

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 5007  
**COMPANY NAME** : CHIN WELL HOLDINGS BERHAD  
**FINANCIAL YEAR** : 30.6.2023

## OUTLINE:

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

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

### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board of Directors ("Board") of Chin Well Holdings Berhad ("CWHB" or "the Company") had formalized and adopted the Board Charter which forms an integral part to guide the conduct of the Board. Key matters reserved for the Board include but not limited to direction and strategy setting, structure and capital, financial reporting, risk management and internal controls, capital investment, communications to shareholders, appointment of Board members and other relevant parties, remuneration, delegation of authority and corporate governance.</p> <ol style="list-style-type: none"><li>1. To assist in effective discharge of the Board's stewardship responsibilities, the Board has established the Board Committees, namely Audit Committee, Nominating Committee and Remuneration Committee comprising wholly independent directors. Each Committee is entrusted to oversee specific Company's affairs within their respective terms of reference. The Chairman of Board Committees will report to the Board the outcome of their meetings.</li><li>2. The Board plays an active role in monitoring the business performance of the Group. The Board approve the annual budget of the Group before the beginning of the new financial year with the recommendation of Audit Committee. During the financial year ended 30 June 2023 ("FY2023"), the executive directors updated the Board on current business conditions such as business outlook, operating issues and potential business opportunities encountered by the Group. Additionally, comparisons of the Group's budget against the actual results of the Group were also made available to the Board on quarterly basis whereby the management will</li></ol>

	<p>explain the variances in details to the Board.</p> <p>3. The executive directors are primarily accountable for overseeing the day-to-day operations and amongst others, they are also responsible for the development and implementation of the strategies for the Group. The Managing Director, on behalf of the executive directors will report to the Board on significant matters relating to the Group on quarterly basis.</p> <p>4. With the assistance of the internal auditors, the Board oversees the risk management of the Group. The internal auditor advises the Audit Committee and the Board on areas of the high risk and the adequacy of compliance and internal control of the major subsidiaries. The Audit Committee reviews the internal controls of the Group to safeguard the assets of the shareholders.</p> <p>5. The Board disseminates the Group's information to its shareholders and investor in accordance with its Corporate Disclosure Policy. The management will have discussion with the investors and investment analysts at least once every quarter after the announcement of the Group's quarterly result.</p>	
<b>Explanation for departure</b>	: Not applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	: Not applicable	
<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 1.2

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>	:	As at 30 June 2023, Mr. Lim Chien Ch'eng, the Chairman of the Board, is a non-independent non-executive director. He is primarily responsible for leadership of the Board in ensuring the effectiveness of the Board.  Further details of the role of the Chairman are set out in the Board Charter.
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>As at 30 June 2023, the position of the Chairman and Managing Director were held by different individuals to ensure clear division of responsibilities and a balance of authority and power in the Company.</p> <p>Mr. Lim Chien Ch'eng, the Chairman of the Board has no executive function and he provides a capable check and balance for governance and controls.</p> <p>Mr Tsai Yung Chuan, the Managing Director is responsible for the day-to-day management of the business and operations of the Group in respect of both its regulatory and commercial functions.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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

*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'.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	For FY2023, the Chairman of the Board, Mr. Lim Chien Ch'eng is not a member of the Audit Committee, Nomination Committee or Remuneration Committee.
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<b>Timeframe</b>	:	

## Intended Outcome

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

## Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company Secretaries of CWHB are members of professional bodies and qualified to act as company secretaries.</p> <p>The brief profile of the Company Secretaries are as follows:</p> <p>Mr. Lee Peng Loon, is an associate member of the Malaysian Association of Company Secretaries (MACS). He started his career with the Malaysian Inland Revenue Board (IRB) as a senior officer for several years before joining one of the "Big Four" international accounting firms in its taxation division. He was later transferred to head its secretarial division as the Executive Director, a position he had served for 10 years. With more than 35 years of immense tax, accounting and secretarial experiences, he had assisted and supported countless of companies of diverse industries to ensure achievements of the regulatory compliance.</p> <p>Ms. P'ng Chiew Keem, Riko, is an associate member of the Malaysian Institute of Chartered Secretaries &amp; Administrators (MAICSA). She started her career with one of the "Big Four" international accounting firms in Malaysia. She had then further her studies in Business Management Education in the Asian Institute of Management (AIM), a pioneer business school in Asia, founded in 1968 by Harvard Business School together with a consortium of prominent business leaders and the Philippine academic institutions. She has more than 20 years of experience in handling corporate secretarial and compliance matters to a large portfolio of clients, indirect tax consulting, accounting and corporate advisory.</p> <p>The primary responsibilities of the Company Secretaries are as follows:</p> <ul style="list-style-type: none"><li>(a) To properly maintain the secretarial records, preparation of resolutions and other secretarial functions of the Company;</li><li>(b) To issue notice and attend the meetings of the Board, Board Committees and shareholders and to record the minutes of such meetings;</li><li>(c) To assist in corporate governance practices, by proposing</li></ul>

	<p>relevant agenda items to be included as recurring meeting agenda;</p> <p>(d) To facilitate the conduct of the assessments to be undertaken by the Board and/or Board Committees as well as to compile the results of the assessments for the Board and/or Board Committee's deliberation;</p> <p>(e) To update the Board on the changes of the listing requirements upon receiving the circulars from Bursa Securities, which are relevant to the Company; and</p> <p>(f) To advise on corporate disclosures and compliances.</p> <p>During FY2023, the Company Secretaries had attended various webinars and professional development programmes to keep themselves abreast with the regulatory changes and other areas of laws, governance and financial.</p>
<p><b>Explanation for departure</b></p>	<p>: Not applicable</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>: Not applicable</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 1.6

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 Board is provided with the agenda and board papers at least 7 days prior to the Board meetings to enable them to participate actively in the meetings. All the directors have rights to access to information and to seek independent advice individually or collectively necessary to discharge their responsibilities and making independent judgment.</p> <p>The Company Secretaries are responsible in ensuring the meeting procedures are followed and the decisions of the Board and Board Committees are properly documented in the minutes including matters where Directors abstained from voting or deliberation.</p> <p>The directors also have unrestricted access to the services of the Company Secretaries and may inspect the minutes and other statutory documents of the Company during office hours.</p> <p>During the FY2023, there were 5 meetings held and all the Board Papers were circulated to the Board in timely manner.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>The Board Charter of the Company outlines amongst others, the roles and responsibilities of the Board as a whole, Directors and Board Committees, remunerations policies, shareholders and investor relations.</p> <p>The Board reviews the Board Charter whenever necessary to ensure their relevance and compliance. The last review of the Board Charter was on 26 May 2023.</p> <p>A copy of the Board Charter is available on the Company's website (<a href="http://www.chinwell.com.my">www.chinwell.com.my</a>).</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 3.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board had formalized and adopted the Code of Conducts and Ethics ("Code") which outlines the business conducts and practices in the Group which is applicable to all directors, employees and any other persons who represent the Group in executing their duties and functions of the Group.</p> <p>The Board reviews the Code whenever necessary. The last review of the Code was on 28 August 2019.</p> <p>A copy of the Code is available on the Company's website (<a href="http://www.chinwell.com.my">www.chinwell.com.my</a>).</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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 Whistleblowing Policy of the Company provides the channel for all employees and interested parties of the Group to raise genuine concerns about possible improprieties of business conducts of the Group including any breach of the Code without fear of reprisal. The employees or stakeholders could raise their concern to the Chairman of the Audit Committee. This policy is expected to improve the overall organizational effectiveness and enhance corporate governance practices across the Group.</p> <p>The Whistleblowing Policy is reviewed whenever necessary and the last review was on 06 October 2021.</p> <p>A copy of the Whistleblowing Policy is available on the Company's website (<a href="http://www.chinwell.com.my">www.chinwell.com.my</a>).</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>During FY2023, the Board is supported by a sustainability Management Committee comprised management representatives of major subsidiaries. The role of the Sustainability Management Committee is to discharge its duties in accordance with the Sustainability Management policy with the primary objective to utilise the resources of the Group in sustainable method for the long term profitability of the Group.</p> <p>The Group's material sustainability matters are identified and reviewed annually by the General Manager of major subsidiaries.</p> <p>Interim Sustainability Report will be presented to the Board on semi-annual basis for the Board consideration in development of the company strategies and risk management.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>	:	Sustainability report includes of material sustainability matters assessment and identification, targets of the key sustainability performance indicator (KPI) and it actual performance are reported in the Company's annual report to the internal and external stakeholders.  Please refer to Sustainability Report of the annual report.
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Sustainability Management Committee will present the Group Sustainability Report to the Board every half year to ensure the Board is updated on the sustainability material issues of the Group and monitor the status of the action being taken by the management.</p> <p>Management will monitor the actual result of the material issues on regular basis to identify the weakness that the Group is having for future improvement purpose.</p> <p>The last interim sustainability report was presented to the Board on 26 May 2023.</p> <p>During FY2023, Board members also attended webinars to stay abreast with the latest development of sustainability matters.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>	:	In FY2023, the Nominating Committee had assessed the Executive Directors towards the effectiveness of the Company's Environmental, Social and Governance (ESG) and Sustainability matters and was satisfied therewith.	
<b>Explanation for departure</b>	:	Not applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<b>Timeframe</b>	:		



**Intended Outcome**

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

**Practice 4.5- Step Up**

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

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

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

### Intended Outcome

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

### Practice 5.1

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 review of the tenure of each director and evaluation of the directors' performance had been conducted by the Nominating Committee on yearly basis.</p> <p>The last evaluation was done on 26 May 2023. The Board is satisfied with the performance of all the Board members.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable.
<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 majority independent directors.

<b>Application</b>	:	Departed	
<b>Explanation on application of the practice</b>	:	As at 30 June 2023, the Board consisted of eight members comprising four executive directors, three independent directors and one non-independent and non-executive director. The Board complies with the Para 15.02 of the Main Market Listing Requirements (“Main LR”) of Bursa Securities which require at least two directors or one-third of the Board whichever is the higher are independent directors.	
<b>Explanation for departure</b>	:	The Board is of the opinion that the ability of a director to serve effectively is very much dependent on the person’s calibre and personal integrity and objectivity regardless of whether he is an independent director or not.  Nevertheless, the Board is aware of the corporate governance’ requirement where at least half of the Board members comprises independent directors and will consider to appoint additional independent directors in future once suitable candidate is identified.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<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>	:	Applied	
<b>Explanation on application of the practice</b>	:	As at 30 June 2023, none of the independent directors had served the Company for more than nine years.	
<b>Explanation for departure</b>	:	Not applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.4 - Step Up**

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

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

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

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nominating Committee is responsible to evaluate the potential candidate to be appointed as director of the Company and they shall review the candidate's skills, competencies, experiences, age, gender, cultural background and other qualities in addition to other factors such as the level of independence of the candidate for appointment as independent director. The Board will consider the recommendation of the Nominating Committee and makes final decision as to the appointment of director. The Company Secretary then ensures the relevant procedures relating to the appointment of the new director are properly executed.</p> <p>The appointment of senior management is the responsibilities of the executive directors based on objective criteria and merit in accordance with the job requirement.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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 5.6

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>The Nominating Committee is responsible for recommending suitable candidates for appointments to the Board.</p> <p>In undertaking this responsibility, the Nominating Committee is open to recommendations from Board members, major shareholders as well as referrals from external and independent sources.</p> <p>The Nominating Committee held a meeting on 27 May 2022 to deliberate on the appointment of Mr. Tsai Cheng Hsun as additional executive director of the Company.</p> <p>The Nominating Committee having considered the criteria, experience as well as Mr Tsai's pertinent role in the Company's subsidiary in Vietnam, being the biggest contributor to the Group's revenue and profit, had recommended his appointment to the Board.</p> <p>The Board appointed Mr. Tsai Cheng Hsun as a director of the Company with effect from 01 July 2022.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At the last Annual General Meeting (“AGM”) of the Company, the Board had disclosed the profiles, interest, position as well as relationship of the retiring directors namely Datin Sharmin Fazlina Binti Mohd Shukor, Mr. Low Yeaw Seng, Ms Tsai Chia Ling and Mr Tsai Cheng Hsun in the Company’s Annual Report for FY2022.</p> <p>The Board through the Nominating Committee assessed the retiring directors, and considered the following:</p> <ul style="list-style-type: none"><li>(i) The individual director’s contributions based on their respective self-assessment results/outcome;</li><li>(ii) The individual director’s contribution to the Board through their respective skills, experience and strength in qualities; and</li><li>(iii) Their capacity to bring independent judgement and ability to act in the best interests of the Company as a whole.</li></ul> <p>The Nominating Committee was satisfied that the retiring directors met with the criteria and unanimously recommended them to the Board for re-election as directors at the last AGM of the Company.</p> <p>The Board supported the recommendations of the Nominating Committee.</p> <p>The information on re-election of Directors retiring at the AGM are included in the notes accompanying the notice of the AGM.</p>
<b>Explanation for departure</b>	:	Not applicable



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

<b>Measure</b>	:	Not applicable.	
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.8

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	As at 30 June 2023, the Nominating Committee of CWHB was chaired by Mr Ang Seng Oo, an independent non-executive director of the Company.
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	As at 30 June 2023, the Board comprised of 3 women directors, equivalent to 37.5% women representation on the Board.	
<b>Explanation for departure</b>	:	Not applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<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>	:	The Board adopted a gender diversity policy on 15 September 2021 which the Board target to have at least 30% of the women directors.
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>	: The Nominating Committee had applied a set of criteria by way of questionnaires to annually evaluate the performance of individual directors, the effectiveness of the Board as a whole and each of its Committees. The criteria used, amongst others, for the annual assessment of individual director includes an assessment on their roles, duties, responsibilities, integrity, time commitment, contribution to interaction during the meeting and financial literacy whereas for the Board and Board Committees, the criteria used include composition, structure, expertise, and areas of responsibilities. The Nominating Committee then deliberated and makes its recommendations to the Board. The director's concern shall abstain from deliberating on his own assessment.  Based on the assessments carried out, the Nominating Committee was satisfied with the performance of the Board, Board Committees and individual directors in FY2023.
<b>Explanation for departure</b>	: Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	: Not applicable
<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>	:	The Board has in place a Remuneration Policy which is subject to review whenever necessary by the Board. A copy of the Remuneration Policy is available on the Company's website ( <a href="http://www.chinwell.com.my">www.chinwell.com.my</a> ).  The Company also has in place policies and procedures to determine the remuneration of senior management which takes into account similar remuneration framework to attract and retain the right talent in the Group.
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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 had established a Remuneration Committee comprising wholly non-executive directors with defined terms of reference.  A copy of the terms of reference of the Remuneration Committee is available on the Company's website ( <a href="http://www.chinwell.com.my">www.chinwell.com.my</a> ).
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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 remuneration on named basis received by each director in FY 2023 is disclosed below.



No	Name	Directorate	Company							Group						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tsai Yung Chuan	Executive Director	45,000	1,200	-	-	-	46,200	45,000	1,200	1,974,152	362,485	15,500	127,955	2,526,272	
2	Tsai Chang Hsiu-Hsiang	Executive Director	45,000	1,200	-	-	46,200	45,000	1,200	1,374,152	199,965	-	67,437	1,687,754		
3	Tsai Chia Ling	Executive Director	45,000	1,200	-	-	46,200	45,000	1,200	720,000	197,500	4,000	81,285	1,048,985		
4	Tsai Cheng Hsun	Executive Director	45,000	-	-	-	45,000	45,000	-	1,163,420	4,930	-	3,880	1,217,230		
5	Lim Chien Cheng	Non-independent Non Executive Director	45,000	1,200	-	-	46,200	45,000	1,200	-	-	-	-	46,200		
6	Ang Seng Oo	Independent Director	45,000	1,200	-	-	46,200	45,000	1,200	-	-	-	-	46,200		
7	Datin Shamrin Fazlina Binti Mohd Shukor	Independent Director	45,000	1,200	-	-	46,200	45,000	1,200	-	-	-	-	46,200		
8	Low Yeaw Seng	Independent Director	45,000	1,200	-	-	46,200	45,000	1,200	-	-	-	-	46,200		
8																
9																
10																
11																
12																
13																
14																
15																

**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>	:	Departed	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	As alternate practice, the Board had disclosed the remuneration of its senior management in bands of RM50,000 in the Company's Annual Report for FY2023 but not on named basis due to confidentiality and sensitivity of each remuneration package.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<b>Timeframe</b>	:		

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

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

No	Name	Position	Company ('000)						
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total	
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	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	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	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	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	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>	:	As at 30 June 2023, the Audit Committee was chaired by Mr Ang Seng Oo and he is not the Chairman of the Board.	
<b>Explanation for departure</b>	:	Not applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<b>Timeframe</b>	:		

## Intended Outcome

There is an effective and independent Audit Committee.

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

## Practice 9.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As at 30 June 2023, none of the members of the Audit Committee was a former key audit partner of the Company's external auditors.</p> <p>The Board had adopted the policy that requires a former key audit partner to observe a cooling-off period of 3 years before being appointed as a member of the Audit Committee.</p> <p>A copy of the terms of reference is available on the Company's website (<a href="http://www.chinwell.com.my">www.chinwell.com.my</a>).</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<b>Timeframe</b>	:	

## Intended Outcome

There is an effective and independent Audit Committee.

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

## Practice 9.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Audit Committee assessed the suitability, objectivity and independence of the Company's external auditors via a set of questionnaires.</p> <p>The existing external auditors, Grant Thornton Malaysia PLT Chartered Accountant ("GT") had confirmed to the Audit Committee that they are, and have been independent throughout the conduct of their audit engagement for FY2023 in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>The Audit Committee, upon its assessment was satisfied that the Company's external auditors, GT is able to meet the audit requirements and statutory obligations of the Company, has independent status and has sufficient resources to carry the audits of the Company and of the Group.</p> <p>The Audit Committee had recommended GT to the Board for re-appointment as the Company's external auditors at the forthcoming AGM.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>	:	Applied
<b>Explanation on adoption of the practice</b>	:	As at 30 June 2023, the Audit Committee comprised solely of Independent Directors

## 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>During FY2023, the Nominating Committee had assessed the term of office and performance of the Audit Committee and its members in accordance with Paragraph 15.20 of the Main LR of Bursa Securities by way of a set of comprehensive questionnaires.</p> <p>The questionnaires cover amongst others the understanding of role and terms of reference, financial literacy, integrity, independency, time commitment and so forth.</p> <p>The Nominating Committee, was satisfied that the Audit Committee and its members had discharged their duties according to their terms of reference and had recommended to the Board that the existing composition to remain status quo.</p> <p>During FY2023, the members of the Audit Committee had attended various trainings as set out in the Corporate Governance Overview Statement in the Annual Report.</p>
<b>Explanation for departure</b>	:	Not applicable
<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>	:	Not applicable
<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>Details of the Company's internal control and risk management framework can be found in the Statement on Risk Management and Internal Control in the Company's Annual Report for FY2023.</p> <p>The Audit Committee assists the Board to review the adequacy and effectiveness of the Company's internal control and risk management processes.</p>	
<b>Explanation for departure</b>	:	Not applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<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>	:	Detailed information on Risk Management and Internal Control Framework can be obtained from the Statement on Risk Management and Internal Control in the Company’s Annual Report for FY2023.	
<b>Explanation for departure</b>	:	Not applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<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>	:	Not adopted
<b>Explanation on adoption of the practice</b>	:	

## Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function of the Group in Malaysia is outsourced to KFF Chartered Accountants whilst the internal audit function for the Company's subsidiary in Vietnam is outsourced to BDO Consulting Vietnam Limited.</p> <p>The internal auditors reports directly to the Audit Committee. The internal auditors will review the systems of internal control of business processes based on the audit plan approved by the Audit Committee. The internal auditors then reported their findings, recommendations for improvements or their proposed corrective action plans and the management responses to the Audit Committee. The progress of the implementation of recommended actions is being monitored through follow up reviews by the internal auditors in order to ensure that the control weaknesses highlighted in the internal audit reports are appropriately addressed by Management.</p> <p>During FY2023, the Audit Committee had assessed the internal audit function and was satisfied therewith.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>In FY2023, the Internal Audit Function for the Group in Malaysia was outsourced to KFF Chartered Accountants (KFF), an external professional firm and the personnel handling the Group’s audit are free from any relationship or conflict of interest, which could impair their objectivity and independence. The internal audits were conducted using a risk-based approach and was guided by the International Professional Practices Framework (IPPF).</p> <p>The internal audit team in Malaysia is headed by Ms. Oh Phaik Choo is a Certified Internal Auditors and a member of the Institute of Internal Auditors Malaysia and the Malaysian Institute of Accountant.</p> <p>Initially the internal audit team in Vietnam consist of a team of internal staff which some of them had attended the relevant internal audit course and able to discharge their duty effectively. Subsequently, the internal audit in Vietnam was outsourced to BDO Consulting Vietnam Limited. The engagement director is Mr Jeffery Ong who is a member of Associate of Chartered Certified Accountant and Malaysia Institute of Accountant.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>The Board has in placed a Corporate Disclosure Policy to ensure accurate and timely disclosures to the regulatory authorities, shareholders and stakeholders of the Company.</p> <p>A copy of the Corporate Disclosure Policy is available on the Company's website (www.chinwell.com.my)</p> <p>Information is disseminated through announcements made to the Bursa Securities, the Company's website (www.chinwell.com.my), annual report and press releases.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<b>Timeframe</b>	:	



### Intended Outcome

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

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

### Practice 12.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Board is mindful of the disclosure of information and the importance of timely dissemination of information to shareholders, stakeholders and investment community. A Corporate Disclosure Policy is adopted in disseminating of information to the relevant parties. Such information is communicated through: <ul style="list-style-type: none"><li>• Announcement to Bursa Securities</li><li>• Annual Report and circular to shareholders</li><li>• Company's separate briefings and interview with the fund managers, institutional investors and investment analysts</li><li>• Publish in Company's website</li></ul>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>	:	The Board had adopted Practice 13.1 to issue the notice of AGM to shareholders at least 28 days prior to the meeting. The additional time given will allow shareholders to make necessary arrangements to attend and participate in person or through proxies or corporate representatives and also to consider the proposed resolutions before exercising their voting rights at the meeting.	
<b>Explanation for departure</b>	:	Not applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Not applicable	
<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>	:	<p>The Board had adopted the practice that all directors are required to attend the general meeting of the Company and to respond to shareholders' enquiries, if any.</p> <p>All the directors, company secretary, external auditors and senior management had attended the 26<sup>th</sup> AGM of the Company held on 29 November 2022 to provide informative feedback to the questions of the shareholders.</p>
<b>Explanation for departure</b>	:	Not applicable
<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>	:	Not applicable
<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>	:	Departed
<b>Explanation on application of the practice</b>	:	<p>The last AGM of the Company was held at the Company’s factory which is not located at remote locations.</p> <p>In view of the Company having a large number of shareholders, the Board is of the view that the existing procedures of the Company had provided shareholders with sufficient information and time to participate at AGM in person or by proxy. As such, it is not necessary to leverage technology to facilitate voting in absentia as being justified below:</p> <ol style="list-style-type: none"><li>1) The notice of AGM and proxy form of CWHB are despatched to shareholders not less than 28 days before the date appointed for holding the AGM. For general meetings other than the AGM, the Company despatches the notice of meeting at least 21 days for special resolution and 14 days for ordinary resolution.</li><li>2) The explanatory notes to the notice of AGM and/or the contents of circular to shareholders provide detailed explanation of the proposed resolutions to enable shareholders to make informed decisions in exercising their voting rights.</li><li>3) Shareholders are allowed to appoint any person as proxies to attend and vote at the general meeting. The completed proxy form is to be deposited at the registered office of the Company at least 24 hours before the time for the taking of the poll at the general meeting.</li><li>4) All the resolutions put to the general meeting are voted upon by poll and the poll counting process and verifications are conducted by independent scrutineers.</li></ol>

<b>Explanation for departure</b>	: Not applicable		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	: Not applicable		
<b>Timeframe</b>	: <table border="1" data-bbox="523 660 1388 745"> <tr> <td></td> <td></td> </tr> </table>		

## Intended Outcome

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

## Practice 13.4

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

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During FY2023, the general meetings of the Company were conducted physically. During the meeting, Shareholders were invited to submit their questions whilst the Directors and senior management responded during the Q&amp;A session.</p> <p>During the 26<sup>th</sup> AGM, the executive director had made a slide presentation to brief the shareholders on the business performance of the Group in the reporting financial year as well as updates on the business prospect of the Group in the coming financial year.</p> <p>For the questions raised during the general meetings, the answers were posted on the Company's website, a day after the general meeting.</p>
<b>Explanation for departure</b>	:	Not applicable
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Not applicable
<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>	: During FY2023, the general meetings of the Company were conducted physically at the premise of the Company.  During the Q&A session, the questions posted by shareholders were answered and posted on the Company's website on the next day after the AGM.		
<b>Explanation for departure</b>	: Not applicable		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	: Not applicable		
<b>Timeframe</b>	: <table border="1" data-bbox="523 1487 1398 1576"><tr><td></td><td></td></tr></table>		

**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>	: In FY2023, the minutes of the general meetings were published on the website of the Company within 30 business days after the meeting.		
<b>Explanation for departure</b>	: Not applicable		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	: Not applicable		
<b>Timeframe</b>	: <table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td style="width: 150px; height: 20px;"></td> <td style="width: 150px; height: 20px;"></td> </tr> </table>		



**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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