

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0189
COMPANY NAME : Matang Berhad
FINANCIAL YEAR : June 30, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>Matang Berhad ("Matang" or "the Company") and its subsidiaries ("Matang Group" or "Group") are headed by the Board of Directors of Matang ("the Board"), which is responsible for the Group's overall strategic aims and corporate governance and ensures effective oversight over the Group's activities.</p> <p>The Board's principal responsibilities include reviewing and adopting a strategy plan and overseeing risk management and control over business operations, sustainability management, performance management, and compliance with regulatory requirements.</p> <p>In order to ensure the effective discharge of the Board's functions and responsibilities, the Board has established three (3) Board Committees, namely: -</p> <ol style="list-style-type: none">(1) Audit and Risk Management Committee ("ARMC");(2) Nomination Committee ("NC"); and(3) Remuneration Committee ("RC"). <p>The Board has subsequently on 9 October 2024 approved the merger of NC and RC into a single committee known as "Nomination and Remuneration Committee".</p> <p>Each Committee is entrusted with specific tasks and operates within the clearly defined Terms of Reference ("TOR") approved by the Board. The Chairperson/Chairman of respective Committees will report to the Board on the deliberations and outcomes of matters considered at the Committee's meetings and their recommendations thereon.</p> <p>The Board delegates responsibility for the day-to-day operation of the Group's business to the Key Senior Management Team and recognises its responsibility for ensuring that the Group operates within a framework of prudent and effective control.</p> <p>The Board and the Company aim to create value for the Shareholders through the operation and development of its existing operations,</p>

particularly the Company's plantation estates in Daerah Tangkak and Segamat, Johor and Daerah Batu Pahat, Johor.

In addition, the Board envisages other means for the growth of the Group, including, but not limited to, expansion with the acquisition of suitable estates, plantations, and/or new land banks for oil palm and durian, as well as diversification into sectors that are deemed viable, sustainable, and beneficial for the Matang Group.

The Board Charter and the respective Board Committees' TOR are available for reference at the Company's website at www.matangbhd.com.

As with previous years, the Board and Committee had assumed the following key roles and responsibilities for the financial year ended 30 June 2024:

- (i) The Board had reviewed and challenged the Management's proposals tabled as well as undertaking comprehensive deliberations amongst the Board members on the proposals. Often, the views and opinions of the ARMC with respect to the Management's proposals in particular in the event of commercial, financial, and legal matters being involved, are also sought. The Board also delegates to the ARMC to independently evaluate the adequacy of risk management and internal controls of the Group.
- (ii) The ARMC had reviewed and deliberated on the Group's quarterly financial results, annual financial results, the internal and external audit plans and the corresponding audit reports.
- (iii) The NC had reviewed and assessed the performance of the Board, Board Committees and the Management, and reviewed the candidates for new appointment.
- (iv) The NC had undertaken the annual evaluation of Directors, Board, and Board Committees.
- (v) The RC reviewed and recommended the remuneration level for the Executive Directors, Chief Financial Officer cum Chief Operating Officer ("**CFO cum COO**").
- (vi) The RC also reviewed and recommended the proposal for Directors' fees and benefits before submitting it for the Board's approval.

The Group also put in place the Management Committee ("**MC**"), currently made up of two (2) Executive Directors of the Company, CFO cum COO and Corporate Secretarial personnel. The MC sits on a monthly basis to deliberate and decide on operational, strategic, and management matters of the Group as well as to monitor the progress of matters deliberated and approved by the Board.

	The MC is also guided by the Durian Project Committee for advice on operational and execution matters related to the durian plantations and the durian business, as well as by the Special Property Committee, which is broadly entrusted by the Board to evaluate any opportunities for property development by Matang Group.	
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>The Board of Directors ("the Board") of Matang Berhad ("the Company") is headed by Dato' Foong Chee Meng ("Dato' Foong" or "Chairman") who is primarily responsible for the orderly conduct of the Board, in particular, for the deliberation and decision-making of the Board in all Board meetings of the Company.</p> <p>In accordance with the Board Charter, the Chairman ensures that the Board is responsible for and accordingly functions, deliberates and decides on:</p> <ol style="list-style-type: none">(1) providing guidance, reviewing and approving strategic plans and performance objectives;(2) monitoring the financial performance of the Company and approving quarterly and yearly financial reports;(3) reviewing and approving major capital expenditure, capital management, major acquisitions and divestment and material commitments;(4) declaring interim dividend and recommendation of final dividend for shareholders' approval;(5) establishing committees and policies to facilitate more effective discharge of the Board's roles and responsibilities;(6) ensuring with the assistance of Board committees, appropriate functions, compliance and obligations are effectively discharged;(7) reviewing and approving recommendations made by various Board committees;(8) overseeing and reviewing systems of internal control/compliance, risk management and control and legal compliance of the Company to ensure that they are operating effectively;(9) appointing and if appropriate, removing directors and company secretary;(10) approving succession plans, including appointing and training of directors and senior management;

	<p>(11) approving remuneration policies for directors; and</p> <p>(12) ensuring effective communication and reporting to shareholders to ensure they are informed of the performance and major developments of the Company.</p> <p>Dato' Foong attended all six (6) Board meetings held in financial year ended 30 June 2024. A number of these meetings involved amongst others, deliberations of the Management's proposals for operations and implementation of the same, strategic directions and plans, quarterly results and budget planning, evaluation of potential acquisitions as well as the implementation and execution of the diversification/durian business.</p> <p>The Chairman leads the Board meetings and discussions and encourages participation from all Board members.</p> <p>With the assistance of the Company Secretaries, the Chairman reinforces the importance of good governance in the functioning of the Board including but not limited to the implementation of thorough and objective deliberations of management, expansion and corporate proposals and all associated merits and risks.</p> <p>In addition, the Chairman ensures that all Board members have equal access to advice from professionals including but not limited to the Company Secretaries, Internal Auditors and External Auditors for any issues and questions encountered in the functioning of the Board. The Chairman ensures that all Board members have equal opportunities to raise their concerns and questions to the Management for any proposals as well as major operational matters tabled by the Management.</p> <p>The profile of the Chairman can be found in the Directors' Profile of the Annual Report 2024.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The position of the Independent Non-Executive Chairman of Matang Berhad ("the Company") was held by Dato' Foong Chee Meng.</p> <p>The Management of the Company is led by Mr Tan Tuan Peng, an Executive Director of the Company who is also the Chairman of the Management Committee ("MC") of the Company.</p> <p>The positions and roles of the Chairman and the Executive Directors are separate, with a clear division of functions and responsibilities and a balance of power and authority between them.</p> <p>The role of the Chairman has been set out in the Board Charter, while the roles and responsibilities of the Executive Directors are set out in the Terms of Reference ("TOR") of the Executive Directors as well as in the TOR for the MC, both of which have been approved by the Board.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: <p>At this stage, Matang Berhad ("the Company") viewed the contribution of its Chairman, i.e., Dato' Foong Chee Meng ("Dato' Foong") important and valuable for detailed deliberation of most of the matters in Audit and Risk Management Committee ("ARMC") and Nomination Committee ("NC").</p> <p>Dato' Foong is an experienced corporate and commercial lawyer whose vast experience in financial and non-financial built upon a large number of corporate exercises he and his firm have taken part in assisting their clients. Also, Dato' Foong's role as Independence Non-Executive Director on the board of a financial institution and insurance company underscores his commitment to effective governance, risk management and compliance with the regulations sets by Bank Negara Malaysia and the Securities Commission Malaysia. His expertise provides valuable insights that help shape the policies and strategies of the companies he services.</p> <p>The Company viewed Dato' Foong's contribution to the ARMC as critical, where detailed deliberations and reviews of the financial and non-financial information, as well as the guidance for and scrutiny of the Management's proposals and works, are important before appropriate views and responses are to be provided to the Board for the quarterly financial results, annual financial statements as well as any corporate and strategic proposals, including related party transaction and conflict of interest as for financial year ended 30 June 2024.</p> <p>A similar situation applies to the Company's NC due to the nature of the said committee in dealing with matters encompassing written terms and conditions such as Terms of References ("TOR") of executive contracts for the Executive Directors, TORs for project committees in the Company and its subsidiaries companies, deliberation on standard operating procedures including procurement manuals, etc to give some examples.</p>

	<p>Although Dato’ Foong is also a member of ARMC and the Chairman of NC, he did not dominate any discussions in both Committees. Recommendations made by the Committees are tabled to the Board for a collective decision by the Board.</p> <p>To enhance the efficiency of the Board of Directors (“the Board”) of the Company in discharging its duties and responsibilities, the Board has on 9 October 2024 combined NC and Remuneration Committee into a single committee known as “Nomination and Remuneration Committee”. Dato’ Foong was appointed as the Chairman of the Nomination and Remuneration Committee.</p> <p>However, if possible, the Board may want to revisit the matters at an appropriate time to assess if a viable solution can be reached to attempt to adhere to the practice as recommended under the Malaysian Code of Corporate Governance.</p>	
<p><i>The Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure :</p>		
<p>Timeframe :</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 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors (“Board”) of Matang Berhad (“the Company”) is constantly supported by two (2) qualified and competent Company Secretaries who are members of the Malaysian Institute of Chartered Secretaries and Administrators and registered with the Registrar of Companies under Section 241 of the Companies Act 2016. The Board of the Company has direct access to the advice and services of the Company Secretaries.</p> <p>At least one (1) of the Company Secretaries attended all Board and Board Committee meetings and general meetings. In addition, the Company Secretaries also regularly update and advise the Board and the Management on any new statutory and regulatory requirements in connection with discharging the duties and responsibilities of the Directors and the Management.</p> <p>The details of the Company Secretaries can be found under Corporate Information on Page 2 of the Annual Report 2024.</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>Meetings of the Board of Directors ("Board"), the Board Committees and Annual General Meeting of Matang Berhad ("the Company") are scheduled and circulated in advance for the calendar year to enable the Directors and the Management to plan. Notice of Board's meeting and Board Committees' meetings of the Company are circulated to the Directors and Board Committee members at least seven (7) days before the scheduled meeting dates save as provided under the Constitution for emergency circumstances (i.e., for special Board meetings) where reasonable notice of the meeting shall be sufficient.</p> <p>For financial year ended 30 June 2024, meeting materials for the Board and Board Committees of the Company have been circulated all in advance via electronic mail to the Directors and members of the relevant Board Committees and the Board. Where physical meetings are held, the printed meeting papers are also disseminated to the Board members and Board Committees members on the day of the meetings.</p> <p>It was further noted that the Chairman has reiterated and reminded the Management that executive summaries for any corporate and strategic proposals are crucial and essential components to allow the Management to set an organised manner of briefing the Board and as necessary documentation for the Board as a record of key information provided by the Management with regards corporate exercises.</p> <p>The deliberations and decisions at Board meetings are properly documented in the minutes, including matters where Directors abstained from voting or deliberation. Minutes of the preceding meetings of the Board and Board Committees were also circulated to the members of the Board and Board Committees respectively prior to the succeeding meeting in which the minutes shall be discussed and approved.</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 (which is published on the website, www.matangbhd.com) of Matang Berhad (“the Company”) is available for review and updated where required, from time to time depending on the appropriate needs of the Company.</p> <p>The Board Charter sets out, amongst others, the roles and responsibilities of the Board of Directors (“the Board”), Board Committees, Directors and the Management as well as specific matters for which decisions or approvals of the Board are required or ought to be sought by the Management prior to implementation.</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 ("the Board") of Matang Berhad ("the Company") has in 2017 approved the Code of Ethics and Conduct for Directors and Employees and the same was amended on 20 May 2020 to include the effects of the requirements on the Company according to adequate procedures for mitigating corporate liability under Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018, an Act to amend the Malaysian Anti-Corruption Commission Act 2009.</p> <p>The Code of Ethics and Conduct for Directors and Employees includes guidance and ethics required of the Directors and the employees of the Company in avoiding and where applicable dealing with conflicts of interest, confidentiality, fair dealing, use of corporate assets and company funds and reporting of illegal or unethical behaviours.</p> <p>Other areas required to be observed include a general standard of conduct expected as well as compliance with rules, laws and regulations. The Company's Code of Ethics and Conduct also includes the general policy of the Company towards anti-bribery and corruption ("ABAC Policy"), the policy of which is to be observed by all employees including Directors of the Company and its subsidiaries at all times. The Company has also included a more detailed gift policy as part of its ABAC Policy.</p> <p>A copy of the Code of Ethics and Conduct of Directors and Employees is available on the Company's website, www.matangbhd.com.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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 Board of Directors (“the Board”) of Matang Berhad (“the Company”) has in 2017 approved the Whistle Blowing Policy, which has been implemented within the Company and its subsidiaries (“Group”) since then. The Whistle Blowing Policy was modified on 20 May 2020 for adoption to include the effect of the Group’s Anti-Bribery and Corruption Policy and further reviewed and endorsed on 29 May 2024. The amended Whistle Blowing Policy of the Company has been re-circulated to all staff within the Group for observation and has also been posted on the website of the Company, www.matangbhd.com.</p> <p>Any stakeholders suspecting any wrongdoings in the Group as listed under the Whistle Blowing Policy are encouraged to lodge a confidential report in writing to:</p> <p>Chairman of the Audit and Risk Management Committee Matang Berhad Unit 39.02, Level 39, Menara Multi-Purpose, Capital Square, 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur Malaysia.</p> <p>In addition, the Integrity Committee, which is a part of the Audit and Risk Management Committee, is empowered under the term of reference approved by the Board to primarily keep track and monitor the progress of the Group’s implementation of adequate procedures according to the Malaysian Anti-Corruption Commission Act (Amendment) 2018 (“MACC Act”) as well as investigate into any potential breaches (if any) against the MACC Act by any persons or any part of the Group’s operations.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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 of Directors ("the Board") of Matang Berhad ("Matang" or "the Company") continues to ensure that the Company and its subsidiaries ("Group") conducts business and operations guided by considerations on how or any actions has/have an impact on environmental, social and governance ("ESG") risks and opportunities, with the focus thus far channelled into the impact arising from economic, environmental and social factors. As and when necessary, the Board deliberates on key matters that have an impact on the sustainability concerns of the Group and provides insight, proposes solutions, and/or makes decisions for implementation by the Management of the Company.</p> <p>To that end, the operational strategies, tactical plans, and in some cases, policy and procedures and any key actions are considered and put in place to ensure sustainability is always factored into, be it safeguarded or promoted. Key matters affecting the long-term health and sustainability of the Group, economically or otherwise, were also deliberated by the Board depending on the severity and or impact of the matters. The Board also provides insight and recommendations on the potential and possible solutions and strategies for some, if not all, of the sustainability issues. The Management Committee, with the engagement of an outsourced ESG consultant, oversees the overall implementation of sustainability efforts and measures, especially any requirements under law or compliance required by law. The business units, including key business divisions of Oil Palm Business, Durian Business and Property Investment were all constantly reminded of the importance of sustainability practices or sustainability considerations.</p> <p>In addition, the risk management function and the internal audit function of the Group, which are outsourced by the Company to external independent parties, also place</p>

	<p>importance on sustainability concerns and highlight to the Board any areas of concern within operations and or of key risks in relation thereof as and when they encounter the same.</p> <p>The Board and Management are aware of the enhanced sustainability reporting requirements under the Listing Requirements announced by Bursa Malaysia Securities Berhad in September 2022, which require listed issuers in the ACE Market to adopt enhanced sustainability disclosures on a staggered basis with disclosures of prescribed sustainability information (i.e., sustainability governance, scope of sustainability statement, materiality assessment and management of materiality matters) taking effect for financial year after 31 December 2025 which will be 30 June 2026 for Matang. Towards the end, the Company has started the planning to ensure compliance with the aforesaid requirements.</p> <p>More details about some of the key matters under the latest sustainability implementation of the Group are available in the Sustainability Statement in the Company’s Annual Report 2024.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

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>Matang Berhad (“the Company”) establishes sustainability strategies, priorities, and performance metrics that are pertinent to its group of companies. These efforts are transparently reported in the Annual Report, with the latest edition being the Annual Report 2024. This report is submitted to Bursa Malaysia Securities Berhad and serves as a key communication tool to inform stakeholders about the Company's commitment to sustainability.</p> <p>The annual report is timely posted on the Company’s website upon submission and announcement to Bursa Securities where the stakeholders can download it. The same can also be found on the relevant announcement page on the Bursa Securities’ 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 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 of Directors (“the Board”) of Matang Berhad (“the Company”) disseminates amongst the members of the Board key updates, trends and information including requirements and developments with regard to sustainability issues and concerns. Besides, the statement of work of the outsourced environmental, social and governance (“ESG”) consultant appointed on 29 May 2024 by the Board, among others, includes a 4-hours corporate training session of ESG, a task force on climate-related financial disclosure and sustainability reporting.</p> <p>In addition, deliberation with the external risk management consultant appointed by the Company also provides some understanding and up-to-date information on the development of sustainability issues as well as any available mitigations or action plans that can be undertaken by the Company and its subsidiaries (“Group”).</p> <p>The external risk management consultant has also highlighted in its report for the financial years ended 30 June 2023 and 30 June 2024 that Sustainability and Climate Change will be one of the risk areas to which the Group shall pay attention.</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>The Board of Directors ("the Board") of Matang Berhad ("the Company") meets at least quarterly. In its meetings, the Board discusses and deliberates matters of sustainability of importance amongst others and also provides suggestions to the Management on solutions as well as action plans and strategies.</p> <p>Besides, for critical matters of sustainability, the Board will mandate the Management to act and implement including setting key performance indicators ("KPIs") for the Management to report on the same to the Board in subsequent meetings of the Board. Some of these KPIs are used for the performance evaluations of the Management, including for both the Chief Financial Officer cum Chief Operating Officer and the Senior Estate Manager. The Company is putting into practice or implementing a more holistic approach to sustainability, taking into consideration also the enhanced reporting requirements under the Listing Requirements announced by Bursa Malaysia Securities Berhad in September 2022, for which listed issuers under ACE Market shall need to observe the requirement to adopt enhanced sustainability disclosures on a staggered basis with disclosures of prescribed sustainability information (i.e., sustainability governance, the scope of sustainability statement, materiality assessment and management of materiality matters) taking effect for financial year after 31 December 2025, i.e., FYE 30 June 2026 for Matang.</p> <p>The Management is responsible for implementing all sustainability measures as required by the Board and reports either quarterly or constantly. The Management Committee ("MC") holds monthly meetings to amongst others, review and monitor the performances of the Company and its subsidiaries ("Group"). The monthly meetings of the MC are also attended by the Senior Estate Manager, who reports and updates on the previous months and year-to-date performances of the estates in Daerah Tangkak and Segamat, Johor and Daerah Batu Pahat, Johor, including progress and developments of the execution of any solutions for critical issues (if any) as well as implementation of sustainability measures.</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 the 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 Committee ("NC") of Matang Berhad ("the Company") reviews and assesses Directors on an annual basis taking into consideration amongst others, the size of the board composition, skills, experience, knowledge, experience, attributes, core competencies and other qualities needed for the Board of Directors ("the Board") of the Company to discharge of its duties effectively.</p> <p>The NC evaluated the composition of the Board, the performance and contribution of each Director during the year under review via questionnaire, Directors' self and peer evaluation and Director's declaration of fit and proper. The NC also assessed the tenure, independence and annual re-election of the Directors who are due for retirement at the annual general meeting ("AGM") in accordance with the Company's Constitution.</p> <p>The results of the evaluation revealed that the current mix of skills and experience of the Board and respective Board Committees as a whole had met the requirements of the Company and the overall performance of the Board, the Board Committees and the individual Directors was effective and satisfactory.</p> <p>Pursuant to the Company's Constitution, Datuk Teoh Sew Hock, Datuk Tew Boon Chin and Tan Tuan Peng are due to retire at the forthcoming AGM.</p> <p>Datuk Teoh Sew Hock has indicated that he does not wish to be re-elected. Hence, his tenure of office will cease at the conclusion of the Tenth AGM to be held on 19 November 2024.</p> <p>The Board approved the proposed re-election of Datuk Tew Boon Chin and Tan Tuan Peng who are retiring at the forthcoming AGM, as recommended by the NC.</p> <p>The details and profiles of the abovementioned Directors are set out in the Director's Profile in the Company's Annual Report 2024.</p> <p>On 9 October 2024, the NC and the Remuneration Committee were combined into a single committee known as "Nomination and Remuneration Committee".</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	:		
Explanation for departure	:	Currently, the Board of Directors (" the Board ") of Matang Berhad comprises six (6) members, whereas three (3) of the Directors are Independent Non-Executive, representing 50% of the Board.	
		<p>The independent Non-Executive Directors are as follows: -</p> <ul style="list-style-type: none"> a) Dato' Foong Chee Meng; b) Datuk Tew Boon Chin; and c) Sophia Lim Chia Hui 	
<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 5.3

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 :	Departure
Explanation on application of the practice :	
Explanation for departure :	<p>The tenure of an Independent Director (“ID”) shall not exceed a cumulative term of nine (9) years as disclosed in the Board Charter of Matang Berhad (“the Company”). However, upon completion of the nine (9) years, the ID may continue to serve on the Board of Directors (“the Board”) subject to his/her redesignation as Non-Independent Director. In the event that a Director is to remain designated as an ID, the Board must first justify the retention and seek Shareholders' approval through a two-tier voting process.</p> <p>Dato’ Foong Chee Meng (“Dato’ Foong”) was appointed as a director of the Company on 1 September 2015 and has served the Board for a cumulative term of more than nine (9) years.</p> <p>The NC has assessed the performance, contribution and independence of Dato’ Foong and is satisfied that his independence is not impaired. The NC recommended to the Board the retention of Dato’ Foong’s directorate as ID based on the following justifications:</p> <ol style="list-style-type: none">(1) Dato’ Foong fulfills the criteria of an ID as stated in the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgement to the Board;(2) Dato’ Foong experience in legal, corporate and commercial, and foreign investment enables him to provide the Board with a diverse set of experiences, expertise, skills and competent;(3) Dato’ Foong has been with the Company for more than nine (9) years and therefore understands the Company’s

	<p>business operations which enables him to participate actively and contribute during deliberations and discussions, including at the Audit and Risk Management Committee (as a member), Nomination Committee (as the Chair of the Committee) and as the Chair at Board Meetings;</p> <p>(4) Dato' Foong has devoted sufficient time and effort to participating in the Audit and Risk Management Committee, Nomination Committee, and Board Meetings and contributing to informed and balanced decision-making;</p> <p>(5) Dato' Foong has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company; and</p> <p>(6) Dato' Foong has no potential conflict of interest, whether business or non-business related with the Company.</p> <p>The Board being satisfied with the justifications and criteria met by Dato' Foong, shall be seeking the Shareholders' approval at the forthcoming Tenth Annual General Meeting ("10th AGM") of the Company to retain Dato' Foong as an ID of the Company.</p> <p>The voting rights of Shareholders are enshrined under the Company's Constitution and the Companies Act 2016, i.e. every Shareholder has a voting right of one (1) vote per share and resolutions can be passed with a simple majority for ordinary resolutions or seventy-five per centum (75%) for special resolutions. Based on this framework, the Board is not recommending the two-tier voting process for the resolution to retain Datuk Foong as an ID at the upcoming 10th AGM.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

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	:	Adopted
Explanation on application of the practice	:	<p>The Board of Directors (“the Board”) of Matang Berhad (“the Company”) appoint its members through a formal and transparent selection process, whereby new appointees for Directors are considered and evaluated by the Nomination Committee (“NC”) with the guidance of Board Charter and the Directors’ Fit and Proper Policy. The selection criteria of the candidates to serve as members of the Board includes amongst other things:</p> <ol style="list-style-type: none">(1) skills, knowledge, expertise and experience(2) professionalism;(3) integrity, and(4) in the case of candidates for the position of Independent Non-Executive Directors, the NC would also evaluate the candidates’ ability to discharge such responsibilities/functions expected. <p>The selection criteria of candidates to serve as key management members or senior executives of the Company includes amongst other things, integrity, qualifications, experience, aptitude, leadership and ability to exercise sound judgement and possess acumen relevant to the Company’s business.</p> <p>Once the NC is reasonably satisfied with the candidate shortlisted, the NC will then recommend the candidate to be approved and appointed by the Board.</p> <p>With effect from 9 October 2024, the NC was combined with the Remuneration Committee into a single committee known as “Nomination and Remuneration Committee”.</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 Board of Directors ("the Board") of Matang Berhad ("the Company") delegates to the Nomination Committee ("NC") the responsibility to oversee the selection and assessment of Directors. The NC will assess the capabilities, qualities and commitment of the potential candidates based on the Board Charter and Director's Fit and Proper Policy. Once the NC is reasonably satisfied with the candidate shortlisted, the NC will then recommend the candidate to be approved and appointed by the Board.</p> <p>In considering a new appointment to the Board, the NC takes into consideration, amongst other things, the diversity of the Board in terms of age, professionalism, skill, background, independence, character, competence and integrity.</p> <p>Currently, candidates are primarily identified through recommendations by the current Directors and/or major Shareholders who either know the candidates themselves or are business associates with capabilities and experience that are sought by the Company and its group of companies. If needed, the NC may also utilise independent sources such as recruitment agencies to source candidates for directorship or seek independent professional advice whenever necessary.</p> <p>The following stages, as set out in the Company's Board Charter, have been carried by the NC before their recommendation of the candidates to the Board for approval: -</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 15%;">Stage 1:</td> <td>Identification of candidates;</td> </tr> <tr> <td>Stage 2:</td> <td>Evaluation of suitability of candidates based on the selection criteria</td> </tr> <tr> <td>Stage 3:</td> <td>Meeting up with candidates;</td> </tr> <tr> <td>Stage 4:</td> <td>Final deliberation by NC; and</td> </tr> <tr> <td>Stage 5:</td> <td>Recommendation to the Board.</td> </tr> </table>	Stage 1:	Identification of candidates;	Stage 2:	Evaluation of suitability of candidates based on the selection criteria	Stage 3:	Meeting up with candidates;	Stage 4:	Final deliberation by NC; and	Stage 5:	Recommendation to the Board.
Stage 1:	Identification of candidates;										
Stage 2:	Evaluation of suitability of candidates based on the selection criteria										
Stage 3:	Meeting up with candidates;										
Stage 4:	Final deliberation by NC; and										
Stage 5:	Recommendation to the Board.										

	<p>During the financial year ended 30 June 2024, there was the appointment of one (1) new Executive Director, namely Tan Tuan Peng, as a Director of the Company on 1 December 2023, through the nomination letter dated 20 November 2023 from Huaren Holdings Sdn Bhd, the major shareholder of the Company.</p> <p>The Board approved the merger of NC and the Remuneration Committee into a single committee known as “Nomination and Remuneration Committee” with effect from 9 October 2024.</p>	
<p>Explanation for departure :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure :</p>		
<p>Timeframe :</p>		

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>The procedures for appointment, re-election and re-appointment of Directors of Matang Berhad (“the Company”) are set out in the Board Charter, Terms of Reference of the Nomination Committee and Director’s Fit and Proper Policy, which are accessible at the Company’s website at http://www.matangbhd.com.</p> <p>The Board of Directors (“the Board”) of the Company ensures that Shareholders are kept informed on the changes in the composition of the Board and Board Committees via announcements made to Bursa Malaysia Securities Berhad.</p> <p>The Board has provided a statement to support the re-election of the Directors and reasons in the Company’s notice of Annual General Meeting to facilitate Shareholders in making informed voting decisions.</p> <p>The Director’s profiles and the details of their shareholdings also contained in the Company’s annual reports which are accessible at the Company’s website at http://www.matangbhd.com.</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 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Nomination Committee of Matang Berhad ("the Company") is chaired by Dato' Foong Chee Meng ("Dato Foong"), an Independent Director who is also the Independent Non-Executive Chairman of the Company.</p> <p>His profile can be viewed on page 6 of the Annual Report 2024.</p> <p>With effect from 9 October 2024, the Nomination Committee and the Remuneration Committee were combined into a single committee known as "Nomination and Remuneration Committee". Dato Foong is the Chairman of the Nomination and Remuneration Committee.</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 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board of Directors (“the Board”) of Matang Berhad (“the Company”) currently comprises one (1) women Director, representing 16.67% of the Board. The Board is cognisant of the recommendation of the Malaysian Code on Corporate Governance regarding gender diversity in the boardroom.</p> <p>To support this, the Company and its group (“the Group”) do not impose gender restriction when filling roles. Rather, the Group prioritize candidates based on merits, qualifications, experience and aptitude.</p> <p>The Nomination Committee (“NC”) and the Board evaluate the suitability of potential new Directors on criteria such as integrity, independence, experience, leadership, time commitment, and sound judgement relevant to the Group’s business.</p> <p>Looking ahead, the Board was desirous to enhance gender diversity in boardroom and shall embark effort to shortlist additional Directors of varying gender in future appointment. Nevertheless, the NC and the Board view this can be more looked into and undertaken for a composition of 30% progressively.</p> <p>With effect from 9 October 2024, the NC and Remuneration Committee were combined into a single committee known as “Nomination and Remuneration Committee”.</p>	
<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 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>Matang Berhad (“the Company”) set out in its Annual Report 2024 the following disclosure with regard to gender diversity.</p> <p>The Board of Directors (“the Board”) is cognisant of the recommendation under the Malaysian Code of Corporate Governance with regard to workforce and boardroom gender diversity. While the Company has not adopted any formal policy on gender diversity in the selection of candidates, the Company does not restrict any specific gender in filling the workforce gaps so long as the suitable candidate(s) have the merits of amongst others, qualifications, experience and aptitude for specific roles within the Group.</p> <p>The Board evaluate the suitability of the candidates for new Directors of the Company and its subsidiaries based on the candidates’ competency, skills, knowledge, experiences, characters, time commitment, and other relevant specific criteria regardless of the gender of the candidates.</p>	
<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.

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.

Application :	Applied
Explanation on application of the practice :	<p>The duties and responsibilities of overseeing the establishment of Board committees, selection, appointment and nomination of Directors, Chief Executive, and Chief Financial Officer of Matang Berhad (“the Company”) have been delegated to its Nomination Committee (“NC”).</p> <p>During the financial year ended 30 June 2024, the Board Assessment was conducted by way of questionnaires covering the following assessment criteria and facilitated by the external Company Secretaries from Tricor Corporate Services Sdn Bhd:</p> <ol style="list-style-type: none">(1) Evaluation on the Board composition and board mix, quality of information and decision making, boardroom activities, Board relationship with Management, and the Board Committees.(2) Directors’ self and peer evaluation on calibre and personality, contribution and performance as well as fit and proper. <p>The conclusions of the evaluation are compiled independently and presented by the Company Secretary to the NC. The NC reviews, evaluates and deliberates on the outcome of the annual evaluation and seeks clarifications from the Company Secretary where necessary. The NC reports to the Board of Directors (“the Board”) on the outcome of the annual evaluation where the Board considers its composition.</p> <p>The results of the evaluation revealed that the current mix of skills and experience of the Board and respective Board Committees as a whole had met the requirements of the Company and the overall performance of the Board, the Board</p>

	<p>Committees and the individual Directors was effective and satisfactory.</p> <p>To enhance the efficiency of the in discharging its duties and responsibilities, the Board has on 9 October 2024 combined NC and Remuneration Committee into a single committee known as “Nomination and Remuneration Committee”.</p>	
<p>Explanation for departure :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure :</p>		
<p>Timeframe :</p>		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors (“the Board”) of Matang Berhad (“the Company”) approved and adopted the Remuneration Policy for Directors and Senior Executives of the Company, the policy of which considers the following amongst others, in setting the remuneration and rewards:</p> <ul style="list-style-type: none">(1) the skills, experience and competency of members of the Board,(2) the complexities of roles, responsibilities and tasks undertaken; and(3) the performance of the Company and/or its companies. <p>The Remuneration Policy for Directors and Senior Executives of the Company is available for reference on the Company's website at www.matangbhd.com.</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>Matang Berhad ("the Company") has established a Remuneration Committee ("RC") and the Terms of Reference of the RC set out amongst others:</p> <ul style="list-style-type: none">(1) the composition of the RC;(2) the duties and responsibilities of the RC;(3) the authority of the RC; and(4) the meeting procedures of the RC. <p>During the financial year ended 30 June 2024, the RC held three (3) meetings in which it deliberated and recommended to the Board:</p> <ul style="list-style-type: none">(i) the proposed revised Directors' fees in respect of financial year ended 30 June 2023, meeting allowances and other benefits-in-kind for the financial period from 1 January 2024 to 31 December 2024;(ii) the proposed revised remuneration package, including Directors' fees, meeting allowances and other benefits-in-kind for the Directors of the subsidiaries;(iii) the proposed bonus and increment for the Executive Directors and Chief Financial Officer cum Chief Operating Officer; and(iv) the proposed one-off gratuity payment to the ex-Executive Directors. <p>The Terms of Reference of RC of the Company have been made available for reference on the website of the Company, www.matangbhd.com.</p>

	With effect from 9 October 2024, the RC and the Nomination Committee were combined into a single committee known as “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

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 details of the Directors' remuneration received in financial year ended 30 June 2024 of Matang Berhad ("the Company") are set out on pages 45 of this Corporate Governance Report.</p> <p>Explanatory notes to the Directors' remuneration of the Company: -</p> <ol style="list-style-type: none">(1) The Directors' fees in respect of the financial year ended 30 June 2024 are subject to Shareholders' approval at the forthcoming Tenth Annual General Meeting ("AGM") of the Company.(2) Other Directors' benefits including meeting allowance were approved by Shareholders at the Ninth AGM of the Company.(3) The emolument paid to Datuk Ir Low Ah Keong, the former Executive Director, excludes a retirement gratuity payment of RM10,000.00. The retirement gratuity payment is intended as a token of appreciation for his past services and contributions to the Company. The retirement gratuity payment has been provisioned under the Directors' benefit for the financial period from 1 January 2024 to 31 December 2024 and it was approved by the Shareholders at the Ninth AGM. The one-off payment will be made in 2024.(4) The emolument paid to Datuk Teoh Sew Hock, the Non-Independent Non-Executive Director who will retire at the conclusion of the Tenth Annual General Meeting, excludes the retirement gratuity payment of RM10,000.00. The retirement gratuity is intended as a token of appreciation for his past services and contributions to the Company. The retirement gratuity payment has been provisioned under the Directors' benefit for the financial period from 1 January 2024 to 31 December 2024 and it was approved by the Shareholders at the Ninth AGM. The one-off payment will be made in 2024.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Foong Chee Meng	Independent Non-Executive Chairman	45.0	21.0	-	-	-	-	66.0	45.0	21.0	-	-	-	-	66.0
2	Tan Tuan Peng	Executive Director	16.0	7.5	84.0	-	-	13.2	120.7	16.0	7.5	84.0	-	-	13.2	120.7
3	Dato' Ng Keng Heng	Executive Director	27.5	21.3	48.0	-	-	7.6	104.4	27.5	21.3	162.4	30.0	-	30.0	271.2
4	Sophia Lim Chia Hui	Independent Non-Executive Director	27.5	27.3	-	-	-	-	54.8	27.5	27.3	-	-	-	-	54.8
5	Datuk Tew Boon Chin	Independent Non-Executive Director	27.5	17.5	-	-	-	-	45.0	27.5	17.5	-	-	-	-	45.0
7	Datuk Teoh Sew Hock	Non-Independent Non-Executive Director	27.5	26.2	-	-	-	-	53.7	27.5	26.2	-	-	-	-	53.7
8	Datuk Ir Low Ah Keong	Executive Director	20.7	12.5	108.0	30.0	-	21.5	192.7	20.7	12.5	108.0	30.0	-	21.5	192.7

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>Matang Berhad ("the Company") has decided that to avoid poaching by other organisation, the detailed remuneration of each of the top five (5) senior management is not presented or disclosed.</p> <p>For the Company, the Key Senior Management Team comprises the Executive Directors and the Chief Financial Officer cum Chief Operating Officer ("CFO cum COO"), i.e., in total three (3) persons.</p> <p>The disclosure in respect of the remuneration paid in each financial year to the Executive Directors has been made in the Corporate Governance Overview Statement.</p> <p>While as for the CFO cum COO, the Board of Directors of the Company has entrusted the Remuneration Committee to undertake an annual review of the remuneration of the same.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	-	-	-	-	-	-	-	-

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					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	-	-	-	-	-	-	-	-

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>The Audit and Risk Management Committee of Matang Berhad ("the Company") is led by Sophia Lim Chia Hui who was appointed as Chairperson since 7 June 2022, whilst the Chairman of the Board is Dato' Foong Chee Meng.</p> <p>Ms Sophia Lim is a professional accountant. She is a Chartered Accountant with more than 18 years of experiences in corporate finance, financial reporting and auditing. Ms Sophia Lim was admitted as the Chartered Accountant of the Malaysian Institute of Accountants in year 2008. She is also certified as ASEAN Chartered Professional Accountant under ASEAN Chartered Professional Accountants Coordinating Committee in year 2019. She currently holds the position as the Transition Manager since year 2019 in the finance shared services of a multinational corporation incorporated in France and listed on the Paris Stock Exchange.</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	:	Matang Berhad (" the Company ") has on 29 May 2024 revised its Terms of Reference of the Audit and Risk Management Committee (" ARMC ") on the requirement for any former key audit partner of the Company to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC of the Company. Currently, none of the members of the ARMC is a former key audit partner of the external auditors of the Company and its subsidiaries.
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>Matang Berhad ("the Company") has put in place as part of the Terms of Reference for the Audit and Risk Management Committee ("ARMC"), the duties and responsibilities of the ARMC to amongst others:</p> <ol style="list-style-type: none">(1) to assess the suitability, objectivity and independence of the external auditors;(2) to consider and recommend the appointment of the external auditors, the audit fee, and any questions of resignation or dismissal, and inquire into the staffing and competence of the external auditors in performing their work and assistance given by the Company's officers to the external auditors;(3) to discuss with the external auditors before the audit commences the nature, scope and any significant problems that may be foreseen in the audit, ensure adequate test to verify the accounts and procedures of the Company and ensure co-ordination where more than one audit firm is involved;(4) to review the assistance given by the employees of the Company to the external auditors and to ensure and confirm that the Management has placed no restriction on the scope of the audit;(5) to review and discuss on the evaluation and findings of the system of risk management and internal controls and the audit reports on the financial statements;(6) to discuss any matters and reservations arising from the audits, and any other matters the auditor may wish to discuss, in the absence of the Executive Director(s) and the Management where necessary, and the Management's response in relation thereto. ;(7) to review all areas of significant financial risks and the arrangements in place to contain these risks to acceptable levels.(8) to provide a line of communication between the Board of Directors of the Company and external auditors.

	<p>(9) to review the external auditors’s management letter and Management’s responses.</p> <p>For financial year ended 30 June 2024, the ARMC had on 21 August 2024 deliberated on the suitability and independence of the external auditors. The external auditors have also provided confirmation of their team’s independence on the even date when the auditors presented to the ARMC the outcome of the audit of the financial statements of the Company and its subsidiaries.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application :	Applied
Explanation on application of the practice :	<p>The Audit and Risk Management Committee (“ARMC”) of Matang Berhad (“the Company”) comprises members who are financially literate and possess the requisite knowledge and experience to discharge their functions effectively. The profiles of the members are disclosed in the Director's Profile in the Annual Report 2024. Ms Sophia Lim, the Chairperson of the ARMC, is a Chartered Accountant with more than 18 years of experience in corporate finance, financial reporting, and auditing.</p> <p>The ARMC assists the Board of Directors (“the Board”) of the Company in discharging its corporate governance its fiduciary duties and responsibilities and fulfilling its corporate governance responsibilities in relation to financial reporting, annual reporting, internal control structure, risk management framework and policies, related party transactions, external and internal audit functions, compliance to legal and regulatory requirements of the holding company and each of its subsidiaries.</p> <p>The Nomination Committee reviewed the term of office and performance of the ARMC. Based on the outcome of the assessment on the ARMC, the Board was satisfied that all ARMC members possess the necessary knowledge, experience, expertise and skills which contributed to the overall effectiveness of the ARMC.</p> <p>All members of ARMC undertake and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules as and when required to enable them to effectively discharge their duties.</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>In undertaking the function to establish an effective risk management and internal control framework and system, the Board of Directors (the Board) of Matang Berhad (the Company) has delegated detailed oversight to the Audit and Risk Management Committee (ARMC) of the Company.</p> <p>Amongst others, the Terms of Reference of the ARMC of the Company include monitoring the Company's performance of internal audit functions and reviewing and making recommendations on the risk management policies.</p> <p>In particular, the ARMC's duties with regard to the internal audit function of the Company also encompass, <i>inter alia</i>, considering major findings of internal audit investigations, management's response, and ensuring that appropriate actions are taken on recommendations of the internal audit function.</p> <p>The Company has continued its practices of the previous years with the appointment of an independent professional firm, Tricor Axcelasia Sdn Bhd (Tricor Axcelasia or Internal Auditors), to provide independent assurance to the Board and ARMC by providing an independent assessment on the adequacy, efficiency and effectiveness of the internal control and risk management system of the Company and its subsidiaries (the Group). In discharging its duties and responsibilities, the ARMC had, on 21 August 2024, deliberated with the Internal Auditors the key findings and observations made from the cycles of the Internal Audit Review for the financial year ended 30 June 2024 (FY2024).</p> <p>The risk management framework, risk profile, and risk register form the fundamental reference and/or guidance for the Group to:</p> <ol style="list-style-type: none">(1) identify risks affecting the Group;(2) categorise the risks based on impact and occurrence; and

	<p>(3) monitor and manage the risks.</p> <p>The Group's risk profile and risk register are subject to annual review with the assistance of Tricor Axcelasia. On 21 August 2024, the ARMC deliberated with Tricor Axcelasia on the outcome of the risk management review performed for FY2024.</p> <p>The internal audit review and risk management assessment details were included in the Statement of Risk Management and Internal Control of the Annual Report 2024.</p>	
<p>Explanation for departure :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure :</p>		
<p>Timeframe :</p>		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	Details on the risk management and internal control framework, and reporting of risks as well as controls in place to mitigate and manage those risks are provided under the Statement on Risk Management and Internal Control disclosed in the Annual Report 2024 of Matang Berhad (“the Company”). The Statement on Risk Management and Internal Control has also been reviewed by the Company’s external auditors and endorsed by the Board of Directors.	
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	:	The Board of Directors (" the Board ") of Matang Berhad (" the Company ") did not establish a separate Risk Management Committee. Instead, it was combined with the Audit Committee and named as Audit and Risk Management Committee (" ARMC "). The ARMC comprises solely three (3) Non-Executive Directors, of whom two (2) of them are Independent Non-Executive Directors. The ARMC oversees the effectiveness and adequacy of the risk management framework and policies of the Company and its group of companies.

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>Matang Berhad (“the Company”) outsourced its internal audit function to Tricor Axcelasia Sdn Bhd (“Internal Auditors”), an independent professional services provider whose principal responsibility is to undertake regular and systematic reviews of the Group’s internal controls system of the Company and its subsidiaries (“the Group”) in accordance with the approved risk-based internal audit plan.</p> <p>The Internal Auditors are mandated to report directly to the Audit and Risk Management Committee (“ARMC”) and accordingly the ARMC also:</p> <ol style="list-style-type: none">(1) to review the adequacy of the competency of the internal audit function, including the scope and resources of the internal audit function; and(2) to ensure that the internal audit function has the necessary authority to carry out its work. <p>The Internal Audit reports for the audit engagements carried out were tabled at the ARMC meetings on a half-yearly basis. Follow-up audits with the Management were also conducted to ascertain the status of implementation of the agreed-upon action plans. On 21 August 2024, the ARMC concurred with the proposal from the Management to increase the internal audit cycle from the existing one (1) cycle per annum to two (2) cycles per annum and endorsed the engagement of an additional one (1) cycle per annum.</p> <p>The ARMC assesses the independence of the Internal Auditors, including its engagement team members who undertake the Internal Audit Review of the Group made undertake the Internal Audit Review of the Group and make representations as accordingly disclosed in the Statement of Risk Management and Internal Control of their independence.</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>Matang Berhad (“the Company”) and its group of companies (“the Group”) has outsourced its internal audit function to Tricor Axcelasia Sdn Bhd, a professional service company (“Outsourced IA”). The internal audit personnel assigned by the Outsourced IA were free from any relationships or conflicts of interest, which could impair their objectivity and independence pursuant to the written declaration made by them.</p> <p>The Outsourced IA has assigned four (4) staff to provide internal audit services to the Group during the financial year ending 30 June 2024. Starting July 2024, with the departure of Mr. Chang Ming Chew, Puan Noor Lilah Wati, who has taken over the role of engagement Executive Director, is responsible for the outsourced internal audit function of the Group. Puan Noor Lilah has over 20 years of experience in providing risk-based audit, enterprise risk management, corporate governance, and business continuity management advisory. Puan Noor Lilah is a certified business continuity practitioner from the Business Continuity Institute and lead auditor for ISO 9000. She is also an Associate member of the Institute of Internal Auditors of Malaysia.</p> <p>The work of the Outsourced IA is guided by the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors in all material respects. The internal audit function has been mandated to continually assess and monitor the Group’s system of internal control.</p> <p>The Internal Auditors report directly to the Audit and Risk Management Committee based on the approved internal audit plan, which was designed to cover the key activities of the Group’s operations.</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 Board of Directors ("the Board") of Matang Berhad ("the Company") recognises the importance of an effective communication channel between the Board, Shareholders and the investing public at large, and at the same time, full compliance with the disclosure requirements as set out in the ACE Market Listing Requirements.</p> <p>The channels of communication, amongst others, are as follows: -</p> <p>(1) <u>Corporate Website</u></p> <p>The Company's website, www.matangbhd.com is accessible to public and serve as another platform to communicate with the Shareholders and the investing public.</p> <p>In addition, there are dedicated sections on the Company's website which channel the updates of the Company's corporate information as well as announcements made to Bursa Malaysia Securities Berhad ("Bursa Securities") that include annual reports, financial results, general meetings, disclosure on quarterly production, corporate development and corporate governance matters for the stakeholders to make informed decision with regards to the Group's business activities and financial performance.</p> <p>(2) <u>Annual Report, Quarterly Results and Announcement on Material Information</u></p> <p>The annual report is the main communication channel between the Company and its stakeholders. It provides insightful explanations and updated information of the Company and its group of companies ("the Group"), which includes amongst others, profiles of members of the Board and Key Senior Management Team, Chairman's Statement, Management Discussion and Analysis of the Group's financial performance, Corporate Governance Overview Statement, Sustainability Statement and Audited Financial Statements of the Group.</p> <p>The Company releases quarterly financial results and material announcement to Bursa Securities on timely manner to ensure</p>

	<p>fair and equal information is disseminated to public investors for informed decision.</p> <p>(3) <u>Annual General Meeting (“AGM”)</u></p> <p>The AGM is the main forum of dialogue with Shareholders as it provides an opportunity for the Shareholders to seek and clarify any issues pertaining to the Group and to have a better understanding of the Group’s activities, performance, development and governance. At each AGM, a presentation is conducted to explain the Group’s strategy, financial performance and major developments to Shareholders.</p> <p>Subject to the ACE Market Listing Requirements, Companies Act 2016, and any other applicable laws/regulations, where a Shareholders’ approval is sought, a comprehensive circular will be issued to the Shareholders prior to the voting process.</p> <p>The Board also encourages Shareholders to participate in the question-and-answer session at the AGM. The records of questions raised, and answers provided to questions from Shareholders were also recorded in the minutes of the AGM posted on the website of the Company, www.matangbhd.com.</p> <p>(4) <u>Investor Relations</u></p> <p>Any enquiries on investor related matters may be directed to ir@matangbhd.com and all relevant and appropriate issues raised will be addressed accordingly.</p> <p>Where appropriate, press releases or statements as and when appropriate, may be effective in disseminating important information too.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

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

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

Practice 12.2

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

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	:	<p>The Annual General Meeting (“AGM”) is the main forum of dialogue with Shareholders as it provides an opportunity for the Shareholders to seek and clarify any issues pertaining to Matang Berhad (“the Company”) and its subsidiaries (“the Group”) and to have a better understanding of the Group’s activities, performance, development and governance.</p> <p>Given to importance of AGM, the Company will issued the notice of the Tenth AGM along with the Administrative Guide to the Shareholders on 21 October 2024, i.e. at least twenty-eight (28) days prior to the Tenth AGM, to allow Shareholders to have sufficient time to consider the resolutions that will be tabled at the Tenth AGM and make the necessary attendance and voting arrangements.</p> <p>The notice provides further explanation beyond the minimum content stipulated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad for the resolutions proposed to enable the Shareholders to make an informed decision in exercising their voting rights.</p> <p>Furthermore, each item of special business included in the notice of Tenth AGM is accompanied by a detailed explanation on the details and effects of the resolutions proposed along with any background information and reports or recommendations that are relevant.</p> <p>The Administrative Guide along with the notice of Tenth AGM provided information to the Shareholders regarding the details of the Tenth AGM, their entitlement to attend the AGM and their right to appoint a proxy.</p> <p>The extended notice period with detailed information in the notice and accompanying material will also encourage greater Shareholder participation at the Tenth AGM.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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	:	<p>All the Directors of Matang Berhad (“the Company”) attended the Ninth Annual General Meeting (“AGM”) which was conducted fully virtual through online meeting platform on 22 November 2023. The Chairperson of the Audit and Risk Management Committee (“ARMC”), Nomination Committee (“NC”) and Remuneration Committee (“RC”) were present to provide meaningful response if there are any questions addressed to them.</p> <p>Besides, the Chief Financial Officer cum Chief Operating Officer and the External Auditors were also in attendance to answer questions raised by Shareholders.</p> <p>All Directors are expected to present at the Tenth AGM and the Chair of the ARMC, and the Nomination and Remuneration Committee to provide meaningful explanation or responses if there are any questions addressed to them. The NC and the RC were merged into a single committee known as “Nomination and Remuneration Committee” with effect from 9 October 2024.</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 13.3

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	:	Applied
Explanation on application of the practice	:	<p>Matang Berhad (“the Company”) had leveraged on technology to facilitate remote Shareholders’ participation and electronic voting for the conduct of poll on the resolutions since its Sixth Annual General Meeting (“AGM”).</p> <p>For calendar year 2024, the Company will continue to adopt electronic voting for the conduct of poll on all resolutions tabled in the Tenth AGM through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities of provided by Tricor Investor and Issuing House Sdn Bhd (“TIIH”), the Poll Administrator, via its TIIH Online website at https://tiih.online.</p> <p>With the RPV, Shareholders are able to exercise their right as members of the Company to participate (including posing questions to the Board of the Company before or during the AGM) and vote by registering themselves via TIIH Online before the closing date set out in the Administrative Guide for the Tenth AGM (“Administrative Guide”).</p> <p>For Shareholders who are unable to attend the Tenth AGM, they are entitled to appoint a proxy to attend the Tenth AGM via RPV. The Administrative Guide as well as the guide on registration and voting procedures was provided to the Shareholders and a copy of the said Administrative Guide was also be published on the Company’s website at www.matangbhd.com.</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

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.

Application	:	Applied
Explanation on application of the practice	:	<p>During the Ninth Annual General Meeting (“AGM”) of Matang Berhad (“the Company”), a presentation was conducted to explain the strategy, financial performance and major developments of the Company and its subsidiaries to Shareholders.</p> <p>Members, proxies and/or corporate representatives were allowed to submit questions for the Board of Directors (“the Board”) in advance of the Ninth AGM via Tricor Investor and Issuing House Sdn Bhd’s Online website at https://tiih.online no later than 10.00 a.m. of 20 November 2023.</p> <p>The Chairman of the Ninth AGM encouraged Shareholders to actively participate by submitting their questions in real time via Query Box. The Chairman had ensured that sufficient time was allocated to address questions received from Shareholders and the Shareholders were able to pose questions to the Board of the Company before or during the Ninth AGM.</p> <p>The Chairman read out all questions from Shareholders including their proxies (including necessary paraphrasing for clarity) raised in the meeting, all of which were broadcast to the Shareholders through the RPV facilities. These questions were related diversification, growth, expansion plans, and strategies were amongst those asked by Shareholders were attended by the Board with meaningful response.</p> <p>The summary of key matters discussed at the Ninth AGM were promptly uploaded and made assessable to the public on the Company’s website.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application	: Applied
Explanation on application of the practice	: Matang Berhad (" the Company ") conducted its Ninth Annual General Meeting (" AGM ") fully virtual through live streaming and online remote voting via Remote Participation and Voting (" RPV ") facilities. The RPV allowed Shareholders and proxies to pose questions to the Board of Director in real time via the Query Box, before or during the Ninth AGM. All questions raised by Shareholders and proxies via the Query Box were visible to all meeting participants during the Ninth AGM to ensure effective communication with the Shareholders. For calendar year 2024, the Company will continue to conduct its AGM fully virtual through live streaming and online voting via RPV.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application :	Departure
Explanation on application of the practice :	
Explanation for departure :	<p>Matang Berhad (“the Company”) has adopted the process of confirming the minutes of the general meeting (“GM”) in the meeting of Board of Directors (“the Board”) after the GM which usually is more than thirty (30) business days after the GM. In that regard, the summary of key matters discussed at the GM can only be posted onto the website of the Company upon confirmation of the minutes at the Board meeting held after the GM.</p> <p>However, the Company shall look into its processes with regards to the above-mentioned matter for earlier confirmation of the Board on the minutes of GM prior to the circulation to the public by posting on its website.</p>
<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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