework (i.e. Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the Standards, and for the Definition of Internal Auditing).</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 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>The Chief Internal Audit (“CIA”) reports functionally to the AC and confirms the independent status of the internal audit department annually. During the review year, GIA was headed by Ms. Thean Yean Ping, former CIA, up to 15 October 2024 and replaced by Puan Nathrah Mohamed Kalam (“Puan Nathrah”) on 16 October 2024. Puan Nathrah is a member of MICPA, IIA and Associate Member of ICDM, and has over 28 years of cumulative experience covering financials, internal controls, governance and risk management, corporate finance and project finance management, joint ventures management, strategic planning and audit experiences previously in the well diversified PETRONAS Group. She was a qualified accountant by training in Arthur Andersen &amp; Co.</p> <p>GIA’s principal responsibility is to provide objective assurance and consulting activity to add value and improve Setia’s operations through evaluating and improving the effectiveness of risk management, control and governance process.</p> <p>The Internal Audit function is guided by the following frameworks and standards:</p> <ol style="list-style-type: none"> <li>a) International Professional Practices Framework – Standards and Guidance by The Institute of Internal Auditors (Global);</li> <li>b) Global Internal Audit Standards;</li> <li>c) Committee of Sponsoring Organizations of the Treadway Commission Internal Control – Integrated Framework; and</li> <li>d) S P Setia Berhad Group’s Internal Audit Policy Manual, alongside relevant policies and procedures adopted by the Group.</li> </ol> <p>GIA provides independent, risk-based, and objective assurance to add value and improve the efficiency and effectiveness of the Group’s operations. This is achieved through a systematic and disciplined approach to evaluating and enhancing risk management, internal control, and governance processes. To maintain independence and objectivity, internal auditors are not assigned audit scopes that could</p>

	<p>result in conflicts of interest. GIA audits are conducted based on a risk-based annual audit plan, which is reviewed and approved by the AC.</p> <p>The GIA comprises fourteen (18) approved positions. In FY2024, GIA has 14 personnels from diverse work experiences, competencies, and qualifications, including expertise in Accounting &amp; Finance, ESG &amp; Construction, and Technology &amp; Digital. The CIA oversees all these personnel, ensuring they remain free from any relationships or conflicts of interest that could impair their objectivity and independence.</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 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>Corporate Disclosure Policy</b></p> <p>The Company is committed to ensuring that all information such as corporate announcements, circulars to shareholders and financial results are disseminated to the general public in a timely and accurate manner.</p> <p>The Company's quarterly interim and full year audited financial results are released within two (2) months from the end of each quarter/financial year and the Integrated Report, which remains a key channel of communication, is published within four (4) months after the financial year-end. The Integrated Report is not merely a factual statement of financial information and performance of the Group; it provides an insightful interpretation of the Group's performance, operations, and other matters affecting shareholders' interest. It is hoped that such insights will allow shareholders and investors to make more informed investment decisions based not only on past performance but also the future direction of the Group.</p> <p><b>Leverage on Information Technology for Effective Dissemination of Information</b></p> <p>The Group maintains a website at <a href="http://www.spsetia.com">www.spsetia.com</a> which serves as a forum for the general public to access information on the latest developments. Corporate presentations, annual reports, corporate announcements and financial information utilised during analyst and fund manager briefings are also available on the Group's website.</p> <p><b>Strategies that Promote Sustainability</b></p> <p>S P Setia is committed to incorporating corporate responsibility practices into our business activities. Sustainability is embedded in the organisation's mission, vision and values and is manifested in our products.</p>



	<p>The Sustainability Statement is set out from pages 128 to 225 of the Integrated Report 2024 and explains the Group’s practices and activities carried out during FY2024.</p> <p><b>Effective communication and proactive engagement</b></p> <p>The Company values the importance of having effective communication with its shareholders and investors.</p> <p>Information disseminated is clear, relevant and comprehensive, and is timely and readily accessible by all stakeholders. Effective communication channels with the Company’s shareholders, stakeholders and the public are maintained through the dissemination of press releases, press conferences, timely announcements and disclosures made to Bursa Securities.</p> <p>The Company’s Investor Relations Department plays an important role in providing ongoing updates on the Group’s development activities and conducting regular dialogues and discussions with fund managers, financial analysts, shareholders and media. These meetings provide a vital avenue and direct channel of communication where financial analysts and institutional fund managers can gain a better understanding of the businesses and direction of the Group; enter into constructive dialogues and discussions based on the mutual understanding of objectives; and where relevant feedback is factored into the Company’s business decisions. Media are also invited to attend the Company’s major events and property launches where briefings are given on the relevant projects. Currently, the Company is covered by 14 local and foreign research houses and brokerages. The Company will continue to participate in investor conferences/roadshows locally and abroad.</p> <p>For engagement with stakeholders during FY2024, please refer to the activities set out from pages 70 to 75 of the Integrated Report 2024.</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 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>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Company has adopted integrated reporting based on a globally recognised framework for FY2024.	
<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>	:	Shareholders were given notice of 28 days in respect of the 49th AGM of the Company.	
<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>	:	Applied	
<b>Explanation on application of the practice</b>	:	All the Directors attended the 49 <sup>th</sup> AGM held on 25 April 2024.	
		<b>Director</b>	<b>49<sup>th</sup> AGM</b>
		Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail	√
		Datuk Choong Kai Wai	√
		Dato' Azmi Bin Mohd Ali	√
		Dato' Merina Binti Abu Tahir	√
		Dato' Tengku Marina Binti Tunku Annuar	√
		Dato' Sheranjiv Sammanthan	√
		Datuk Ir. Khairil Anwar Bin Ahmad	√
		Datin Wan Daneena Liza Binti Wan Abdul Rahman	√
		Mr Lim Fu Yen	√
		Puan Aida Hazrina Binti Mohd Tazaai	√
		Datin Grace Yeoh Cheng Geok ( <i>appointed on 21 June 2024</i> )	N/A
		Encik Mohamad Abdil Halim Bin Ahmad ( <i>appointed on 1 October 2024</i> )	N/A
	Dato' Philip Tan Puay Koon ( <i>resigned on 10 September 2024</i> )	√	
<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 13.3

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><b>Encourage shareholder participation at general meetings</b></p> <p>The Company’s AGM and EGM remain the principal forum for dialogue and communication with shareholders, in particular private investors. Shareholders are encouraged to attend each AGM and EGM and given sufficient time and opportunity to participate in the proceedings, ask questions about the resolutions being proposed and the operations of the Group, and communicate their expectations and possible concerns. At the Company’s AGM, presentations will also be given by the President and CEO to brief shareholders on project updates or proposals for which the approval of shareholders is being sought. All Board members, Senior Management and the Group’s external auditors as well as the Company’s adviser are available to respond to shareholders’ questions during the AGM/EGM as the case may be.</p> <p>The Integrated Report 2023, together with the Notice of 49th AGM, was published on 27 March 2024 in accordance with the Company’s Constitution and Listing Requirements. Where necessary, explanatory notes were provided in the notice with the objective of providing shareholders with the relevant background information pertaining to the resolutions tabled for approval.</p> <p>The Company’s 49th AGM was conducted entirely through live streaming from the Broadcast Venue as part of the Company’s effort to leverage on technology for more effective engagement with shareholders. Only shareholders whose names appeared in the Record of Depositors as at the date determined by the Company in accordance with the Company’s Constitution were entitled to attend, speak and vote (collectively referred to as “participate”) at the 49th AGM. Shareholders who were unable to participate were entitled to appoint proxy(ies) to participate at the 49th AGM.</p> <p>The shareholders’ participation whether in person or by proxy(ies) at the General Meetings via the RPV arranged by the Company was satisfactory as they represented a significant percentage of the Company’s issued ordinary share capital, as follows:</p>

	<b>General Meeting</b>	<b>Percentage of Share Capital represented by Shareholders</b>
	49th AGM held on 25 April 2024	77.43
	<p>Participation at the 49th AGM was strictly based on registration via the RPV only and the qualification of the shareholders and proxies was verified against the Record of Depositors by the Company's Share Registrar, Tricor Investor &amp; Issuing House Services Sdn Bhd. Shareholders were provided with the Administrative Guide to guide the process of registration, participation and voting. All user IDs were password protected.</p> <p>Tricor Malaysia has implemented an IT policy and Information Security policy, endpoint controls, data classification for cyber hygiene practices of the staff. In addition to this, the TIIH Online is hosted in a secure cloud platform and the data center is certified by ISO27001.</p> <p><b>Poll Voting</b></p> <p>In compliance Paragraph 8.29A of the Listing Requirements, the resolutions set out in the Notice of 49th AGM were voted on a poll via the RPV for greater efficiency of the process and accuracy of the results. Prior to the voting process, Tricor Investor &amp; Issuing House Services Sdn Bhd, being the poll administrator briefed the shareholders and proxies present on the electronic voting process via RPV.</p> <p>Upon completion of the electronic voting process, the votes were validated by an independent scrutineer prior to the announcement of the poll results by the Chairman of the meeting.</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 13.4

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>	: The Chairman, President and CEO, Audit Committee Chairman and CFO were present at the Broadcast Venue while all the other Directors, Senior Management and External Auditors of the Company participated at the 49th AGM via the RPV.  At the commencement of the 49th AGM, the Chairman briefed the members, corporate representatives and proxies who were present of their rights to speak and vote at the meeting. Shareholders were encouraged to raise any queries they had to the Board by way of submission via the RPV.  During the 49th AGM, the President and CEO presented the overall financial performance of the Group for FY2023, prospects and also strategies of the Group for the FY2024.  All the written questions submitted by the shareholders prior to the 49th AGM and during the proceedings of the meetings were read out and were duly responded to. The questions raised by Minority Shareholders Watch Group received prior to the 49th AGM and the Company's responses were presented to all the shareholders during the proceeding of the meeting. The questions and answers were also attached to the Minutes of the General Meetings which are available on the Company's website.
<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.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The 49th AGM was successfully conducted by way of live streaming from the Broadcast Venue without any disruption. The Company has considered stability and capacity of meeting platform and ensured that there was dedicated and sufficient internet bandwidth to support smooth live streaming and participation by Directors, shareholders and proxies remotely. The Company also worked with its share registrar, Tricor Investor &amp; Issuing House Services Sdn Bhd, to ensure that there was adequate back-up plan to mitigate risk of inability to access the meeting platform which was hosted on TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>.</p> <p>During the proceedings of the 49th AGM, participants were given opportunity to pose questions in the form of typed texts on <a href="https://tiih.online">https://tiih.online</a>. Questions received prior to meeting were shared with all participants during the Q&amp;A session. The Management also attended to the live questions received during the meeting proceedings.</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>	:	Minutes of the 49th AGM were published on the Company's website within 30 business days.
<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>	:	

**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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