

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7176
COMPANY NAME : TPC PLUS BERHAD
FINANCIAL YEAR : December 31, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("Board") of TPC Plus Berhad ("Company") is mindful of its overall responsibility for the corporate governance and management of the business and affairs of the Company and Group.</p> <p>In meeting the objectives and goals of the Company:</p> <ol style="list-style-type: none">1. The Board has established Board committees i.e. Audit Committee, Nomination and Remuneration Committee and Risk Management Committee to assist the Board in the execution of its responsibilities. <p>The functions, duties and responsibilities of the Board committees are set out in the respective charter of the Board committees. All these charters can be found at the Company's website, www.tpc.com.my</p> <ol style="list-style-type: none">2. The Company's Board Charter has clearly defined and separated the roles and responsibilities of the Management and the Board of Directors which are headed by 2 different individuals for check-and-balance and unfettered decision making.3. The Company has taken into consideration the economic, environmental and social factors, the details of which can be found in the Management Discussion and Analysis published in the Company's annual report.4. The Board has approved the Anti-Corruption Policy, the Employee Code of Conduct and Ethics and the Whistle Blowing Policy, all of which can also be found at the Company's website, to promote an ethical and good corporate governance culture within the Company.5. Approval Limit Matrix, Capital Expenditure and Disposal Policy and Procedure, Risk Management Framework and Review and Disclosure Procedures for Related Party Transactions were also approved by the Board to guide, monitor and control the day-to-day business operations in safeguarding the shareholders' and other stakeholders' interests.

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>During the year, YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop had relinquished his position as Chairman of the Board of Directors effective from 1 June 2023. As part of the Company's succession plan, Datuk Lim Yew Piau was appointed Chairman of the Board with effect from the same day, 1 June 2023.</p> <p>The background and experience of Datuk Lim Yew Piau can be found in the Directors' Profile of the Company's Annual Report. Datuk Lim Yew Piau is not appointed in any of the Board committee in order to maintain objectivity and a check and balance on all matters put forth to the Board by the Board committee.</p> <p>The Chairman's roles and responsibilities are set out in the Board Charter which is available on the Company's website at www.tpc.com.my.</p> <p>The Chairman will liaise with the Company Secretary in setting out the agenda of meetings, ensure board papers include sufficient information and presented in a clear manner and distributed to every Board members before meetings.</p> <p>The Chairman will ensure that sufficient time is set aside for deliberations on all matters raised at Board meetings and decisions of the Board are made based on a majority consensus of the Board members.</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 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	The position of the Chairman and the Managing Director of the Company are held by two different individuals.	
		During the year, Mr Lim Yew Kwang was re-designated as Managing Director of the Company in place of Mr Lim Yew Chua who had resigned as Director of the Company with effect from 1 June 2023.	
		As Managing Director, Mr Lim Yew Kwang, will oversee and manage the day-to-day running of the businesses of the Group, makes operational decisions and implements the Board's policies and decisions.	
		On the other hand, Datuk Lim Yew Piau, the Chairman of the Board, will head the Board of Directors and be responsible for the effectiveness, conduct and governance of the Board.	
		The roles and responsibilities of the Chairman and the Managing Director are clearly separated and set out in the Company's Board Charter. This is to maintain the effective supervision and accountability of the Board and the Management, to ensure a balance of power and authority and also for proper, effective and unfettered decision making.	
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

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, Datuk Lim Yew Piau, is not a member of the Company's Audit Committee nor the Nomination and Remuneration Committee.
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 1.5

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 Company Secretary is a member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and qualified to act as a Company Secretary under Section 235(2) of the Companies Act 2016.</p> <p>Besides managing the logistics of all the meetings of the Board, Board committees and members, the Company Secretary also ensures that the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016 and the Malaysian Code on Corporate Governance are complied with.</p> <p>The Company Secretary will also ensure that all the register, minutes book and other secretarial records required to be kept under the Companies Act 2016 are properly kept and updated.</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>The Directors, individually or as a whole board, have unrestricted access to the Management and all information relating to the Company and its Group in the discharge of their duties.</p> <p>The Chairman will liaise with the Company Secretary on the agenda of the meeting. The notice and materials of the meeting will be sent out 7 days before the meeting. However, there were instances where meeting materials could not be ready in time and therefore were forwarded to the Directors in less than 7 days before the meeting.</p> <p>Draft minutes will be sent to the Directors, Management and/or Auditors for comments. All comments received will be noted and/or incorporated in the Minutes and the final Minutes will be tabled at the next meeting for confirmation.</p> <p>For urgent matters which require the Board's decision outside of Board meetings, Directors' Circular Resolution together with all relevant materials will be circulated for the Board's consideration and approval. All circular resolutions approved by the Board will be tabled for notation at the next Board Meeting.</p> <p>All minutes and resolutions passed by the Board are properly kept at the registered office of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter adopted by the Board of Directors will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. The last review was carried out on 27 February 2023.</p> <p>Apart from setting out the roles and responsibilities of the Board and the Management, the Board Charter also outlines the code of conduct of Directors and matters reserved for the Board.</p> <p>The Board Charter is made available at the Company's website.</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 of Directors has approved and established an Employee Code of Conduct and Ethics for managing conflicts of interest and preventing the abuse of power, corruption, insider trading, bribery, money laundering and misconducts.</p> <p>Employees who come across any unlawful or unethical situation or any suspected violations of the Employee Code of Conduct and Ethics may raise their concerns in accordance with the Company’s Whistle Blowing Policy.</p> <p>Details on the Employee Code of Conduct and Ethics and the Whistle Blowing Policy can be found at the Company’s website, www.tpc.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 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has put in place a Whistle Blowing Policy to encourage transparent and ethical conduct within the Group. The main objectives of the Whistle Blowing Policy are:</p> <ul style="list-style-type: none"> • To provide avenues for employees to disclose any acts of wrongdoing. • To assure the employees that they will be protected from reprisals, discrimination or being made a victim for whistleblowing in good faith. • To investigate and take necessary action on any reported wrongdoing. <p>The Company will not entertain any anonymous disclosure. The person who wishes to whistle blow any improper conduct within the Group is required to disclose his or her name, NRIC number and contact telephone number (mobile, home and/or office). These identity details will be kept confidential to afford protection to the whistleblower.</p> <p>The whistleblower remains liable for his or her own conduct and is responsible to ensure that the disclosure is made in good faith and free from any malicious intent.</p> <p>The Whistle Blowing Policy is available at the Company's website, www.tpc.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 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 ultimately accountable for all sustainability matters in the Group through its governance structure. The Group's commitment towards being a sustainable organisation and its endeavour to continuously improve its sustainability efforts are underlines across four aspects of sustainability i.e. economic, environment, social and governance. The Group's sustainability agenda is driven by the tone from the top where the Board holds the ultimate responsibility on the Group's overall sustainability initiatives, strategies and performance monitoring.</p> <p>The Sustainability Committees ("SC") was established to assist the Board in fulfilling its oversight responsibility for governance of sustainability (including setting up the Company's sustainability policies, strategies and priorities) and monitor economic, environmental, social and governance, strategy targets, measures and performance.</p> <p>The SC is supported by the Sustainability Working Groups ("SWG"), comprising the senior management team who are responsible to develop the specific sustainability programme and goals within their respective purview in the daily operations. With their expertise in the respective function, they advise and highlight sustainability risks and opportunities to the SC to ensure that the Group's sustainability management remains current and relevant to the latest business environment.</p> <p>The Company's sustainability report encompassing the Group's on-going sustainability efforts, targets, activities and achievement are embedded in the Sustainability Statement of Annual Report 2023.</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 4.2

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>Throughout the years, the Board strives to keep the internal and external stakeholders informed on the Group's sustainability activities including the Company's strategies, priorities and targets.</p> <p>The Company has established various types of stakeholders' engagement with its key stakeholders and remains committed to communicate effectively with them on the Company's sustainability strategies, priorities, targets as well as to gain insights on their areas of concern and expectations for the development of the Company's sustainability strategies.</p> <p>The comprehensive description of the Group's sustainability practices and corporate social responsibility initiatives are disclosed in the Sustainability Statement in the Annual Report 2023.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board continuously keeps themselves abreast with and understanding to sustainability agendas of the Group and its business. The relevant sustainability issues such as compliance with law and regulations, occupational safety and health, cyber threats etc. are brought up in the boardroom for discussion and awareness.</p> <p>During the FY 2023, the Board is kept abreast by the Key Senior Management of the Group on its sustainability matters and strategic plans to ensure long-term business sustainability.</p> <p>In integrating sustainability into its business, the Group's sustainability management and performance form an integral part of its risk management system where sustainability is treated as one of the key discussion points at its quarterly management meetings.</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	:	<p>During its annual assessment, the Board thoroughly evaluated its effectiveness in tackling the Company's significant sustainability risks and opportunities.</p> <p>The establishment of Sustainability Working Groups (SWG) and the Sustainability Committee (SC), led by the Executive Directors, signifies a concerted effort to address various aspects, including sustainability concerns, stakeholder expectations, and the prioritization of sustainability initiatives.</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 4.5- 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	:	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 5.1

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”) will evaluate the Directors of the Company every year, including the independence of the Independent Non-executive Directors.</p> <p>All the Directors of the Company are subject to retirement from office at least once in every 3 years. The NRC will only make recommendation to the Board to endorse the re-election of the retiring Directors at the Company’s Annual General Meeting (“AGM”) provided they are not disqualified to act in accordance with the Companies Act 2016 and are able to meet the requirements set out in the Board Charter and the Fit and Proper Policy. The Board will also ensure that all the Independent Directors remain independent in their conduct and provided objective judgement in decision making.</p> <p>The motion to re-elect retiring Directors are put separately for voting by way of a poll at the AGM.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	Although there was a change in the Board of Directors on 1 June 2023, at least half of the Board still comprises Independent Directors after the change:	
		<u>Prior to 1 June 2023</u>	<u>1 June 2023 onwards</u>
		<u>Non-independent Directors</u> Mr Lim Yew Chua Mr Lim Yew Kwang Datuk Lim Yew Piau	<u>Non-independent Directors</u> Datuk Lim Yew Piau Mr Lim Yew Kwang Ms Lim Chian Harn
		<u>Independent Directors</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Mr Liang Ah Lit @ Nyah Chung Mun Mr Chong Chee Siong Mr Chong Peng Khang	<u>Independent Directors</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Mr Chong Chee Siong Mr Chong Peng Khang
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

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	:	<p>None of the Independent Directors of the Company has served on the Board for more than 9 years.</p> <p>The Company's Board Charter requires the Board to justify and seek annual shareholders' approval through a two-tier voting process in the event it wishes to retain an Independent Director who has served on the Board for more than 9 years as Independent Director provided such Director has not served as an Independent Director of the Company or any of its related corporations for a cumulative period of more than 12 years from the date of his first appointment as an Independent Director.</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 5.4 - 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 Board acknowledges the importance of Board diversity to the effective functioning of the Board and has formally adopted a Diversity Policy for the Group.</p> <p>While promoting diversity, due recognition to integrity, financial and technical knowledge, experience and skill-sets of the Director concerned and business imperative still remain a priority.</p> <p>All the Directors of the Company have complied with Paragraph 15.06 of the Listing Requirements by not holding more than 5 directorships in public limited companies. They are all able to devote sufficient time and commitment based on the current level of directorship(s) held.</p> <p>5 Board meetings were held during 2023. All the Directors attended every meeting held during their tenure as Director except for Mr Lim Yew Chua who attended 2 out of the 3 meetings held before his resignation effective from 1 June 2023.</p> <p>The Board was satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company.</p>
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>The appointment of a new Director is a matter for consideration and decision by the full Board upon recommendation from the Nomination and Remuneration Committee ("NRC").</p> <p>During the year, the Board had considered the recommendation of the NRC and appointed Ms Lim Chian Harn as an Executive Director of the Company with effect from 1 June 2023.</p> <p>The Board agreed with the NRC that it is sufficient to consider the recommendation from the Management and not to seek other candidates from independent sources on the appointment of a new Executive Director because:</p> <ul style="list-style-type: none"> (a) Ms Lim Chian Harn has been with the Company for about 10 years and has vast knowledge about the Group's finance and operations; (b) Ms Lim Chian Harn has been groomed to hold the position of an Executive Director as part of the Company's succession plan; and (c) There is no conflict of interest for Ms Lim Chian Harn to always act in the best interests of the Company other than her being a niece of Mr Lim Yew Kwang and Datuk Lim Yew Piau who are Executive Directors of the Company and also being a daughter of Mr Lim Yeow Her, a substantial shareholder of the Company by virtue of Mr Lim Yeow Her's direct and indirect interest in the Company through Huat Lai Resources Berhad.
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

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	:	<p>Based on the outcome of the evaluation carried during the financial year ended 31 December 2023, the NRC had recommended to the Board for the re-election of Mr Chong Chee Siong, Mr Chong Peng Khang and Ms Lim Chian Harn who are retiring at the forthcoming 21st Annual General Meeting to be held on 30 May 2024.</p> <p>The Board was supportive of the re-election of Mr Chong Chee Siong and Mr Chong Peng Khang, both who are Independent Non-Executive Directors, as they are free from management and any personal, family or economic interests and are able to continue to provide unbiased and independent views, advice and judgment in safeguarding the interests of the shareholders and other stakeholders.</p> <p>As for Ms Lim Chian Harn who was appointed as Director of the Company with effect from 1 June 2023, the Board was supportive of her re-election because she has vast knowledge about the Group's finance and operations despite her relatively young age.</p> <p>Overall, the Board was satisfied that the retiring 3 Directors had been carrying out their roles and responsibilities as Directors of the Company effectively and efficiently.</p> <p>Shareholders may refer to the following sections in the Company's Annual Report 2023 for information of the Directors who are seeking for re-election at the 21st Annual General Meeting:</p> <ol style="list-style-type: none"> 1. Directors' Profile; 2. Directors' Interest in the Company; and 3. Explanation Notes in the Notice of the 21st Annual General Meeting.
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

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	:	Mr Liang Ah Lit @ Nyah Chung Mun who was also a member of the Nomination and Remuneration Committee (“NRC”) had resigned as Director of the Company with effect from 1 June 2023.	
		YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop who had relinquish his position as Chairman of the Board effective from 1 June 2023 was appointed as a member of the NRC with effect from the same date.	
		The NRC comprises the following 3 Independent Directors during the year with Mr Chong Chee Siong remains as the Chairman of the NRC.	
		<div><div><u>Prior to 1 June 2023</u></div><div><u>Chairman</u> Chong Chee Siong</div><div><u>Members</u> Liang Ah Lit @ Nyah Chung Mun Chong Peng Khang</div></div>	<div><div><u>1 June 2023 onwards</u></div><div><u>Chairman</u> Chong Chee Siong</div><div><u>Members</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Chong Peng Khang</div></div>
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

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	:	<p>The Board acknowledges the best practice of the Malaysian Code on Corporate Governance for the Board to comprise at least 30% women Directors.</p> <p>The Board had considered and accepted the proposal from the Nomination and Remuneration Committee and appointed a female Director effective from 1 June 2023.</p> <p>With the current female representative of 16.67% on the Board, the Board will continue to consider gender diversity as part of its future selection of members of the Board when there is a vacancy so as to achieve the 30% women representation</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	:	Applied	
Explanation on application of the practice	:	<p>The Board acknowledges the importance of gender diversity and recognises the many benefits that it can bring.</p> <p>The Board had, upon the recommendation from the Nomination and Remuneration Committee, established a Diversity Policy and formalised its approach in promoting, developing and maintaining a well-balanced mix of Directors, officers and employees to achieve effective stewardship, management and operation of the Group.</p> <p>The Company's policy on gender diversity which is part of the Diversity Policy adopted is disclosed in page 50 of the Annual Report 2023.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to 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>During the financial year ended 31 December 2023, the Board of Directors, Board committees and the individual Directors were assessed using questionnaires approved by the Board.</p> <p>All the questions in the evaluation forms were discussed and answered based on the consensus of the members of the Nomination and Remuneration Committee ("NRC") or the Board as a whole except for the Independent Directors' Self-Assessment Checklist, Board Skills Matrix form, Audit Committee Members' Self and Peer Evaluation Form and Financial Literacy Questionnaire which were answered by the individual Directors.</p> <p>The NRC is satisfied that the Board possesses a diverse set of skills, experience and expertise which are necessary to govern the Group in relation the poultry and animal feed business, legal practice, financial and accounting, corporate governance, risk management and internal controls.</p> <p>The results of the assessments also indicated that the Board, the Board Committees and the Directors had been discharging their duties and responsibilities effectively. The NRC had recommended for the Board to endorse the re-election of the Directors who are retiring at the Company's forthcoming 21st Annual General Meeting.</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 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>A copy of the Remuneration Policies and Procedures for Directors and Senior Management ("Remuneration Policy") approved by the Board on is accessible at the Company's website, www.tpc.com.my</p> <p>The Executive Directors of the Company are remunerated based on their experience, responsibilities and contributions to ensure that the Company attracts and retains Directors of the quality needed to manage the operations and businesses of the Group.</p> <p>The Non-Executive Directors of the Company are paid an annual fees which is a fixed sum and not by a commission on or percentage of profits or turnover of the Company. An attendance allowance are also paid to the Non-Executive Directors for attending meetings held by the Company.</p> <p>The Directors' fees and attendance allowance payable are subject to shareholders' approval at the Company's Annual General Meeting.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied						
Explanation on application of the practice	:	<p>The Board of TPC Plus Berhad had established a Nomination Committee and a Remuneration Committee on 11 May 2004 which were subsequently merged as the Nomination and Remuneration Committee (“NRC”) effective from 20 April 2012.</p> <p>Mr Liang Ah Lit @ Nyah Chung Mun who was also a member of the NRC had resigned as Director of the Company with effect from 1 June 2023.</p> <p>YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop who had relinquish his position as Chairman of the Board effective from 1 June 2023 was appointed as a member of the NRC with effect from the same day.</p> <p>The NRC comprises the following 3 Independent Directors during the year with Mr Chong Chee Siong remains as the Chairman of the NRC.</p> <table><tr><td><u>Prior to 1 June 2023</u></td><td><u>1 June 2023 onwards</u></td></tr><tr><td><u>Chairman</u> Chong Chee Siong</td><td><u>Chairman</u> Chong Chee Siong</td></tr><tr><td><u>Members</u> Liang Ah Lit @ Nyah Chung Mun Chong Peng Khang</td><td><u>Members</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Chong Peng Khang</td></tr></table> <p>The Nomination and Remuneration Committee Charter which sets out, among others, the responsibilities of the NRC is published at the Company’s website, www.tpc.com.my</p>	<u>Prior to 1 June 2023</u>	<u>1 June 2023 onwards</u>	<u>Chairman</u> Chong Chee Siong	<u>Chairman</u> Chong Chee Siong	<u>Members</u> Liang Ah Lit @ Nyah Chung Mun Chong Peng Khang	<u>Members</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Chong Peng Khang
<u>Prior to 1 June 2023</u>	<u>1 June 2023 onwards</u>							
<u>Chairman</u> Chong Chee Siong	<u>Chairman</u> Chong Chee Siong							
<u>Members</u> Liang Ah Lit @ Nyah Chung Mun Chong Peng Khang	<u>Members</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Chong Peng Khang							
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	:	<p>The Directors' fees disclosed for the financial year ended 31 December 2023 are subject to shareholders' approval at the 21st Annual General Meeting to be held on 30 May 2024.</p> <p>The payment of allowance:</p> <ul style="list-style-type: none"> • for 1 January 2023 till 30 May 2023 was approved by the shareholders at the 19th AGM held on 30 May 2022; and • for 1 June 2023 till 31 December 2023 was approved by the shareholders at the 20th AGM held on 30 May 2023. <p>The following changes to the Board of Directors took effect from 1 June 2023:</p> <ul style="list-style-type: none"> ➤ The resignation of Mr Lim Yew Chua as Director of TPC Plus Berhad but he remained as an employee of the subsidiary. ➤ The resignation of Mr Liang Ah Lit @ Nyah Chung Mun as Director of TPC Plus Berhad. ➤ The appointment of Ms Lim Chian Harn as Director of TPC Plus Berhad. <p>The Directors' fee payable to Mr Lim Yew Chua, Mr Liang Ah Lit @ Nyah Chung Mun and Ms Lim Chian Harn are prorated according to their tenure as Directors of TPC Plus Berhad during the financial year ended 31 December 2023.</p>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Lim Yew Piau	Executive Director	45.60	-	-	-	-	-	45.60	-	-	120	60	-	22.96	202.96
2	Lim Yew Kwang	Executive Director	45.60	-	-	-	-	-	45.60	-	-	120	60	-	22.96	202.96
3	Lim Chian Harn (Appointed wef 1.6.2023)	Executive Director	26.60	-	-	-	-	-	26.60	-	-	45.25	51.19	-	16.64	113.08
4	Lim Yew Chua (Resigned wef 1.6.2023)	Executive Director	19.00	-	-	-	-	-	19.00	-	-	50	25	-	13.68	88.68
5	YBhg Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop	Independent Director	48.00	2.40	-	-	-	-	50.40	-	-	-	-	-	-	-
6	Chong Chee Siong	Independent Director	48.00	2.40	-	-	-	-	50.40	-	-	-	-	-	-	-
7	Chong Peng Khang	Independent Director	48.00	2.40	-	-	-	-	50.40	-	-	-	-	-	-	-
8	Liang Ah Lit @ Nyah Chung Mun (Resigned wef 1.6.2023)	Independent Director	20.00	1.20	-	-	-	-	21.20	-	-	-	-	-	-	-
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
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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	:	<p>The Board has opted not to disclose on a named basis the Senior Management's remuneration in the bands of RM50,000 as the Board is of the view that the disclosure of such information may put the Company in a disadvantage position given the keen competition for talent in the industry which the Group operates.</p> <p>On top of that, the Company is not able to obtain consent from the Senior Management personnel for the disclosure of their personal data to the public at large.</p> <p>The Board is of the opinion that the disclosure on a named basis for the Senior Management would not be in the best interest of the Group due to confidentiality concerns.</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.

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.

The company's financial statement is a reliable source of information.

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Mr Chong Peng Khang, a Chartered Accountant of the Malaysian Institute of Accountants and a fellow member of the Association of Chartered Certified Accountants, is the Chairman of the Audit Committee.</p> <p>Further details of Mr Chong Peng Khang can be found in the Directors' Profile of the Company's Annual Report 2023.</p> <p>The Chairman of the Board of Directors is Datuk Lim Yew Piau.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>It is provided in the Company's Audit Committee Charter that a former partner of the Company's External Auditors and its affiliate firms must observe a cooling-off period of at least 3 years before being appointed as a member of the Audit Committee.</p> <p>So far, no such former partner was appointed as a Director of the Company nor as a member of any Board Committee.</p> <p>The Audit Committee Charter can be found at the Company's website, www.tpc.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

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors had approved and adopted an External Auditors Policy recommended by the Audit Committee which covers the selection and appointment of external auditors, annual assessment, independence, non-audit engagement, annual reporting and the resignation and removal of external auditors.</p> <p>The Audit Committee had during the financial year ended 31 December 2023 evaluated the calibre of the Company's External Auditors, Crowe Malaysia PLT, its quality control processes/performance, the audit team, its independence and objectivity, the audit scope and planning, the audit fees and the audit communications.</p> <p>The Audit Committee is satisfied with the outcome of the evaluation and is of the opinion that Crowe Malaysia PLT is independent and has sufficient resources and expertise to continue to act as the Company's External Auditors.</p> <p>Other than the results of the evaluation, the Audit Committee had also considered the information provided in Crowe Malaysia PLT's Transparency Report covering the financial year ended 31 December 2022 before recommending to the Board of Directors to endorse the re-appointment of Crowe Malaysia PLT as the Company's External Auditors for the financial year ending 31 December 2024 at the forthcoming 21st Annual General Meeting.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted						
Explanation on adoption of the practice	:	<p>The appointment of the Audit Committee members was made in accordance with the Audit Committee Charter which states that all members of the Committee shall be Non-Executive Directors with a majority being Independent Directors.</p> <p>Mr Liang Ah Lit @ Nyah Chung Mun had resigned as Director and vacated office as a member of the Audit Committee with effect from 1 June 2023.</p> <p>YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop who had relinquish his position as Chairman of the Board effective from 1 June 2023 was appointed as a member of the Audit Committee with effect from the same date.</p> <p>Despite the above changes, the Audit Committee continue to comprise solely of Independent Directors during the year with Mr Chong Peng Khang as Chairman of the Audit Committee:</p> <table><tr><td><u>Prior to 1 June 2023</u></td><td><u>1 June 2023 onwards</u></td></tr><tr><td><u>Chairman</u> Chong Peng Khang</td><td><u>Chairman</u> Chong Peng Khang</td></tr><tr><td><u>Members</u> Liang Ah Lit @ Nyah Chung Mun Chong Chee Siong</td><td><u>Members</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Chong Chee Siong</td></tr></table>	<u>Prior to 1 June 2023</u>	<u>1 June 2023 onwards</u>	<u>Chairman</u> Chong Peng Khang	<u>Chairman</u> Chong Peng Khang	<u>Members</u> Liang Ah Lit @ Nyah Chung Mun Chong Chee Siong	<u>Members</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Chong Chee Siong
<u>Prior to 1 June 2023</u>	<u>1 June 2023 onwards</u>							
<u>Chairman</u> Chong Peng Khang	<u>Chairman</u> Chong Peng Khang							
<u>Members</u> Liang Ah Lit @ Nyah Chung Mun Chong Chee Siong	<u>Members</u> Tan Sri Datuk Seri (Dr) Abu Seman bin Haji Yusop Chong Chee Siong							

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 profile of each Audit Committee member is disclosed in the Directors' Profile of the Company's Annual Report.</p> <p>All the Audit Committee members have attended and will continue to attend trainings that will aid them in the discharge of their duties and responsibilities more effectively. The trainings attended by the Audit Committee members during the financial year ended 31 December 2023 are disclosed in the Corporate Governance Overview Statement in the Annual Report 2023.</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 acknowledges its overall responsibility for:</p> <ul style="list-style-type: none">• maintaining good risk management practices;• reviewing and overseeing the adequacy and effectiveness of the Group's risk management and internal controls system implemented by the Management; and• establishing risk appetite of the Group based on the corporate objectives, strategies, external environment and business nature. <p>The Risk Management Committee had been delegated and assigned with the duty to provide assurance to the Board on the adequacy and effectiveness of risk management and internal control systems of the Group.</p> <p>The Risk Management Committee will carry out its duty and responsibility as defined in the Risk Management Committee Charter and will be guided by the Risk Management Framework approved by the Board.</p> <p>The risk management and internal control system put into effect by the Management is an ongoing process in identifying, evaluating and managing significant risks faced by the Group. The Board recognised that such a system is designed to manage and reduce, rather than eliminate, the risks identified to acceptable levels.</p> <p>Therefore, the system of risk management and internal control implemented can only provide reasonable and not absolute assurance against the occurrence of any material misstatement, error or loss.</p> <p>Further information on the Group's risk management and internal control can be found in the Statement on Risk Management and Internal Control of the Company's Annual Report 2023.</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

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company had put in place a Risk Management Policy, Risk Management Reporting Structure and also Risk Assessment, Communication and Monitoring Process which were reviewed by the Risk Management Committee and approved by the Board of Directors.</p> <p>The Risk Management Policy sets out, among others, the Group's principles, risk appetite, ongoing identification and evaluation of risks and the definitions of risks and controls.</p> <p>The Risk Management Reporting Structure outlined the risk reporting structure and the terms of reference for Risk Management Committee.</p> <p>The Risk Assessment, Communication and Monitoring Process provides the risk assessment and the communication and monitoring of risk.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board had established a Risk Management Committee which comprises a majority of Independent Directors as follows:</p> <p><u>Chairman</u></p> <p>YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop, Independent Director</p> <p><u>Members</u></p> <p>Mr Chong Chee Siong, Independent Director Mr Chong Peng Khang, Independent Director Mr Lim Yew Kwang Ms Lim Chian Harn</p>

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has outsourced its internal audit function to an independent consulting company, Needsbridge Advisory Sdn Bhd, to assist the Board in monitoring and reviewing the effectiveness of the risk management, internal control and governance processes within the Group.</p> <p>To preserve independence and objectivity, the outsourced internal audit function is not permitted to act on behalf of Management, decide and implement management action plan, perform on-going internal control monitoring activities (except for follow-up on the progress of action plan), authorise and execute transactions, prepare source documents on transactions, have custody of assets or act in any capacity equivalent to a member of the Management or an employee.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee had during the financial year ended 31 December 2023 evaluated the Internal Auditors and was satisfied that the Internal Auditors are independent and have sufficient resources and experience to continue carrying out the internal audit function effectively.</p> <p>The Engagement Director of the outsourced internal audit function is a Certified Internal Auditor and Certification in Risk Management Assurance accredited by the Institute of Internal Auditors Global ("IIA") and a professional member of the Institute of Internal Auditors Malaysia.</p> <p>2 internal audit engagement were carried out during the financial year ended 31 December 2023. Each audit engagement was carried out by 1 senior manager, 1 assistant manager and assisted by at least 1 senior consultant or consultant and oversaw by the Senior Director. All the internal audit personnel are free from interests or relationships which could impair their objectivity and independence.</p> <p>The 2 internal audits carried out during the year were, in all material aspect, in accordance with the International Professional Practices Framework and the International Standards for the Professional Practice of Internal Auditing established by the IIA.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Annual General Meeting remains the principal forum for dialogue and interaction with shareholders during which the shareholders may seek clarifications, comment and give opinion on the Group's business and financial performance.</p> <p>Other than Annual General Meeting, material information and updates, quarterly financial results, Circular to Shareholders and Annual Report were disseminated to shareholders and the public at large via submission or announcements to Bursa Malaysia Securities Berhad. These information are accessible through Bursa's and the Company's website.</p> <p>In conserving the environment and to improve sustainability, printed copies of the Company's Annual Report and Circular to Shareholders will only be sent out to shareholders upon request.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<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	:	The notice of 20th Annual General Meeting ("AGM") scheduled to be held on 30 May 2023 was sent to the shareholders on 28 April 2023 which is more than 28 days before the AGM.	
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

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	:	All the Directors of the Company attended the 20th Annual General Meeting held on 30 May 2023.	
		The Chairman of the respective Board Committees were present to answer and explain all questions and matters raised by the shareholders.	
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

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	:	<p>The 20th Annual General Meeting ("AGM") was the only general meeting held during the financial year ended 31 December 2023 and it was held physically.</p> <p>The Board is of the opinion that the arrangement is sufficient because there were only 1,561 shareholders as at 31 March 2023.</p> <p>Despite having a general meeting arranged as aforesaid, the Company may in the future explore the possibility of engaging an outside party who has the expertise and technology which can assist the Company in conducting virtual general meetings including voting in absentia and remote participation.</p> <p>Shareholders who were not able to attend the AGM were encouraged to appoint the Chairman of the AGM as their proxy and indicate in the Proxy Form how they wish their votes to be cast. The Chairman will then vote according to the wishes of the shareholders who had appointed him as their proxy. The Proxy Form may be lodged at the Company's registered office or sent to the Company electronically via email.</p> <p>Members who wished to raise any questions in relation to any items on the Agenda of the AGM were able to do so by sending their questions in advance to the Company's registered office or via e-mail.</p> <p>The Chairman of the AGM will ensure that all relevant questions received are answered at the AGM. Should there be a time constraint, the responses will be e-mailed back to the shareholder within 3 working days from the conclusion of the AGM.</p> <p>The results of the poll and a summary of the key matters discussed at the AGM will be uploaded at the Company's website.</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

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	:	<p>The 20th Annual General Meeting ("AGM") was the only general meeting held during the financial year ended 31 December 2023.</p> <p>All the Directors and representatives from the Management and the External Auditors attended the 20th AGM. During the AGM, shareholders were given sufficient time to present their questions and all their questions were answered by the Board and Management.</p> <p>Suggestions proposed by the shareholders were noted and subsequently considered and discussed at Board of Directors' meeting and appropriate action will be taken if the Board deemed it fit.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

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	:	Applied
Explanation on application of the practice	:	The Minutes of the 20th Annual General Meeting ("AGM") held on 30 May 2023 were published on the Company's website at www.tpc.com.my within 30 business days after the AGM was held.
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	:	

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

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

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