

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7722
COMPANY NAME : ASIA BRANDS BERHAD
FINANCIAL YEAR : March 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 PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is charged with leading and managing the Company in an effective and responsible manner. Each director has a legal duty to act in the best interest of the Company. The directors, collectively and individually, are aware of their responsibilities to the shareholders and stakeholders for the manner in which the affairs of the Company are managed. The Board assumes responsibility in the following areas:</p> <ul style="list-style-type: none">• Review and adopt the business plan and overall strategic directions for the Company and to establish Company goals and ensure that the strategies are in place to achieve them;• Ensure that a comprehensive system of policies and procedures is operative;• Ensure ethical behaviour and compliance with relevant laws and regulations, audit and accounting principles, and the Company's own governing documents and codes of conduct;• Define levels of materiality, reserve specific powers to the Board and delegate other matters with the necessary written authority to management and instituted effective mechanisms that ensure Board responsibility for management performance of its functions;• Be aware of, and commit to, the underlying principles of good governance and that compliance with corporate governance principle is reviewed regularly;• Approve specific financial and non-financial objectives and policies proposed by management relevant to the business;• Ensure that the Company's financial statements are true and fair and conform to any applicable laws and/or regulations;• Review processes for the identification and management of business risk and processes for compliance with key regulatory and legal areas and ensure the implementation of appropriate systems to manage risks;

	<ul style="list-style-type: none"> • Delegate authority for capital expenditure and review investment, capital and funding proposals are reserved for Board approval; • Review succession planning for the Management team and endorse senior executive appointments, organisational changes and high level remuneration issues; • Provide oversight of performance against targets and objectives; • Provide oversight of reporting to shareholders on the direction, governance and performance of the Company as well as other processes that need reporting and other disclosure requirements. • Review the adequacy and integrity of the Company’s internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines; and • Decide on necessary steps to protect the Company’s financial position and the ability to meet its debts and other obligations when they fall due, and to ensure that such steps are taken.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Dato' Sri Tan Thian Poh was appointed to the Board as the Non-Independent Non-Executive Chairman of the Company on 11 April 2018. He has had a successful career as a respected manufacturer and distributor of textile and apparels for over 30 years. His years of experience has enabled him to provide valuable guidance to the other members of the Board as well as management. The Chairman engages with Board members, Group Managing Director (GMD), Group Chief Executive Officer, Group Chief Operating Officer, Chief Financial Officer, management and the Company Secretary to ensure that the Board can perform its responsibilities effectively.</p> <p>The Chairman sets the board agenda and ensures that Board members receive complete and accurate information in a timely manner to enable robust and informed discussions to take place during Board meetings. Given his vast experience in the textile manufacturing sector, he is able to provide effective leadership for the Board to work constructively with management to formulate strategies as well as address business operations, financial performance and risk management issues. He also sets the direction for the Group to provide effective, transparent and regular communication with stakeholders and ensures that their views are communicated to the Board as a whole</p> <p>In addition, the Chairman ensures that:</p> <ul style="list-style-type: none">• All Board members upon taking office are fully briefed on the terms of their appointment, time commitment, duties and responsibilities and the business of the Company, including reviewing any specific requests for training. As part of the Board policies, Directors taking up new appointments on any other Boards will also inform the Chairman about their time commitment, and provide assurance about their time commitment to the Company.• The Board maintains effective communication with the GMD and management, and supports the GMD in engaging with other range of stakeholders such as partners, government and regulators that are applicable to the Group's operations.• The Board members, in line with the provisions of the Main Market Listing Requirements and the Malaysian Code on Corporate Governance ensures that every director has the right to

	<p>the resources, whenever necessary and reasonable for the performance of his duties, at the cost of the listed issuer and in accordance with a procedure to be determined by the board of directors, including but not limited to obtaining full and unrestricted access to any information pertaining to the listed issuer. Details of the responsibilities of the Chairman are set out in the Board Charter of the Company.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>Chairman - Dato' Sri Tan Thian Poh Group Managing Director ("GMD") – Mr. Ng Chin Huat Group Chief Executive Officer ("GCEO") – Ms. Lee Yean Fung</p> <p>The position of the Chairman, GMD and GCEO are held by three (3) different individuals. There is a clear division of responsibilities between the Chairman, GMD and GCEO to ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making.</p> <p>The Chairman acts as the leader of the Board and is responsible for overseeing the effective discharge of the Board's supervisory role and facilitating the effective contribution of all Directors.</p> <p>The GMD is responsible for the day-to-day management of the Company with all powers and discretion vested in him, from time to time, by the Board.</p> <p>The GCEO has the responsibility to facilitate business, and have a strategic vision to align the Company, both internally and externally. The GCEO is also responsible for marketing and sales matters that affect or could affect the Group's business.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Chairman of the Board is not a member of any Board Committees.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by a suitable qualified and competent Company Secretary who has more than 30 years of experience in corporate secretarial practice, with working knowledge across a diverse range of industries and government services. The Company Secretary is a qualified Chartered Secretary under Section 235 of the Companies Act 2016. She is also a member of the Malaysian Institute of Chartered Secretaries and Administrators.</p> <p>Every Director has ready and unrestricted access to the advice and services of the Company Secretary in ensuring the effective functioning of the Board. The Directors are regularly updated and advised by the Company Secretary on new statutory and regulatory requirements issued by regulatory authorities, and its implications to the Company and the Directors in relation to their duties and responsibilities.</p> <p>By virtue of her experience, the Company Secretary has been able to competently provide sound advice to the Board on matters relating to the powers, roles and responsibilities of Directors, compliance with corporate law, securities laws, listing requirements and the Malaysian Code on Corporate Governance.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>Notices of meetings are circulated at least 7 clear days prior to the date of Board and Board Committees meetings except in the case of urgent matters whereby a special meeting is required to be held. The meeting materials are circulated at least five (5) business days in advance of the Board/ Board Committee meetings to allow the Board to have sufficient time and information to review, consider and deliberate on matters so that meaningful deliberation and sound decisions could be made at Board meetings.</p> <p>The meeting papers contain both quantitative and qualitative information and are presented in a manner which is concise and include management reports, minutes of meetings, proposal papers and supporting documents. This will enable Directors to review, consider and, if necessary, obtain further information or research on the matters to be deliberated in order to be properly prepared at the meetings, thereby enabling informed decisions to be made.</p> <p>The deliberations and decisions at Board and Board Committees meetings are properly recorded in the minutes, including matters where Directors abstained from deliberation and/or voting or have dissenting views or significant concerns. The action items identified and highlighted during meetings are conveyed to the Senior Management for their attention and action.</p> <p>Minutes of the meetings are properly recorded and accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter. The Company Secretary will circulate the draft minutes of meetings to the Board/Committee Members for review on a timely basis and thereafter, for confirmation at the next Board/Board Committee meeting.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has adopted a Board Charter, which sets out the roles, composition and responsibilities of the Board and which provides guidance on how business is to be conducted in line with best practices and standards of good corporate governance as well as clarity for Directors and management with regard to the role of the Board and its Committees and serves as a source of reference for Board members.</p> <p>The Board Charter is subject to review from time to time and updated in accordance with the requirements of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. Each of the Board Committees have detailed Terms of References that sets out their scope and authority.</p> <p>The Board Charter as well as the Terms of Reference for Board Committees are available for reference at the Company's website at www.asiabrand.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board observes the Code of Conduct & Ethics ("Code") based on the code of conduct expected of directors of companies as set out in the Company Directors' Code of Ethics established by the Companies Commission of Malaysia, and ensure implementation of appropriate internal systems to support, promote and ensure the compliance of the Directors' Code of Ethics & Conduct. The Code covers the workplace, regulations as well as working with external stakeholders. It includes clear guidance on work culture, disclosure of conflict of interests, fair competition in marketplace, maintaining confidentiality, no gifts policy and practices regarding entertainment.</p> <p>The Directors and employees are expected to behave ethically and professionally at all times and protect and promote the reputation and performance of the Company. The Group communicates its Code to all Directors and employees upon their appointment or employment. These expectations are further reinforced during the regular townhalls which are helmed by the Group Managing Director/Group Chief Executive Officer.</p> <p>Directors and employees of the Group who have access to price sensitive information relating to the Company's listed securities or of other listed issuers which are not available to the public must not deal in such listed securities in line with the Capital Markets and Services Act 2007 which prohibits insider trading. Directors and employees of the Group who do not have access to price-sensitive information mentioned above can deal in the securities of the Company provided that the procedures set out in the Listing Requirements are strictly adhered to. Notices on the closed period for trading in the Company's listed securities are sent to Directors and principal officers on a quarterly basis specifying the timeframe during which the Directors and principal officers are prohibited from dealing in the Company's securities and to comply with relevant requirements governing their trading in securities during closed period. The Board and principal officers are also reminded not to deal in the Company's securities</p>

	<p>when price sensitive information is shared with them on any proposed transactions presented to them.</p> <p>In line with the Company’s commitment to the highest standards of integrity and a zero-tolerance approach to bribery and corruption, the Board approved the Group’s Anti-Bribery and Anti-Corruption Policy (“Policy”) that outlines the overall elements of the Company’s integrity and anti-corruption initiatives with measures implemented. To effect the Policy, an Integrity and Governance Unit was established to drive execution of the Group’s integrity, governance and anti-corruption initiatives. These initiatives are in line with the Prime Minister’s directive and the enforcement of Section 17A of the MACC Act 2009 (Amendment 2018) effective on 1 June 2020 for adequate procedures.</p> <p>The Code and the Policy are available on the Company’s website at www.asiabrand.com.my.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has implemented clear policies and procedures on whistleblowing. The Whistleblowing Policy is published on the Company's website.</p> <p>The Board delegates to the Whistleblowing Committee the responsibility of assisting the Board to protect the interest of the Group and its stakeholders. The Whistleblowing Committee reviews and investigates all complaints received about alleged misconduct, and takes the necessary actions and reports to the Board. The Whistleblowing Committee is guided by written procedures for dealing with complaints lodged by whistleblowers.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is aware and committed to integrate social responsibilities into the business strategies for the sustainable growth of the Group. The Board is also mindful of the importance of business sustainability and, in conducting the Group's business, the impact on the environmental, social, health and safety, staff welfare and governance aspects are taken into consideration.</p> <p>The Board takes heed of go green and energy saving by implementing several measures on sustainability. The Board together with the Management takes responsibility for the governance of sustainability in the Company including setting the Company's sustainability strategies, priorities and targets. The Board also works with the management on the sustainable business practices that will have a positive impact on the economy, environment, the community, employees, shareholders and other stakeholders.</p> <p>The Board and the management also oversee the Group's sustainability practices and is assisted by the respective Head of Department of the Group. Strategic management of material sustainability matters should be driven by senior management.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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 4.2

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

Application	: Applied
Explanation on application of the practice	<p>The Group's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders (including but not limited to employees, customers, investors, regulators, suppliers and non-governmental organisations) regularly through various channels.</p> <p>The Sustainability Statement, which elaborates on the Group's sustainability journey, sustainability governance framework, KPI, material sustainability matters, approaches and efforts, is prepared on an annual basis to enable a better understanding of the Group's aspirations and achievements on sustainability.</p> <p>The Sustainability Statement is available on the Company's website at www.asiabrand.com.my as well as the website of Bursa Malaysia Securities Berhad.</p> <p>The Group organises sessions to promote ESG awareness to its employees, business associates and communities. Regular updates of the Group's sustainability journey and numerous activities are organised for communities to highlight the Group's collective responsibility in this important area and encourage positive action to be taken. This also serves to keep its stakeholders informed of matters relating to sustainability, to increase their awareness of the Group's sustainability efforts and to obtain their support and cooperation on sustainability initiatives.</p> <p>A section on sustainability is available on the Company's website at www.asiabrand.com.my to provide further information on the Group's commitments towards the Group's sustainability governance structure, policies and sustainability reports. The information is easily accessible by the public.</p> <p>The Sustainability & ESG Committee, with the assistance of members across key departments, lead the Group's internal communication via the conduct of meetings, townhall sessions, emails and internal communication channels. This serves to ensure all levels of employees are kept informed of the Group's ESG initiatives, plans and targets that align with the broader sustainability agenda. Information is also disseminated through online portals and emails to keep the Group</p>

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

Intended Outcome

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

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is keeping themselves informed and updated with sustainability developments, disclosures and guidelines by way of formal training including webinars, presentation of updates, structured reading and discussions.</p> <p>The Board oversees the Group’s sustainability practices and is assisted by the respective Heads of Departments to continuously monitor, review, update and embed responsible and sustainable practices in its daily operations.</p> <p>The Board is committed to staying abreast with sustainability issues associated with the evolving global environment, social and governance aspect of business.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has set out performance evaluations for Board members and senior management through assessment and evaluated practised annually. The evaluation process takes into consideration of the performance of the Board in addressing the Company’s sustainability risks and opportunities.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board has established a new Sustainability & ESG Committee (“SESGC”), led by members of the Board and comprises members across key departments and operational units in various working groups responsible for implementing the initiatives within the organisation.</p> <p>The SESGC is established to oversee the formulation, implementation and effective management of our sustainability matters in line with the strategies. The structure encourages continuous improvement on the sustainability initiatives in the Group. The Group Managing Director provides regular updates to the Board on matters relating to key economic, environmental and social risks and opportunities concerning sustainability matters.</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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination and Remuneration Committee ("NRC") annually conducts yearly assessment on the appropriateness, effectiveness and mix of skills of the Board and Board Committees, the Board's and Board Committees' composition, time commitment performance, contribution and experience of each director.</p> <p>The NRC has reviewed and conducted the assessment of the director for re-election, and the tenure of directors on merit based, fit and proper and pursuant to MMLR and MCGG.</p> <p>The results of the assessment are reported to the Board by the Chairman of the NRC. With regards to the assessment for the financial year ended 31 March 2024, which was done internally, the NRC and the Board were satisfied that all duties and responsibilities were carried out effectively and satisfactorily.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The current Board comprises six (6) Directors, out of which, two (2) are Independent Non-Executive Directors.</p> <p>Although less than half of the Board comprises independent directors, the present Board composition is in compliance with Chapter 15.02 of the MMLR that requires at least two (2) or 1/3 of the Board of Directors, whichever is the higher, are Independent Directors.</p> <p>All two (2) Independent Non-Executive Directors satisfy the independence test under the MMLR and they constitute 33.3% of the Board.</p> <p>The Company has not been able to apply Practices 5.2 and 5.9 of the MCCG as the Board is of the view that application of both these Practices would require some time. Taking into account the nature of the operations of the Group, the Board considers its current size and composition to be adequate for effective decision-making and the ability to discharge the Board's priorities objectively with the balance of power and authority on the Board.</p> <p>To balance the power and authority on the Board, the composition of the current Board has the required mix of skills and experience required to discharge the Board's duties and responsibilities collectively. The Directors combine their diverse commercial, regulatory, industry and financial experience to add value to the Board as a whole.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board, through the Nomination and Remuneration Committee assesses the independence of each Independent Director using the criteria specified in the MMLR. Recommendations by the Board and justifications to shareholders will be provided in circumstances where a Director is to remain as an independent director despite serving more than nine years. The tenure of the current independent directors did not exceed the cumulative term of 9 years.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC is tasked with the nomination and election process of new directors.</p> <p>The responsibilities of the NRC and the criteria used are as follows:-</p> <ul style="list-style-type: none">• to evaluate the balance of skills, knowledge, experience and diversity of the Board, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the NRC shall:-<ol style="list-style-type: none">(i) consider candidates from a wide range of backgrounds;(ii) consider candidates on merit, against objective criteria with due regard for the benefits of diversity on the Board, including gender; and(iii) ensure that once appointed, appointees have enough time available to devote to the position of director.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Appointment of Board is recommended by the NRC based on merits, skills and experience required. In searching for suitable candidates, the NRC may receive suggestions from existing Board members, management and major shareholders. The NRC is also open to referrals from external sources available, such as industry and professional association, as well as independent search firms.</p> <p>In evaluating potential candidates, the NRC will consider inter-alia, the competency, experience, commitment (including time commitment), contribution and integrity of the candidates, including where appropriate the criteria on assessing the independence of candidates' appointment as Independent Non-Executive Directors.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	Details of directors seeking re-election are set out in the notice of annual general meeting. The profile and details of attendance at Board meetings and Board committee meetings of the directors concerned are set out in the Company's Annual Report.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NRC is chaired by Dato' Dr. Lim Weng Khuan, an Independent Non-Executive Director of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board currently has one female director.	
		<p>The Board, through the NRC will consider the female representation when a vacancy arises. However, the appointment of a new Board member will not be guided solely by gender but will take into account the skills, experience, expertise, character, time commitment, integrity and other qualities in meeting the needs of the Company.</p> <p>In view of the above, in seeking potential candidates for new appointments, the Board shall take into account the various diversity factors to ensure the Board remains balanced.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board currently does not have a formal policy on gender diversity for senior management.	
		Nonetheless, the Board is supportive of gender diversity in the senior management and will endeavour to consider suitable and qualified female candidates for the appointment to the senior management. In the process of selection of Board members, the Company practices non-discrimination in any form, whether based on gender, age, ethnicity or religion as all candidates shall be given fair and square opportunity.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The NRC conducted an annual assessment of the Board’s effectiveness as a whole and the contribution of each individual Directors in respect of the financial year ended 31 March 2024 using customised questionnaires to be completed by the Directors. The results of the self-assessment by Directors and the Board’s effectiveness as a whole were tabled to the NRC and the Board for review.</p> <p>The criteria for Director’s evaluation cover areas such as contributions to interaction, roles and responsibilities and quality of input to enhance the Board’s effectiveness. For Board and Board Committee assessment, the criteria include board structure and operations, their roles and responsibilities, succession planning and board governance.</p> <p>The Board having studied the results of the evaluation, was generally satisfied with its current size, composition as well as the mix of skill sets and the independence of its Independent Directors.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has formalised a procedure to determine the remuneration of Directors and Senior Management. However, the procedure was not published on the Company's website.</p> <p>Though the remuneration framework for the Directors and Senior Management is not published, the Directors' fees and meeting allowance have been reviewed by the NRC and the Board, thereafter, recommended to the shareholders for approval.</p> <p>The remuneration of each Director is reviewed from time to time against market practices. The Board ensures that the level of remuneration is sufficient to attract and retain Directors needed to run the Group successfully. The component part of remuneration has been structured to link rewards to corporate and individual performance for Group Chief Executive Officer whilst Non-Executive Directors' remuneration reflects their experience and level of responsibilities.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	The NRC recommends to the Board, the policy framework and remuneration and benefits extended to the Group Managing Director and Group Chief Executive Officer. Non-Executive Directors' remuneration is a matter to be decided by the Board as a whole, with the Directors concerned abstaining from deliberation and voting in respect of their remuneration. The Terms of Reference of the NRC is available on the Company's website at www.asiabrand.com.my .
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The remuneration of the individual Directors is disclosed on a named basis and breakdown into fees, salaries and other emoluments. The breakdown of the remuneration is available in the Company's 2024 Annual Report

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Sri Tan Thian Poh	Non-Executive Non-Independent Director	180	Input info here	Input info here	Input info here	Input info here	Input info here	180	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Ng Chin Huat	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	162.0	420.0	Input info here	6.5	51.6	640.1
3	Kong Sau Kian	Non-Executive Non-Independent Director	60	Input info here	Input info here	Input info here	Input info here	Input info here	60	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Lee Siok Yee	Independent Director	40	Input info here	Input info here	Input info here	Input info here	Input info here	40	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Dato' Dr. Lim Weng Khuan	Independent Director	40	Input info here	Input info here	Input info here	Input info here	Input info here	40	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Collin Tan Chin Yew	Non-Executive Non-Independent Director	40	Input info here	Input info here	Input info here	Input info here	Input info here	40	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board has considered this practice and is of the opinion that the disclosure of key senior management's remuneration on a named basis would have adverse effect on the Company's recruitment and talent retention in the competitive industry.
	:	All key senior management's remuneration packages are based on their scope of duty and responsibilities. The Board has opted to disclose the total remuneration of the Group's senior management (on quantitative basis). The remuneration table is disclosed in the Corporate Governance Overview Statement in the Annual Report.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	Chairman of Audit and Risk Management Committee ("ARMC") – Ms. Lee Siok Yee, Independent Director Chairman of the Board – Dato' Sri Tan Thian Poh, Non-Independent Non-Executive Chairman	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The requirement of three (3) years cooling off period for key audit partner was not particularly specified in the Terms of Reference of ARMC. The Board recognises the need to uphold independence. None of the ARMC members were former key audit partners within the cooling-off period of at least three (3) years before being appointed as a member of the ARMC.
	:	The NRC takes into consideration of the above requirement when making consideration of appointment of new ARMC member. The Board will review the Terms of Reference of the ARMC to be in line with the Malaysian Code on Corporate Governance and to specify the policy in the ARMC's Terms of Reference, which requires a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The ARMC does not have specific policies and procedures to assess the suitability, objectivity and independence of the external auditors.	
	:	However, the ARMC undertakes an annual assessment of the suitability and independence of the external auditors. The ARMC meets with the external auditors to discuss their audit plan, audit findings and the Company's financial statements.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairperson of the ARMC is Ms. Lee Siok Yee. She graduated with a Bachelor of Business, major in Finance and Economics from the University of Technology, Sydney, Australia in 1992.</p> <p>The ARMC members are financially literate and are able to understand matters under the purview of the ARMC including the financial reporting process. The training programmes attended by the ARMC members is available in the Company’s 2024 Annual Report.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board’s primary objective and direction in managing the Group’s principal business risks are to enhance the Group’s ability to achieve its business objective. The risk management framework encompasses the following key elements:-</p> <ul style="list-style-type: none"> • Risks identified were individually assessed and ranked as either extreme, high, medium or low based on their respective magnitude of impact and likelihood of occurrence within the Group; and • Individual risk profiles created from the above assessment were endorsed by the Board and subsequently cascaded to Senior Management of the Group for implementation of action plans required to mitigate or maintain the risk impact of the Group at an acceptable level.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	Details of the features of the Company’s risk management and internal control framework, and the adequacy and effectiveness of this framework are disclosed in the Statement on Risk Management and Internal Control as contained in the Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	The internal audit function is independent from the Management and reports directly to the ARMC. The internal audit function provides reasonable assurance that the Group's system of internal control is satisfactory and operating effectively. The internal auditors adopt a risk-based approach towards the planning and conduct of audits, which are consistent with the Company's framework in designing, implementing and monitoring its internal control system. An Internal Audit Planning Memorandum, setting out the internal audit work expected to be carried out is tabled to the ARMC. The details of the internal audit function are disclosed in the Annual Report.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	The Internal Audit Department is headed by Mr. Yap Seng Heng who holds a Degree in Accounting and has experience in finance and accounting. All personnel of the Internal Audit Department are free from conflict of interest and are independent. The internal audit function is independent of the activities and operations of the Group with the Head of Internal Audit Department reports functionally to the ARMC and administratively to the Chief Financial Officer and/or Finance Manager.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application :	Applied
Explanation on application of the practice :	<p>The Board has put in place a Shareholder Communication Policy to facilitate the effective exercise of those rights by ensuring that the Company communicates effectively with its shareholders. This Policy aims to promote effective communication with shareholders and encourage effective participation by shareholders at the Company's general meetings. To ensure a high quality of communication and level of clarity with all investors and other stakeholders, whilst complying with its statutory disclosure obligations, the Company endeavors to provide shareholders with ready and widespread access on a timely basis to matters that affect their investment in the Company; communicate in a clear, accurate and easy to understand manner with investors and other stakeholders. The communication channels for shareholders are as follows:-</p> <p>(i) Corporate Website The Company believes that communicating with shareholders by electronic means, particularly through its website, is an efficient way of disseminating information in a timely and convenient manner. The Company's website (www.asiabrand.com.my) has a dedicated "Investor Relations" section which carries information available to the shareholders.</p> <p>(ii) Shareholders' Meeting Annual general meetings ("AGM") and extraordinary general meetings ("EGM") of the Company are the primary forum for communication with shareholders, where they are encouraged to participate in general meetings or to appoint proxies to attend, speak and vote at meetings for and on their behalf if they are unable to attend the meetings.</p> <p>(iii) Shareholders' Enquiries Shareholders and investors may at any time request the Company's public information. The Company provides a designated email address (info@asiabrand.com.my) for shareholders to make inquiries.</p>

	(iv) Annual Report Annual Report is the key communication channel for all the shareholders. The Annual Report is made easily available to shareholders and other stakeholders in a timely manner. Shareholders can elect to receive a hard copy or an electronic copy of the Annual Report. The Annual Report is available at the Company's website www.asiabrand.com.my . The Shareholders Communication Policy will be reviewed regularly by management to ensure that it reflects the current regulatory, community and investor requirements.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	Notice of AGM is distributed to shareholders at least twenty-eight (28) days prior to the date of AGM. The 49th AGM is on 30 August 2024 and the notice of AGM was dated 22 July 2024, which is more than 28 days' notice in advance to enable shareholders to make the adequate preparation.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	At the Company's general meetings held in 2023, all Directors attended the general meeting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Company's AGM was held physically at its head office.
		Shareholders are allowed to appoint proxy(ies)/ representative(s) to attend, speak and vote on his/her behalf. The proxy form is sent to the shareholders together with the notice of general meetings. The Company will explore the use of technology to allow voting in absentia or remote shareholders' participation. The Company will assess the necessity and viability for such facility taking into consideration the number of shareholders, the reliability of the technology and cost-benefit to the Company, before adopting this practice.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	The Chairman of the Board ensured that sufficient opportunities and time were given to shareholders to pose questions to the Board. The Chairman of the Board is proactive and ensure the Company's general meetings support meaningful engagement between the Board, senior management and shareholders.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.5

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

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

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: The Company does not publish the AGM minutes on the Company's website.
	: Shareholders can write in to the Company Secretary to request for a copy.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	: Choose an item.

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

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

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