

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 5014  
**COMPANY NAME** : MALAYSIA AIRPORTS HOLDINGS BERHAD  
**FINANCIAL YEAR** : December 31, 2023

## OUTLINE:

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

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

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

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

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

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("the Board") is collectively responsible in promoting the success of Malaysia Airports Holdings Berhad ("MAHB" or "the Company") by overseeing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith in the best interest of the Company.</p> <p>The Board recognises the key role it plays in charting the strategic direction of the Company, thus assume the following principal responsibilities in discharging its fiduciary and leadership duties: -</p> <ol style="list-style-type: none"><li>1. To determine the Company's long-term direction, formulate business objectives, and strategies, including those that promote sustainability.</li><li>2. To ensure that it has adequate resources to meet its objectives and that it maintains an effective/sound risk management framework.</li><li>3. To monitor its performance and ensure that it acts ethically and meets its responsibilities to shareholders and other stakeholders; and</li><li>4. To adopt a formal schedule to decide on matters of approval of long-term strategy and objectives, capital and operating plans, major investments and disposals, funding and dividend strategy, and quarterly and annual financial statements.</li></ol> <p>The Board reviews and deliberates Management's proposals as well as provides guidance on the Company's business strategies and plan on an annual basis.</p>

	<p>The Company undertakes a structured medium-term planning process for MAHB Group ("the Group") where the business plans and budget planning are prepared on a three (3) year cycle.</p> <p>The Board has approved the MAHB Group 3-Year Business Plan and Budget (2024 to 2026) in January 2024. The Group will be embarking on a 3-year journey which is aligned with its role as an airport operator by focusing on the following areas: -</p> <ol style="list-style-type: none"> <li>1. Reimagining Passenger Experience.</li> <li>2. Enhancing Airline and Hub Connectivity.</li> <li>3. Rejuvenating Commercial and Retail.</li> <li>4. Accelerating Off-Terminal Opportunities.</li> <li>5. Penang Airport ("PEN") Terminal Expansion Project.</li> <li>6. Strengthening International Business.</li> <li>7. Commitment to Environmental, Social and Governance ("ESG"); and</li> <li>8. Focusing on Execution.</li> </ol> <p>The responsibility for good governance lies with the Board, and to ensure the effective discharge of its functions and responsibilities, the Board delegates its responsibilities to the Board Committees and Managing Director ("MD")/Group Chief Executive Officer ("GCEO") as well as to the Executive Committee ("EXCO") which comprises the Senior Management personnel. A schedule of Board reserved matters is provided in the Board Charter to ensure that the direction and control of the Company are in the hands of the Board.</p> <p>To assist in the effective discharge of the Board's oversight functions, the following Board Committees have been constituted with clear Terms of Reference ("TOR"): -</p> <ol style="list-style-type: none"> <li>1. Board Audit Committee.</li> <li>2. Board Nomination &amp; Remuneration Committee.</li> <li>3. Board Procurement Committee.</li> <li>4. Board Risk Management Committee; and</li> <li>5. Board Sustainability Committee.</li> <li>6. Board Development Committee.</li> </ol> <p>As provided in the Board Charter, the authority of the Board and MD/GCEO are clearly distinguished. In this regard, the Board sets the Company's policies and strategic directions, and ensures its decisions are executed accordingly by the Senior Management. The implementation of policies and strategic directions, and execution of Board decisions are controlled via written procedures [i.e., Limits of Authority ("LOA") and Procurement Policies &amp; Procedures ("Procurement Manual")] which outline the appropriate approving authority and types of decisions required.</p>
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	<p>In ensuring a high standard of corporate governance, the Board is accountable to the Company's shareholders and other stakeholders. The shareholders are appropriately notified of all material information affecting the Company, which adopts an open and transparent policy in respect of relationships with the shareholders and investment community. The Board ensures the timely release of quarterly and annual financial results to ensure the shareholders and investment community receive quality information on the overview and status of the Company's performance and operations, on top of other announcements to Bursa Malaysia Securities Berhad ("Bursa Malaysia") as required by the Main Market Listing Requirements ("Listing Requirements").</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board is Tan Sri Datuk Zainun Ali. She was appointed on the Board on 17 February 2023. The roles of the Chairman of the Board are set in the Board Charter, and they include, inter alia: -</p> <ol style="list-style-type: none"><li>1. Lead the Board in setting the values and standards of the Company.</li><li>2. Maintain a relationship of trust with and between the Directors.</li><li>3. Ensure the provision of accurate, timely and clear information to the Directors.</li><li>4. Ensure an effective communication with shareholders and other stakeholders.</li><li>5. Act as facilitator of meetings to ensure: -<ol style="list-style-type: none"><li>(i) adequate notice of meetings.</li><li>(ii) adequacy of information for Board meetings.</li><li>(iii) no member dominates the discussion.</li><li>(iv) full discussion takes place.</li><li>(v) variety of opinion among Board members is drawn out.</li><li>(vi) outcome of discussions results in logical and coherent policy to guide MD/GCEO and against which the performance of the Company can be monitored; and</li><li>(vii) consensus is obtained in the Board and when necessary, to call for vote.</li></ol></li><li>6. Arrange regular evaluation of the performance of the Board and Board Committees.</li><li>7. Facilitate effective contribution and ensure constructive relations be maintained between the Directors.</li><li>8. Create the conditions required for the effectiveness of the overall Board and individual Directors, both inside and outside the Boardroom including the appropriate balance of power, level of accountability and independent decision making.</li></ol>

	<p>9. Lead discussions among Directors.</p> <p>10. Build a cohesive leadership team consisting of the Board and Senior Management; and</p> <p>11. Delegate responsibilities to other Directors, Board Committees and Management.</p> <p>The roles and responsibilities of the Chairman are specified in Clause 4.2 of the Board Charter which is available at <a href="https://mahb.listedcompany.com/board_charter.html">https://mahb.listedcompany.com/board_charter.html</a></p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>There is a clear division of responsibilities between the running of the Board and running the day-to-day management and operation of the Group. This division of responsibilities helps to ensure objectivity between the functions of the Board and Senior Management.</p> <p>The positions of Chairman and MD/GCEO are held by two (2) different individuals.</p> <p>Tan Sri Datuk Zainun Ali was appointed as Chairman of the Company on 17 February 2023. She is responsible for leading the Board in ensuring the effective discharge of Directors' duties and responsibilities.</p> <p>Dato' Sri Iskandar Mizal Mahmood was appointed as MD on 25 October 2021, and he stepped down on 24 October 2023 following the expiration of his tenure. Mohamed Rastam Shahrom was thereafter appointed to assume the role of Acting Group Chief Executive Officer of the Company from 25 October 2023 until to-date. MD/GCEO is the channel between the Board and Management in the implementation of the Company's policies, strategies, and executing decisions of the Board. He has the exclusive responsibility on the day-to-day operation and management of the Company.</p> <p>The respective roles and responsibilities of Chairman and MD/GCEO are defined in the Board Charter and explained in the Corporate Governance Overview Statement in the Annual Report 2023.</p> <p>The division of responsibilities between Chairman and MD/GCEO is specified in Clause 4.1 of the Board Charter which is available at <a href="https://mahb.listedcompany.com/board_charter.html">https://mahb.listedcompany.com/board_charter.html</a></p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

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

### Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Chairman of the Board, Tan Sri Datuk Zainun Ali, is not a member of the Board Audit Committee ("BAC") and Board Nomination &amp; Remuneration Committee ("BNRC"). Like the previous Chairmen of the Board, she has never participated in any Board Committee meeting.</p> <p>The condition that the Chairman of the Board shall not be a member of BAC and BNRC is specified in Clause 4.2.2 of the Board Charter, which is available at <a href="https://mahb.listedcompany.com/board_charter.html">https://mahb.listedcompany.com/board_charter.html</a></p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Company Secretary, Zawardi Salleh, is a member of The Malaysian Institute of Chartered Secretaries &amp; Administrators (“MAICSA”) and he holds a Practising Certificate from the Companies Commission of Malaysia. He is also the Secretary for all Board Committees and subsidiaries of the Company. Zawardi Salleh has more than 25 years of experience in corporate governance, corporate secretarial, and compliance. As the Company Secretary, he plays an advisory role to the Board in relation to the Company's Constitution, policies and procedures and compliance with the relevant regulatory requirements, guidelines, as well as corporate governance best practices. The Directors are regularly updated by the Company Secretary on changes to the relevant regulatory requirements, especially on areas relating to the duties and responsibilities and disclosure requirements.</p> <p>The functions of Company Secretary, amongst others, are as follows:</p> <ol style="list-style-type: none"><li>1. Responsible for advising the Directors of their duties, responsibilities, and obligations to disclose their interest in securities, prohibition on dealing of securities during the closed periods, restriction on disclosure of price sensitive information, disclosure of any conflict of interest and related party transaction as well as disclosure of necessary information as required by the relevant legislations.</li><li>2. Prepare the agenda with the Chairman and notify all Directors of Board Meetings.</li><li>3. Attend all Board, Board Committee, and Shareholder meetings and ensure that all meetings are properly convened, and proceedings of the Board, Board Committee, and Shareholder meetings and decisions thereof are properly recorded.</li><li>4. Communicate decisions of the Board, Board Committee, and Shareholder meetings to the Management for necessary actions and following-up on proposals or matters tabled at the Board or Board Committee meetings.</li><li>5. Provide full access and services to the Board.</li></ol>

	<ol style="list-style-type: none"> <li>6. Assist the Board with interpreting legal and regulatory acts related to the Malaysian Code on Corporate Governance 2021 (“MCCG 2021”), Listing Requirements of Bursa Malaysia and other regulations and corporate developments.</li> <li>7. Advise the Board on the requirements to disclose material information to the shareholders and financial markets on a timely basis.</li> <li>8. Handle the Company’s share transactions and other duties as prescribed under the relevant legislations.</li> <li>9. Ensure the appointment of new directors, re-appointment and resignation of directors are in accordance with the relevant legislations.</li> <li>10. Ensure the implementation of assessment of Directors and the Board/Board Committees.</li> <li>11. Facilitate the orientation of new Directors and provide assistance in Directors’ training and development.</li> <li>12. Ensure availability of information required by new directors for the proper discharge of their duties.</li> <li>13. Assist the Board and the Chairman on the implementation of MCCG 2021.</li> <li>14. Monitor compliance with the principles and recommendations of MCCG 2021 and inform the Board of any departure; and</li> <li>15. Ensure high standard of governance by keeping abreast with the latest development in corporate governance and changes in the legal and regulatory framework.</li> </ol> <p>The Directors have direct access to the advice and service of the Company Secretary. The Company Secretary works closely with Management to ensure a timely and appropriate information flow between the Board/Board Committees and Management.</p> <p>The roles and responsibilities of the Company Secretary are specified in Clause 16 of the Board Charter, which is available at <a href="https://mahb.listedcompany.com/board_charter.html">https://mahb.listedcompany.com/board_charter.html</a></p>
<p><b>Explanation for departure</b></p>	<p>:</p>
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<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Chairman takes the responsibility to ensure the Directors receive accurate, timely and complete information on the Group's proposals, financial and operational performance, and other reports to enable the Board to make sound decisions and provide the necessary advice. The Company Secretary has the task of assisting the Chairman to ensure the disseminating of information and documents is effective and reliable.</p> <p>Under the current practice, notices of Board and Board Committee meetings are issued at least 14 days before the date of each meeting. Thereafter, the agenda and the Board papers will be circulated five (5) business days prior to each meeting.</p> <p>The Company endeavoured to ensure that all papers are circulated to the Directors five (5) business days in advance to ensure that they are equipped with sufficient information and adequate time to prepare for the meetings. To ensure the Directors engage in a robust and in-depth discussions of the agenda items within a sufficient time, the Chairman will decide on the agenda items, and structure and prioritise the respective items accordingly according to relevancy and importance. Confidential papers or urgent proposals are also tabled at the Board and Board Committee meetings under specially arranged meetings.</p> <p>The format and structure of the Board papers are designed to ensure that all matters brought to the Board and Board Committee meetings contain sufficient details, clear, and concise. The Board papers are prepared to enable the Directors to comprehend the subject matters within a short period of time upon reading the papers. The Board may decline from considering any last-minute inclusion of agenda items during a meeting unless the matter is of genuine and exceptional circumstances.</p> <p>Minutes of previous meetings are circulated together with the papers for the Board's perusal before being confirmed. The minutes record the decisions of the Board including deliberations, comments, concerns, or dissenting views. The minutes indicate whether any Director has abstained from voting or recused himself/herself from deliberating on a particular matter of which he/she has interest.</p>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

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

### Practice 2.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's Board Charter is periodically reviewed according to the guidance provided by the Corporate Governance Guide (4<sup>th</sup> Edition) issued by Bursa Malaysia and the current version is consistent with the provisions of the Companies Act 2016, Constitution of the Company, and MCGG 2021. The Board Charter is available on the Company's website at <a href="https://mahb.listedcompany.com/board_charter.html">https://mahb.listedcompany.com/board_charter.html</a></p> <p>The Board Charter spells out the roles of the Board, its duties, and responsibilities in overseeing the business operations of the Company to safeguard the interest of the shareholders and other stakeholders as well as stipulates the roles of the Chairman, MD/GCEO as well as the functions of the respective Board Committees.</p> <p>The responsibility of managing the Company is delegated to Senior Management through the MD/GCEO. In this regard, the Board sets the Company's policies and strategic directions, and ensures its decisions are executed accordingly by Senior Management.</p> <p>A schedule of Board reserved matters is provided in the Board Charter to ensure the direction and control of the Company are in the hands of the Board, among others include approvals of contents of annual reports, quarterly financial statements, annual audited financial statements, dividend policy, any declaration &amp; payment of dividends, the Group's annual budget &amp; revision thereof, long term financial plan &amp; the annual capital expenditure programme, any significant change in accounting policies &amp; practices, circulars, resolutions &amp; corresponding documents circulated to shareholders and change in capital structure of the Company with regards to issuance or allotment of shares or other securities and status as listed issuer.</p> <p>As provided in the Board Charter, the Board determines and evaluates the training needs of its members on a continuous basis. In ensuring the Board has full understanding of the businesses of the Company and the Group, the Company Secretary attended trainings/courses to keep</p>

	<p>him abreast with the regulatory requirements and corporate governance practices.</p> <p>In line with the Listing Requirements of Bursa Malaysia, all the newly appointed Directors attended the Mandatory Accreditation Programme with the stipulated timeframe.</p> <p>The Company Secretary had made arrangement for Directors to attend trainings/courses. The trainings/courses attended by the Directors are listed according to their names as stated in <b>Appendix 1</b>.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 3.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company adopts a Code of Ethics and Conduct ("the Code") which is intended to provide clear guidelines on the permissible or non-permissible conducts in running the businesses of the Group. It is implemented to ensure that all employees of the Company and its representatives comply with the same standard of conduct. It also serves as guidelines when making judgment calls on work ethics, including in bridging and fostering close relationships between the Company and its business partners. The business code of conduct for the Board are based on various regulatory requirements and provisions of laws such as the Companies Act 2016, Listing Requirements of Bursa Malaysia, and Securities Commission Malaysia Act 1993.</p> <p>The Code applies to the Company's employees and representatives including agents, consultants, contractors, and suppliers for the Company: -</p> <p><u>Employees</u></p> <p>All employees of the Company must understand and comply with the Code, uphold integrity, and adhere to all regulatory requirements and provisions of laws in all countries where the Company operates its business. They are also required to carry out their works in a manner consistent with the Company's policies, procedures, directives, and guidelines as issued from time to time.</p> <p><u>Line Managers</u></p> <p>Line Managers assume additional responsibilities to ensure their direct reports understand and comply with the Code, to promote compliance and good ethical values via leadership by example, and diligently on the lookout for indications that unethical or illegal activities, malpractices, or other irregularities and to report the matter to the Head of Human Capital Division or Industrial Relations Unit of Human Capital Division.</p>

	<p><u><i>Business Partners and Suppliers</i></u></p> <p>Suppliers are expected to conform to the principles and standards set out in the Code in their relationship and dealings with the Company. Violation of the Code will result in blacklisting by the Company. Business Partners are encouraged to adopt similar principles and standards of behaviour.</p> <p>The Code is made available on the Company's website at <a href="https://www.malaysiaairports.com.my/about-us/corporate-profile/our-policies">https://www.malaysiaairports.com.my/about-us/corporate-profile/our-policies</a></p>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is cognisant that a holistic corporate governance framework would comprise a whistleblowing programme in place. In this regard, the Board established a Whistleblowing Independent Committee (“WIC”) with Datuk Azailiza Mohd Ahad, former Senior Independent Director (“SID”), who was also a member of Board Audit Committee (“BAC”) as Chairman. After the resignation of Datuk Azailiza Mohd Ahad from the Company on 19 May 2023, Cheryl Khor Hui Peng, Independent Non-Executive Director (“INED”) and Chairman of BAC, was appointed as the new Chairman of WIC. The composition of WIC comprises representatives from two (2) independent functions in the Company and a representative from Legal Service Division to assist WIC by providing the legal perspectives on matters deliberated by WIC, whilst BAC acts as the oversight committee for WIC. The criteria in selecting the WIC Chairman and WIC members are integrity, trustworthy and knowledgeable.</p> <p>The Company adopts a Whistleblowing Policy as required by the Listing Requirements of Bursa Malaysia. The objective of the policy is to provide a structured reporting channel and guidance to the employees and external parties to raise concerns regarding possible improprieties within the Group, if any. The Whistleblowing Policy is reviewed at least once every three (3) years.</p> <p>The scope of the Whistleblowing Policy covers possible improprieties inter alia as follows: -</p> <ol style="list-style-type: none"><li>1. Commission of fraud, bribery and/or corruption.</li><li>2. Unauthorised use of Group’s funds, properties and/or facilities.</li><li>3. Exposure of Group’s properties, facilities and/or staff to risks of safety and security.</li><li>4. Abuse of position.</li><li>5. Involvement in unlawful acts.</li><li>6. Negligence/malpractice; and</li><li>7. Disclosure of Group’s information without proper authorisation.</li></ol>

	<p>The above list is non-exhaustive and includes any act or omission, which if proven, will constitute an act of misconduct under the Company's Code of Ethics and Conduct or any criminal offence under relevant legislations in force.</p> <p>The policy, however, does not cover: -</p> <ol style="list-style-type: none"> <li>1. False concerns.</li> <li>2. Defaming concerns.</li> <li>3. Concerns with no basis or insufficient evidence; and</li> <li>4. Malicious concerns.</li> </ol> <p>The identity of the whistle-blower is kept confidential, and protection is accorded against any detrimental action within the Group to the extent reasonably practicable. The Whistleblowing Policy, procedures, structure, and Reporting of Concern Form are published on the Company's website.</p> <p>The WIC will assess all information received and act in accordance with its Terms of Reference. Subsequently, the WIC will submit its report to the BAC. Concerns can be channeled online at <a href="http://www.malaysiaairports.com.my">www.malaysiaairports.com.my</a> via the Whistleblowing Programme Reporting of Concern Form, or emailed to <a href="mailto:wic_secretariat@malaysiaairports.com.my">wic_secretariat@malaysiaairports.com.my</a>, or by calling hotline at 03-8777 7314 or 019-659 2263.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board incorporates its agenda on sustainability or Environmental, Social &amp; Governance ("ESG") as a provision in the Board Charter to ensure that the Company's sustainability agenda are taken into account in performing its duties.</p> <p>The Board is also cognisant that the Company's main objective is to create stakeholders' value by taking a long-term view for growth. Therefore, ESG are critical elements in measuring sustainable and ethical impact to the Company's business decisions. On 1 November 2023, the Board established Board Sustainability Committee with the objective of assisting in fulfilling its fiduciary responsibilities relating to the sustainability practice of the Group as well as to provide a platform for deliberation and reporting of sustainability matters.</p> <p>The Company also establishes a Sustainability Policy with the following as guiding principles:</p> <ol style="list-style-type: none"><li>1. To comply with, and exceed where practicable, all applicable legislation, regulations, and codes of practice.</li><li>2. To integrate sustainability considerations into the Company's business decisions.</li><li>3. To ensure that all employees are fully aware of the Sustainability Policy and are committed to implementing and improving it.</li><li>4. To minimize the impact on sustainability in operations and business processes.</li><li>5. To ensure suppliers and service providers are aware of the Sustainability Policy and encourage them to adopt sound sustainable management practices; and</li><li>6. To review, annually report, and to continually strive to improve the Company's sustainability performance.</li></ol>

	In one of the focus areas for FY2023, the Company expressed its intention in committing to ESG by improving the current Sustainability Framework and addressing climate change.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's Sustainability Policy is supported by its Environmental Management Policy.</p> <p>The two (2) policies are published on the Company's website at <a href="https://www.malaysiaairports.com.my/about-us/corporate-profile/our-policies">https://www.malaysiaairports.com.my/about-us/corporate-profile/our-policies</a>.</p> <p>Communication with internal stakeholders is conducted on quarterly basis through the Company's communication platform i.e., Townhall, email and Management Meeting.</p> <p>External Stakeholders communication was made via the Company's annual reporting in accordance with the standards set by Global Reporting Initiative ("GRI") to communicate on its contribution to sustainable development and relevant achievements, engagement with main shareholders and aviation regulators.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the financial year under review, members of the Board attended sustainability-related courses, workshops, and seminars to ensure they stay abreast and equipped with sustainability issues relevant to the Company and its business.</p> <p>The types of training and courses attended by members of the Board are disclosed in the Corporate Governance Overview Statement in the Annual Report 2023.</p> <p>Management updated the Board Risk Management Committee (“BRMC”) on the current ESG ratings of the Company, progress of the Sustainability Framework, proposed governance structure, inclusive of the net zero carbon roadmap.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.4

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><u>Board Performance Evaluation</u></p> <p>The Board Performance Evaluation (“BPE”) for FY2023 has factored in the assessment of performance and effectiveness on sustainability in the following areas: -</p> <ol style="list-style-type: none"> <li>1. Monitor the Key Performance Indicators (“KPIs”) and targets on sustainability and established the accountability of Senior Management in achieving sustainability targets.</li> <li>2. Consider sustainability issues in overseeing the planning, performance, and long-term strategy of the Company.</li> <li>3. Identify the development needs for Directors to address their knowledge gaps in sustainability and other relevant areas through Board development programs.</li> </ol> <p><u>Performance Evaluation of Senior Management</u></p> <p>MAHB Corporate Scorecard was developed based on the approved business plan and budget. In this respect, targets with respect to sustainability strategies or initiatives have been included as KPIs in the Corporate Scorecard.</p> <p>For FY2023, the ESG-related KPIs were included in the scorecards of the MD and selected key pivotal positions in the Company.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.5- Step Up**

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

<i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: <p>The Board identifies the Senior General Manager, Strategy to oversee matters relating to sustainability in the Company.</p> <p>The Company also establishes the Management Sustainability Committee (“MSC”) to primarily act as a cross-functional committee from different business functions to provide an advisory role and support to EXCO and the Board in all matters pertaining to sustainability and sustainable development arising from MAHB Group’s activities by analysing Group-wide impact to the planet and people.</p> <p>MSC is also responsible in setting up sustainability strategies, plans, initiatives, analyse risks and opportunities to add values by linking to the United Nations Framework Convention Climate Change, United Nations Sustainable Development Goals, MAHB Sustainability Framework and Sustainability Policy.</p>

### Intended Outcome

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

### Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the second half of the financial year under review, BNRC was focusing on sourcing of suitable candidates as replacements for two (2) INEDs, namely Datuk Azailiza Mohd Ahad and Tan Sri Mohamad Salim Fateh Din who resigned on 19 May 2023 and 22 May 2023, respectively.</p> <p>At present, the Board comprises members from diverse backgrounds and appropriate mix of skills, knowledge, experience, and independence elements that fit the Company's objectives and strategic goals.</p> <p>The Board, via BNRC, reviews the performance of Directors who are subject to retirement and re-election at AGMs through the annual Board Performance Evaluation ("BPE") together with the evaluation of other Directors as well as evaluation of their fit and proper criteria. This is conducted by giving due regard to their performance and the ability to continue to contribute to the Board in terms of knowledge, skills, and experience. The Board submits its recommendation to the shareholders on the retirement and re-election at the AGM for approval.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.2

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

<b>Application</b>	:	Departure									
<b>Explanation on application of the practice</b>	:										
<b>Explanation for departure</b>	:	<p>The composition of the Board complies with the provisions of the Companies Act 2016, Constitution of the Company, and the Listing Requirements. Rule 113 of the Constitution states that the Minister of Finance Incorporated (MOF Inc), the Special Shareholder, shall have the right from time to time: -</p> <p>(a) To appoint any person; or (b) To nominate any acting director (with the consent of the Director concerned),</p> <p>to be a Government Appointed Director so that there shall not be more than six (6) Government Appointed Directors at any time comprising:</p> <p>(i) The Chairman of the Board. (ii) The Managing Director. (iii) One representative each from the Ministry of Finance and the Ministry of Transport; and (iv) Two other representatives as may be determined.</p> <p>The composition of the Board as of the issuance of this CG Report is as follows: -</p> <table border="1"><thead><tr><th>Directorate</th><th>Number of Directors</th><th>Percentage (%)</th></tr></thead><tbody><tr><td>Non-Independent Non-Executive Director ("NINED")</td><td>5</td><td>50%</td></tr><tr><td>Independent Non-Executive Director ("INED")</td><td>5</td><td>50%</td></tr></tbody></table>	Directorate	Number of Directors	Percentage (%)	Non-Independent Non-Executive Director ("NINED")	5	50%	Independent Non-Executive Director ("INED")	5	50%
Directorate	Number of Directors	Percentage (%)									
Non-Independent Non-Executive Director ("NINED")	5	50%									
Independent Non-Executive Director ("INED")	5	50%									

	<p>There are three (3) Government Appointed Directors on the Board, all of whom are also Non-Independent Non-Executive Directors (“NINEDs”). The other two (2) NINEDs are representatives from major shareholders.</p> <p>The Company falls under the definition of Large Companies, hence it strives its best to comply with the best practice recommendation of MCCG 2021.</p> <p>During the year 2023, BNRC undertook a review of independence of the INEDs whereby all of them satisfied the independence criteria as stipulated in Paragraph 1.01 of the Listing Requirements. The review concluded that each of the INED possess independent traits and judgement as expected from them. The Board was satisfied that the INEDs represented the interest of the minority shareholders by virtue of their roles and responsibilities. The Board will continuously monitor and review whether there are relationships or circumstances that could likely to affect or has potential to affect their independence.</p> <p>The Board Charter provides that the Board should include a balance of INEDs and NINEDs such that no individual or small group of individuals can dominate the Board’s decision making.</p> <p>INEDs provide independent judgment, experience, and objectivity without being subordinated to operational considerations. The views of the INEDs should carry weight in the Board’s decision-making process.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	<p>The Board will continue to engage MOF Inc. to ensure continuity of compliance as well as to source for appointment of additional INED to balance the composition of NINEDs and INEDS.</p>
<p><b>Timeframe</b></p>	<p>:</p>	<p>Within three (3) years.</p>

**Intended Outcome**

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

**Practice 5.3**

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

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

<b>Application</b>	:	Not applicable - Step Up 5.4 adopted	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.4 - Step Up

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

*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** : Adopted

**Explanation on adoption of the practice** : The Board adopts a policy that limits the tenure of INEDs to nine (9) years as stated in the Board Charter. During the year 2023, none of the INEDs had served the Company more than nine (9) years.

The INEDs length of service as of the date of issuance of this report is as follows:

No.	Name of INED	Date Appointed	Length of Service
1.	Dato' Ir. Mohamad Husin	15 August 2016	> 6 years
2.	Ramanathan Sathiamutty	1 January 2019	< 6 years
3.	Cheryl Khor Hui Peng	25 July 2022	<3 years
4.	Dato' Seri Ir. Koe Peng Kang	12 December 2023	<1 year
5.	Chris Chia Woon Liat	11 March 2024	<1 year

With regards to subject matter experts who are appointed as INEDs on the boards of subsidiaries of the Group, the Company adopts a policy that limits their tenure to six (6) years.

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The nomination and appointment of Directors is a vital process as it determines the quality and competency each Director brings to the Board. The BNRC is entrusted by the Board to review candidates for new appointments on the Board and determine the criteria for selection and appointment of new Directors.</p> <p>The BNRC maintains its independence and objectivity in discharging its responsibility on appointment of Directors, Senior Management and matters relating to human capital and employees.</p> <p>In making its recommendation on candidates for new Board members, BNRC will consider the following: -</p> <ol style="list-style-type: none"><li>1. Skills, knowledge, competencies, expertise, and experience.</li><li>2. Professionalism.</li><li>3. Integrity.</li><li>4. Commitment, contribution, and performance.</li><li>5. Fit and propriety; and</li><li>6. In the case of candidates for the position of INEDs, the BNRC will also evaluate the candidate's ability to discharge such responsibilities or functions as expected from an INED.</li></ol> <p>Based on the above criteria, suitable candidates will be identified to fill vacancies on the Board and Board Committees as and when they arise. BNRC has access to a list of potential candidates which is maintained by the Company Secretary. The potential candidates are gathered through recommendations by existing Board members, major shareholders, and through external independent sources.</p> <p>The same principle is cascaded from the Board to the Senior Management throughout the Group. The appointment of Senior Management is also based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background, and gender.</p>

	The Board Skills Matrix has been developed based on the Directors' self-assessment and used as reference for the Board succession planning as well as determining the relevant training required for the Directors. Disclosure on the Board skills and expertise is provided in the Corporate Governance Overview Statement in the Annual Report 2023.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.6

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Apart from leveraging on its existing Board members' networks and shareholders' recommendations, the Company sources for potential new Directors from industry databases for the appointment of INEDs on the Board.</p> <p>The sourcing of potential new Directors for appointment of INEDs on the Board is also carried out by the Company Secretary as he is tasked to screen Directors of other listed issuers and table the list of potential candidates to BNRC on regular basis.</p> <p>In 2023, the Company also engaged Institute of Corporate Directors Malaysia ("ICDM") to source for potential candidates for INEDs in view of resignations of two (2) INEDs namely Datuk Azailiza Mohd Ahad and Tan Sri Mohamad Salim Fateh Din on 19 May 2023 and 22 May 2023, respectively.</p> <p>Dato' Seri Ir. Koe Peng Kang and Chris Chia Woon Liat were appointed as INEDs of the Company on 12 December 2023 and 11 March 2024, respectively.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

## Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, via BNRC, reviews the performance of Directors who are retiring and opted for re-election at the AGM through the annual Board Performance Evaluation (“BPE”) alongside the performance evaluation of other Directors. This is conducted by giving due regard to their performance and ability to continue contributing to the Board in terms of knowledge, skills, and experience. With regards to INEDs, the BPE focuses on assessment of their independence. The Board thereafter submits its recommendation to the shareholders on the retirement and re-election at the AGM for approval.</p> <p>BNRC conducted the Fit &amp; Proper Assessments on all seven (7) Directors who are seeking for re-election, i.e., Dato’ Zamzuri Abdul Aziz, Datuk Amran Hafiz Affifudin, Dato’ Normah Osman, Dato’ Seri Ir. Koe Peng Kang, Chris Chia Woon Liat, Rohaya Mohammad Yusof and Cheryl Khor Hui Peng by analysing their Fit &amp; Proper Declarations together with the outcome and results of BPE for 2023.</p> <p>The profiles of Directors are published in the Annual Report 2023 and on the Company’s website.</p> <p><b><u>Retirement in accordance with Rule 132 of Constitution</u></b></p> <ol style="list-style-type: none"><li>1. <u>Dato’ Zamzuri Abdul Aziz</u> Dato’ Zamzuri Abdul Aziz possesses vast experience in the public sector as he has served in various senior leadership roles in the Government service. He was appointed as Non-Independent Non-Executive Director of the Company on 5 June 2023, having previously served in the same role from 10 February 2020 to 8 March 2022. His appointment strengthens the Board, and this is attributed to his experience working with the statutory bodies.</li><li>2. <u>Datuk Amran Hafiz Affifudin</u> Datuk Amran Hafiz Affifudin possesses vast experience in investment and finance, having served as a representative of Khazanah Nasional Berhad in various public sector companies. He</li></ol>

has been proactive in expressing his views and proven to be a team player when it comes to collective decision making. He is objective and inquisitive in his assessment of any subject matter and provides valuable input to Board deliberations.

3. Dato' Normah Osman

Dato' Normah Osman has continuously demonstrated strong commitment and professionalism as a Board member. She was appointed as Non-Independent Non-Executive Director of the Company on 20 October 2023, having previously served in the same role from 26 April 2021 to 25 April 2023. She actively participates in Board deliberations and is firm in raising any issue of concern before arriving at a decision.

4. Dato' Seri Ir. Koe Peng Kang

Dato' Seri Ir. Koe Peng Kang possesses more than three decades of experience with international exposure in engineering, construction, infrastructure works, property development, and a strong background in management. He collaborates constructively with his peers and Management, and always provides meaningful insights and variety of perspectives to the Board, especially on technical matters.

5. Chris Chia Woon Liat

Chris Chia Woon Liat possesses extensive experience in corporate investment, finance, economics, and strategic management. His exposure in multinational companies has endowed him with cognitive abilities that would benefit the Company in the long run.

**Retirement in accordance with Rule 134 of Constitution**

6. Rohaya Mohammad Yusof

Rohaya Mohammad Yusof possesses deep knowledge in corporate finance, investment, and capital market, having served in various senior leadership roles in the Employees Provident Fund. Her presence on the Board enhances the relationship between the Company and its stakeholders, thus fostering a better understanding of the interests of all parties. She has demonstrated diligence and commitment and contributed effectively to Board deliberations.

7. Cheryl Khor Hui Peng

Cheryl Khor Hui Peng possesses extensive exposure and knowledge in finance, audits, governance, internal controls, sustainability, and risk management across a broad range of industries, all of which are complementary to the diversity of the Board's skillsets. She has demonstrated independence of judgement and provided valuable input in Board discussions.

	Based on the BPE 2023 and Fit & Proper Assessments carried out by the Company Secretarial Division, BNRC recommended the re-election of the retiring Directors to the Board. The Board supported the recommendation of BNRC and seek shareholders' approval for the re-election of the retiring Directors.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Nomination &amp; Remuneration Committee (“BNRC”) is chaired by the Senior Independent Director (“SID”), i.e., Dato’ Ir. Mohamad Husin. He was appointed as SID and Chairman of BNRC on 30 May 2023 replacing Datuk Azailiza Mohd Ahad who resigned on 19 May 2023.</p> <p>The Terms of Reference (“TOR”) of BNRC stipulates that the composition of BNRC shall have at least three (3) members consisting of majority INED. The quorum for BNRC meetings is at least three (3) members of which two (2) members shall be an INED. The composition would allow for robust discussions and constructive assessment of matters presented to BNRC.</p> <p>The BNRC maintains its independence and objectivity in discharging its responsibility of overseeing the appointment and affairs of Directors, Management and matters relating to human capital and employees as provided under its TOR.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has always been supportive of the Government’s agenda to achieve the target at least 30% Women Directors on the boards of public listed companies. The Company adopts a Board Diversity Policy which is consistent with the Government’s target. As of the date of this report, the Board is represented by four (4) Women Directors, making up 40% of its composition.</p> <p>Whilst having high regard to gender diversity, the Board recognises that its members should also be appointed based on other merits and considerations such as cultural background, expertise, types of exposures, and expertise. To achieve the intended outcome the current Board composition is lined up to consist of members from various disciplines, e.g., legal, engineering, accounting, finance, procurement, information technology, public sector, those with experience from multinational companies, etc. The diverse backgrounds would translate into robust deliberations at Board meetings, which then ensures that the decisions are made in the best interest of the Company and balancing the various stakeholders’ interests.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board disclosed in its annual report a Board Diversity Policy which has been established since 2018. The policy provides that the Board will always maintain minimum 30% Women Directors in its composition.</p> <p>The gender diversity philosophy is cascaded from the Board to the Senior Management throughout the Group. The Company will continue to take steps to promote diversity, including gender diversity, at operational as well as management level and strive to inculcate a working environment which is free from discrimination. The policy on diversity is also implemented in recruitment and promotion processes.</p> <p>Whilst having regard to gender diversity, the Board also recognises that diversity should also be considered from other aspects such as cultural background, expertise, types of exposures, and expertise.</p> <p>The Board Diversity Policy is available on the Company's website at <a href="https://mahb.listedcompany.com/misc/Board_Diversity_Policy.pdf">https://mahb.listedcompany.com/misc/Board_Diversity_Policy.pdf</a></p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company uses a set of questionnaires which is developed internally as a tool to carry out its annual Board Performance Evaluation (“BPE”) for the Board, Board Committees, individual Directors, and MD covering the following areas: -</p> <ol style="list-style-type: none"><li>1. Board of Directors Evaluation.</li><li>2. Directors’ Self and Peer Evaluation.</li><li>3. Independent Directors’ Self-Assessment Checklist.</li><li>4. Performance Evaluation on Chairman.</li><li>5. Board Audit Committee Performance Evaluation.</li><li>6. Board Nomination &amp; Remuneration Committee Performance Evaluation.</li><li>7. Board Risk Management Committee Performance Evaluation.</li><li>8. Board Procurement Committee Performance Evaluation.</li></ol> <p>The strength, weaknesses, issues, and comments identified from the BPE were presented to BNRC, whereafter the agreed action plans would be recommended to the Board for implementation. The Board had further deliberated the findings and views of each Board member which would be used as a yardstick to measure the Board’s effectiveness.</p> <p>The outcome and action plans from BPE form the basis to formulate a Board Performance Improvement Plan (“BPI”) for the following year.</p> <p>While the annual assessment of performance of BAC is being implemented by the Company on annual basis and that the questions for assessment of BAC in the BPE questionnaire will be enhanced from time to time to ensure its applicability with the latest rules and regulations.</p>

	<p>In line with Guidance 5.8 of MCGG 2021 and the TOR of BNRC, the Chairman of BNRC who is also the SID led the annual review of Board effectiveness, ensuring the performance of each individual director and Chairman of the Board are independently assessed.</p> <p>As provided in Paragraph 7.2 of the Board Charter, the Board also engages an external consultant to conduct the BPE once every three (3) years to facilitate an objective and candid board evaluation. The last BPE exercise by external consultant, i.e., KPMG Management &amp; Risk Consulting Sdn Bhd was conducted in 2022.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board remuneration structure is reviewed by benchmarking the Chairman's and the Directors' remuneration against peer companies, locally and regionally. The Board ensures that the remuneration accorded to the Directors of the Company would continue to attract and retain individuals of high calibre who bring to the Company the necessary skills and experience required for the effective oversight of the Group. The calibre of Directors serving the Company is essential in upholding the standards of corporate governance.</p> <p>The remuneration of the former MD comprises basic salary and other customary benefits which reflect his responsibilities. Whilst the Directors' remuneration package, comprises Directors' fees and emoluments as well as benefits-in-kind, which reflect the individual's roles and responsibilities.</p> <p>The terms relating to the Directors' remuneration are available in Clause 8 the Board Charter on the Company's website <a href="https://mahb.listedcompany.com/board_charter.html">https://mahb.listedcompany.com/board_charter.html</a></p> <p>The remuneration structure and its details are available in the Corporate Governance Overview Statement for 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is assisted by the Board Nomination &amp; Remuneration Committee ("BNRC") to review and recommend matters relating to the remuneration of the Board and Senior Management. Among others, the Terms of Reference of BNRC states that it shall review and recommend to the Board the following: -</p> <ol style="list-style-type: none"><li>1. To review and recommend to the Board the Directors' fees, allowances, and other benefits to be accorded to the Directors in accordance with the contribution and level of responsibilities of the Board.</li><li>2. To review and recommend to the Board the remuneration structure and policy for MD/GCEO and Company Secretary, including the terms of employment or contract of employment/service, benefits, pension or incentive scheme entitlement, bonuses, fees and expenses and any compensation payable on the termination of the service contract by the Company and/or Group and to review for changes to the policy, as necessary.</li><li>3. To ensure that a strong link is maintained between the level of remuneration and individual performance against the performance of the Group and the achievement of the organisation's targets; the performance-related elements of remuneration setting form a significant proportion of the total remuneration package of the MD/GCEO.</li><li>4. To review and recommend MD/GCEO's goals and objectives and to assess his performance against these objectives as well as contribution to the corporate strategy.</li></ol>

	<ol style="list-style-type: none"> <li>5. To establish and approve the remuneration structure and policy for Senior Management (including the terms of employment or contract of employment/service, benefits, pension or incentive scheme entitlement; bonuses, fees and expenses and any compensation payable on the termination of the service contract by the Company and/or Group and to review for changes to the policy, as necessary.</li> <li>6. To review and approve Senior Management’s goals and objectives and to assess their performance against these objectives as well as contribution to the corporate strategy.</li> <li>7. To establish and approve the scheme of service for Senior Management.</li> <li>8. To review and approve the general remuneration policies and practices for Senior Management.</li> <li>9. To establish suitable short and long-term policies of having performance-related incentive schemes for Senior Management, where appropriate.</li> <li>10. To conduct fit and proper assessment on any person identified to be appointed as Director or to continue holding the position as Director within the Group prior to the initial appointment or proposed re-election/re-appointment as Director.</li> </ol> <p>The Terms of Reference of BNRC is available on the Company’s website at <a href="https://mahb.listedcompany.com/misc/TOR_of_BNRC">https://mahb.listedcompany.com/misc/TOR_of_BNRC</a></p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The detailed disclosure of remuneration of individual Directors on named basis which includes fees, benefits-in-kind and other emoluments is provided on the following page.</p> <p>It is also available in the Corporate Governance Overview Statement in the Annual Report for 2023.</p>

No	Name	Directorate	Company (RM)							Group (RM)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total
1	Tan Sri Datuk Zainun Ali (Appointed with effect from 17 February 2023)	Non-Independent Non-Executive Chairman	187,714.29	0.00	0.00	0.00	15,893.30	270,232.68	473,840.27	219,198.16	0.00	0.00	0.00	15,893.30	274,732.68	509,824.14
2	Dato' Seri Diraja Dr Zambry Abd Kadir (Resigned with effect from 3 December 2022)	Non-Independent Non-Executive Chairman	0.00	0.00	0.00	0.00	10,000.00	30,000.00	40,000.00	0.00	0.00	0.00	0.00	10,000.00	30,000.00	40,000.00
3	Dato' Zamzuri Abdul Aziz (Appointed with effect from 5 June 2023)	Non-Independent Non-Executive Director	82,400.00	0.00	0.00	0.00	10,000.00	35,350.00	127,750.00	82,400.00	0.00	0.00	0.00	10,000.00	35,350.00	127,750.00
4	Mohd Nizam Mohd Khir (Alternate Director to Dato' Zamzuri Abdul Aziz) (Appointed	Non-Independent Non-Executive Director	0.00	0.00	0.00	0.00	4,386.00	17,050.00	21,436.00	0.00	0.00	0.00	0.00	4,386.00	17,050.00	21,436.00

No	Name	Directorate	Company (RM)							Group (RM)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total
	<i>as alternate with effect from 5 June 2023)</i>															
5	Datuk Johan Mahmood Merican <i>(Resigned with effect from 22 May 2023)</i>	Non-Independent Non-Executive Director	60,000.00	0.00	0.00	0.00	0.00	8,000.00	68,000.00	60,000.00	0.00	0.00	0.00	0.00	8,000.00	68,000.00
6	Dato' Normah Osman <i>(Resigned with effect from 25 April 2023 and re-appointed with effect from 20 October 2023)</i>	Non-Independent Non-Executive Director	74,645.16	0.00	0.00	0.00	15,000.00	46,000.00	135,645.16	86,145.16	0.00	0.00	0.00	15,000.00	47,200.00	148,345.16
7	Datuk Amran Hafiz Affifudin* <i>(Appointed with effect from 1 September 2023)</i>	Non-Independent Non-Executive Director	0.00	0.00	0.00	0.00	12,000.00	0.00	12,000.00	0.00	0.00	0.00	0.00	12,000.00	0.00	12,000.00

No	Name	Directorate	Company (RM)							Group (RM)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total
8	Wong Shu Hsien* <i>(Resigned with effect from 1 September 2023)</i>	Non-Independent Non-Executive Director	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9	Rohaya Mohammad Yusof	Non-Independent Non-Executive Director	144,000.00#	0.00	0.00	0.00	10,000.00	73,000.00	227,000.00	144,000.00#	0.00	0.00	0.00	10,000.00	73,000.00	227,000.00
10	Dato' Ir. Mohamad Husin	Senior Independent Non-Executive Director	144,000.00	0.00	0.00	0.00	10,000.00	154,864.52	308,864.52	224,000.00	0.00	0.00	0.00	10,000.00	159,364.52	393,364.52
11	Ramanathan Sathiamutty	Independent Non-Executive Director	144,000.00	0.00	0.00	0.00	11,300.00	152,272.80	307,572.80	228,000.00	0.00	0.00	0.00	11,300.00	189,772.80	429,072.80
12	Cheryl Khor Hui Peng	Independent Non-Executive Director	144,000.00	0.00	0.00	0.00	15,760.00	120,511.20	280,271.20	214,838.71	0.00	0.00	0.00	15,760.00	155,711.20	386,309.91
13	Dato' Seri Ir. Koe Peng Kang <i>(Appointed with effect from 12</i>	Independent Non-Executive Director	7,741.94	0.00	0.00	0.00	0.00	3,000.00	10,741.94	7,741.94	0.00	0.00	0.00	0.00	3,000.00	10,741.94

No	Name	Directorate	Company (RM)							Group (RM)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total
	<i>December 2023)</i>															
14	Datuk Azailiza binti Mohd Ahad <i>(Resigned with effect from 19 May 2023)</i>	Senior Independent Non-Executive Director	55,000.00	0.00	0.00	0.00	10,000.00	50,500.00	115,500.00	70,000.00	0.00	0.00	0.00	10,000.00	50,500.00	130,500.00
15	Tan Sri Mohamad Salim Fateh Din <i>(Resigned with effect from 22 May 2023)</i>	Independent Non-Executive Director	57,000.00	0.00	0.000	0.00	10,000.00	32,000.00	99,000.00	92,000.00	0.00	0.00	0.00	10,000.00	32,000.00	134,000.00
16	Datuk Seri (Dr.) Yam Kong Choy <i>(Retired with effect from 2 June 2022)</i>	Senior Independent Non-Executive Director	0.00	0.00	0.00	0.00	10,000.00	0.00	10,000.00	0.00	0.00	0.00	0.00	10,000.00	0.00	10,000.00
17	Datuk Zalekha Hassan <i>(Retired with effect from 2 June 2022)</i>	Independent Non-Executive Director	0.00	0.00	0.00	0.00	10,000.00	0.00	10,000.00	0.00	0.00	0.00	0.00	10,000.00	0.00	10,000.00
18	Rosli Abdullah <i>(Resigned</i>	Independent Non-	0.00	0.00	0.00	0.00	10,000.00	0.00	10,000.00	0.00	0.00	0.00	0.00	10,000.00	0.00	10,000.00

No	Name	Directorate	Company (RM)							Group (RM)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind^^	Other emoluments^	Total
	<i>with effect from 1 July 2022)</i>	Executive Director														
19	Dato' Sri Iskandar Mizal Mahmood <i>(Expiration of Tenure with effect from 25 October 2023)</i>	Executive Director**	0.00	0.00	1,682,532.29	0.00	33,985.55	0.00	1,716,517.84	0.00	0.00	1,682,532.29	0.00	33,985.55	0.00	1,716,517.84

*This disclosure is for the payment made to the respective Directors in financial year 2023.*

\* *The directors' fees and meeting allowances in respect of services rendered to the Company by Datuk Amran Hafiz Affifudin and Ms. Wong Shu Hsien is waived by Khazanah Nasional Berhad, the major shareholder of the company.*

# *50% of director fees paid to Employee Provident Fund ("EPF") in respect of services rendered to the Company by Rohaya Mohammad Yusof as Nominee Director of EPF.*

\*\* *Being the Managing Director.*

^ *Directors' Other Emoluments comprises Senior Independent Director allowance, meeting allowance, car allowance°, entertainment allowance° and out-of-pocket expenses.*

^^ *Benefits-in-kind comprises car°, petrol°, driver°, IT & telecommunication devices, club° and professional membership and Directors' appreciation gift.*

° *For Chairman only.*

°° *For Managing Director only.*

**Intended Outcome**

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

**Practice 8.2**

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

<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	:
<b>Explanation for departure</b>	<p>The remuneration of top five (5) Senior Management is disclosed in the Annual Report 2023 in the range of RM57,000.00 to RM169,000.00 on no-name basis.</p> <p>The Board places utmost importance on the retention of high performing employees as the Company's success is dependent on its ability to attract, motivate and retain the right talents. Among the strategies to support this drive is a competitive remuneration policy. Therefore, the Company strives to maintain talented employees to ensure its objectives are met. However, the Company opts not to disclose the remuneration of Senior Management on named basis in order to avoid potential negative implications such as:-</p> <ol style="list-style-type: none"> <li>1. Disclosure may lead to pay inflation as employees could benchmark and compare amongst themselves.</li> <li>2. Attempts by external parties to lure high performing employees.</li> <li>3. Dissatisfaction among employees resulting from differences of remuneration packages among the executives.</li> <li>4. Invasion of privacy and may expose the Company's officers to extortions and other criminal acts; and</li> <li>5. Discourage employees from taking up the position due to disclosure of personal data.</li> </ol> <p>To achieve the intended outcome and competitiveness of offerings, the Senior Management remuneration package is subject to review and approval by the BNRC.</p> <p>At the beginning of each year, the Key Performance Indicators ("KPIs") are set by the Board and cascaded to the Senior Management. The Senior Managements' performances are then reviewed in the middle of the year and at the beginning of the following year.</p>

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	: The disclosure on Senior Management’s remuneration package is stated in the range of RM57,000.00 per month to RM169,000.00 per month on a no-name basis in the Annual Report 2023.
<b>Timeframe</b>	: The Board will review the appropriateness and necessity of adopting this practice from time to time.

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

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of Board Audit Committee ("BAC") is Cheryl Khor Hui Peng. She is an INED and not the Chairman of the Board.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Terms of Reference of BAC provides that <i>"A cooling- off period of three (3) years is required before any former partner of the External Auditors can be appointed as a member of the BAC"</i>.</p> <p>At present, none of the members of the Board is a former partner of external auditors of the Company. Therefore, no such person will be appointed as member of the BAC.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group maintains a transparent and professional relationship with the external auditors primarily through the Board Audit Committee ("BAC"). The key features underlying the BAC's relationship with the external auditors are provided in Annual Report 2023 under the BAC Report. The annual terms of engagement of the external auditors are reviewed by the BAC prior to submission to the Board for approval.</p> <p>The BAC works closely with Management in assessing the suitability and independence of the external auditors. On this, BAC has obtained the confirmation from the external auditors that they are and have been independent throughout the conduct of their audit engagement.</p> <p>To ensure full disclosure of matters, Messrs. Ernst &amp; Young PLT ("EY") are regularly invited to attend BAC meetings. Under the Companies Act 2016, EY are also required to attend the AGM of the Company. During the financial year under review, three (3) private sessions were held for BAC and the external auditors in the absence of Management to discuss the adequacy of internal controls and any judgmental areas for greater exchange of views and opinions in relation to Financial Reporting.</p> <p>In February 2024, in their report to the BAC, EY gave assurance that they had been independent throughout the audit engagement in accordance with the terms of all relevant professional and regulatory requirements in respect of the audited financial statements of the Group for the financial year ended 31 December 2023.</p> <p>To ensure that the external auditors' independence and objectivity are not compromised, the Company excludes EY from providing non-audit services on corporate exercises, due diligence, other non-audit, and non-tax-related services, unless the services offered by EY are more effective or competitively priced and they are the expert in the field compared to other service providers.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

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

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Cheryl Khor Hui Peng, Chairman of BAC, is a member of the Malaysian Institute of Certified Public Accountants, Malaysian Institute of Accountants, Institute of Internal Auditors and Malaysia Association of Risk and Insurance Management.</p> <p>All members of BAC are financially literate and possess sufficient understanding of the Company's business operations. The Board is satisfied that the BAC members have discharged their functions, duties, and responsibilities in accordance with the Terms of Reference of the BAC.</p> <p>All members of the BAC have attended the courses/trainings relating to accounting and audit as attached in <b>Appendix 2</b>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 10.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board implements a risk management and internal control system that is embedded in the Group’s corporate culture and decision-making process with the ultimate objective to safeguard assets, shareholders’ investment, and other stakeholders’ interests.</p> <p>The Board Risk Management Committee (“BRMC”) and Board Audit Committee (“BAC”) monitors the aspect of governance, transparency, and accountability towards the establishment of an appropriate control environment and to review its adequacy and integrity on a periodic basis to ensure its effectiveness.</p> <p>The implementation and execution of risk management and internal control systems are cascaded to Management. With the establishment of Corporate Risk Management Committee (“CRMC”) and Internal Audit Management Committee (“IAMC”), these committees are responsible to manage the agreed risk treatments and monitor risk controls directed by the respective Board Committees to provide a sustainable business environment in the Group.</p> <p>The Annual Report 2023 includes both the Statement on Risk Management and Internal Controls (“SORMIC”) and the Board Audit Committee Report. SORMIC provides an overview of the state of internal controls in the Group. The Board Audit Committee Report delves into the financial reporting process, the audit process, and the Company’s communication with its external auditors. It also highlights the committee’s review of internal controls and risk management practices. The report emphasizes the BAC’s role in overseeing the company’s adherence to legal and regulatory frameworks.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 10.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b>The Board's Approach to Risk Management and Internal Controls</b></p> <p>The Board Risk Management Committee ("BRMC") plays a crucial role in assisting the Board in fulfilling this oversight responsibility. The Risk Management and Compliance Division ("RMCD") supports the BRMC and the broader organisation by:</p> <ol style="list-style-type: none"><li>1. Identifying and assessing potential risks across the Group.</li><li>2. Developing and implementing risk management strategies and controls.</li><li>3. Monitoring and reporting on the effectiveness of the risk management framework.</li></ol> <p>The Group's Internal Audit Division ("IAD") provides independent assurance over the design and effectiveness of the risk management and internal control framework. This independent assessment is reviewed by the BAC and reported to the Board.</p> <p>In implementing the risk management framework, the Company follows the Three-lines of Defence Model as follows: -</p> <p><b>1st Line of Defence: Business Operations</b></p> <ul style="list-style-type: none"><li>• Implement risk and internal control measures.</li></ul> <p><b>2nd Line of Defence: Oversight Functions</b></p> <ul style="list-style-type: none"><li>• Risk Management and Compliance Division: Develops and implements risk management strategies and controls.</li><li>• Strategic management.</li><li>• Policy &amp; procedures setting.</li><li>• Functional oversight.</li></ul> <p><b>3rd Line of Defence: Independent Assurance</b></p> <ul style="list-style-type: none"><li>• The Group's internal audit function.</li><li>• Independent challenge and assurance provided by external auditors.</li></ul>

	<p><b>Disclosure in SORMIC</b></p> <p>The Statement on Risk Management and Internal Controls (“SORMIC”) details the key features of the Group's risk management framework, including its design, implementation, and the assessment of its adequacy and effectiveness. To evaluate the effectiveness of the Group's risk management framework, MAHB considers input from the BRMC, RMCD, and IAD, along with insights from external auditors. The SORMIC is reviewed by the BAC and BRMC and thereafter, approved by the Board before being published in the Annual Report 2023.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

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

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

**Practice 10.3 - Step Up**

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

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The Board is assisted by Board Risk Management Committee ("BRMC") to oversee the Company's risk management framework and policies. At present, the BRMC comprises four (4) members including three (3) INEDs.

### Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>BAC is supported by IAD in discharging its duties and responsibilities. The internal audit authority, responsibilities and scope of work are defined in the Internal Audit Charter as approved by BAC. The Internal Audit Charter is reviewed regularly to ensure alignment with the standards outlined in the International Professional Practices Framework (“IPPF”) issued by The Institute of Internal Auditors (“The IIA”).</p> <p>IAD helps the company to accomplish its goals by bringing an objective and disciplined approach to evaluate and improve the effectiveness of risk management, internal control, anti-corruption, whistleblowing, and governance processes. IAD serves as an important source of advice for BAC and the board regarding weaknesses in internal processes to facilitate appropriate remedial measures within the MAHB Group.</p> <p>Reporting directly to BAC, the internal audit is conducted objectively and is independent from Management and the functions being audited. Internal auditors continuously keep abreast with developments in the profession, relevant industry, and regulations to effectively perform their role, including undertaking root-cause analysis to provide strategic advice and suggest meaningful business improvements.</p> <p>In determining the priorities for internal audit activities, IAD applies a risk-based approach, and the annual audit plan is reviewed periodically, taking into consideration changes in risk exposure and operating environment.</p> <p>An Audit Management System is used to enhance the effectiveness and efficiency of the audit process. Execution of audit engagements are guided by the Committee of Sponsoring Organisations (“COSO”) and Control Objectives for Information and Related Technologies (“COBIT”) framework in ensuring that IAD conforms to the standards and deliver value-added services.</p> <p>The IAD audit universe includes functions on governance, risk management and review of controls in the areas of, but not limited to corporate, governance and compliance, projects, information systems, airports (operations, engineering, revenue management, safety, and security) and other subsidiaries’ business in aviation services, airport commercial and retail, facilities &amp; infrastructure management,</p>

	<p>hospitality management, airport consultancy, agriculture, and Aeropropolis.</p> <p>Periodically, IAD presented to BAC the updates on its activities comprising key highlights of areas reviewed, follow-up of outstanding issues and progress of the 2023 Annual Audit Plan.</p> <p>The Internal Audit function at İstanbul Sabiha Gökşen Uluslararası Havalimani Yatırım Yapım ve İşletme A.Ş. (“ISG”) and SGC Havalimani İşletmeleri Ticaret ve Turizm A.Ş. (“SGC”) reports to the Head of Internal Audit of MAHB, and relevant updates on the activities undertaken were presented to the Audit &amp; Risk Committee (“ARC”) of ISG and SGC.</p> <p>During the financial year under review, Group IAD issued and executed a total of twenty-one (21) Internal Audit reports, including eight (8) for ISG and SGC. The audit reports include among others the following key areas in accordance with the Audit Plan 2023: -</p> <p><b>Corporate and Governance</b> Corporate Strategy and Business Plan, HR Matters (focusing on Manpower Planning, Industrial Relations and Travel Management), Corporate Communications and Business Continuity Management</p> <p><b>Information Technology</b> Revenue system and IT Asset</p> <p><b>Operation</b> Facilities management, Operational Efficiency and Cleaning Services</p> <p><b>Financial</b> Asset Management and Aeronautical Revenue-</p> <p><b>Project</b> Project Management, Airport Integrated Security &amp; Safety System (“AIS3”), Airport Collaborative Decision Making (“A-CDM”), Automated People Mover (“APM”) and Baggage Handling Systems (“BHS”)</p> <p><b>Others*</b> Special Review * Request from the Board, Board Committees, Management or arising from whistleblowing programmes.</p> <p>The above reports were issued to Management for their responses and remedial actions. Management is responsible for ensuring that corrective actions are taken on the reported improvement areas within the stipulated time frame. Subsequent deliberations on matters of concern were held with Management prior to tabling to BAC.</p>
<p><b>Explanation for departure</b> :</p>	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

## Practice 11.2

The board should disclose–

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

<b>Application</b>	:	Applied																		
<b>Explanation on application of the practice</b>	:	<p>The Internal Audit is led by Rosman Nordin, who has over 26 years of experience in internal audit, risk management, compliance, finance and joint venture accounting in Government Linked Companies ("GLCs") and International Oil Companies ("IOCs") in Malaysia and overseas, including his international exposure in PETRONAS and ADNOC oil and gas upstream and subsea projects, as well as beyond oil and gas which covers logistics, maritime, construction and transportation services. He holds a Master of Business Administration and Bachelor of Accountancy. He is a member of the Chartered Accountants, Malaysian Institute of Accountants, and the Institute of Internal Auditors.</p> <p>In demonstrating the knowledge and skills necessary for fulfilling the current obligations of the internal audit, certifications earned by the auditors are CIA, CISA, ACCA, ISMS and PMP. As of 31 December 2023, IAD had a total of 18 auditors from the following backgrounds: -</p> <table border="1"><thead><tr><th>Discipline</th><th>No. of Internal Auditors</th><th>Percentage (%)</th></tr></thead><tbody><tr><td>Accounting, Actuarial, Finance &amp; Business</td><td>9</td><td>50</td></tr><tr><td>Information Technology &amp; Business</td><td>5</td><td>28</td></tr><tr><td>Engineering</td><td>3</td><td>17</td></tr><tr><td>Operations</td><td>1</td><td>5</td></tr><tr><td><b>Total</b></td><td><b>18</b></td><td><b>100</b></td></tr></tbody></table> <p>All IAD staff are required to pledge adherence to the Code of Ethics and to disclose any relationship or conflict of interest situation on an annual basis to safeguard the audits against any potential impairment of objectivity and independence.</p> <p>Since 2008, the Company has appointed a qualified independent reviewer once every five (5) years to conduct an external quality assessment to ensure that audit works performed by the internal</p>	Discipline	No. of Internal Auditors	Percentage (%)	Accounting, Actuarial, Finance & Business	9	50	Information Technology & Business	5	28	Engineering	3	17	Operations	1	5	<b>Total</b>	<b>18</b>	<b>100</b>
Discipline	No. of Internal Auditors	Percentage (%)																		
Accounting, Actuarial, Finance & Business	9	50																		
Information Technology & Business	5	28																		
Engineering	3	17																		
Operations	1	5																		
<b>Total</b>	<b>18</b>	<b>100</b>																		

	auditors are in line with The IIA standards. Based on the external quality assessment conducted by The IIA Malaysia in 2018, IAD has fulfilled the key objectives and requirements in accordance with the IIA's International Standards for Professional Practice of Internal Auditing with a rating of "Generally Conform".	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>A structured measurement of performance is an important aspect of managing stakeholders' interests. This enables the Company to report its financial and non-financial results in a transparent manner. Several official communication channels are used to account the performance of the Group to the shareholders. These include the publication of Annual Reports and issuance of press announcements, whilst any enquiries from the shareholders may be raised directly to the Company through the Investor Relations Division.</p> <p>The Company's Investor Relations Policy provides an avenue for effective communication with the shareholders, prospective investors, stakeholders, and the public in general with the objective of giving a clear account of the Group's financial performance and operations. To maintain transparency and address any matters of concern effectively, the Company dedicates an email - <a href="mailto:ir@malaysiaairports.com.my">ir@malaysiaairports.com.my</a> to which stakeholders can channel their concerns.</p> <p>The Board is committed to ensure that the shareholders and the market are provided with accurate and timely information and that all stakeholders have equal access to information released by the Company. All material information is disseminated to Bursa Malaysia in a timely manner. Immediately after disclosure to Bursa Malaysia, the information is released to the market through media releases, social media platforms, the Company's website, and other appropriate channels. Each division in the Company is required to immediately notify the Company Secretary in the event of potential leak of material information.</p> <p>The Company also leverages on its website and social media platforms as means of disseminating information to the stakeholders and investment community. The Company discloses its latest news through media releases, featured in a section called "Media Centre" on its website and social media platforms. Employees will also be informed of any important news via internal communications platform such as emails. In addition, the Company has a dedicated investor relations section on its website where corporate presentations, annual reports,</p>

	<p>quarterly reports, annual financial statements, announcements, stock information and financial information can be viewed.</p> <p>The quarterly financial results are immediately announced via Bursa LINK upon approval by the Board and analyst/investor briefings are held after the announcements. This is to ensure equal and fair access to information by the investing public so that they can make timely and informed decisions.</p> <p>Details of engagement with major shareholders and other stakeholders are provided in the Corporate Governance Overview Statement as published in the Annual Report 2023.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

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

### Practice 12.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's Annual Report 2023 was prepared and guided by the principles and content elements of the International Integrated Reporting Framework prescribed by the International Integrated Reporting Council ("IIRC").</p> <p>In line with the global best practice, the Company will continue to improve its Integrated Reports by enhancing the quality of disclosure and relationship between resources, actions, and value creation.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 13.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Notice of the Company’s Annual General Meetings (“AGMs”) are always circulated 28 days before the date of the meeting to enable shareholders to go through the Annual Reports, fulfilling the 21-day requirement under the Companies Act 2016 and Listing Requirements of Bursa Malaysia. The additional time given to shareholders allows them to make the necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney.</p> <p>The Notice of 24<sup>th</sup> AGM was issued on 28 April 2023 for the meeting to be held on 1 June 2023.</p> <p>The 24<sup>th</sup> AGM was held on a hybrid mode whereby members would be able to either attend the Meeting in person at the Main Venue or participate virtually via the Virtual Platform. The Main Venue of the 24<sup>th</sup> AGM was Gateway Ballroom, Level 1, Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan. The Virtual Platform was hosted on Securities Services e-Portal at <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> (MYNIC Domain Registration No.: D4A004360) provided by SS E Solutions Sdn Bhd (“SSES”) in Malaysia.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All members of the Board (except Wong Shu Hsien) had physically attended the Company's 24<sup>th</sup> AGM held on 1 June 2023 at Gateway Ballroom, Level 1, Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan ("Main Venue"), while Wong Shu Hsien had attended the 24<sup>th</sup> AGM virtually through live streaming hosted on Securities Services e-Portal at <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> ("Virtual Platform").</p> <p>The Chairman and other Board members including the former MD, Senior Management and external auditors were all in attendance to answer questions from the shareholders. The former MD had also shared the Company's responses to questions from the Minority Shareholder Watch Group ("MSWG") with the shareholders.</p> <p>The Chairmen of BAC, BNRC, BRMC, Board Finance &amp; Investment Committee, and Board Procurement Committee were on standby to provide responses in the event there were any questions directed to them. During the 24<sup>th</sup> AGM, the Chairman invited members to raise questions and seek clarifications on the proposals tabled, physically and via an online platform. Relevant answers and clarification were provided by Board members, Chairmen of Board Committees and Senior Management to allow the shareholders to make informed voting decisions at the meeting.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>On 1 June 2023, the 24<sup>th</sup> AGM of the Company was held physically at the Gateway Ballroom, Level 1, Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan ("Main Venue") and virtually through live streaming hosted on Securities Services e-Portal at <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> ("Virtual Platform").</p> <p>Participation at the 24<sup>th</sup> AGM was restricted to shareholders, valid proxies, and authorised representative of corporate shareholders, and that discussions at the meeting were confidential and only for the information and knowledge of relevant parties. Hence, any photography, screenshot, or any form of audio and video recording were prohibited.</p> <p>The voting at the 24<sup>th</sup> AGM was conducted via a poll in accordance with the provision of Paragraph 8.29A of the Listing Requirements of Bursa Malaysia. The Company had appointed SS E Solutions Sdn Bhd ("SSES") as the Poll Administrator to conduct the polling process, whilst Commercial Quest Sdn Bhd was appointed as Scrutineers to verify the results of the poll voting and validate the votes casted.</p> <p>The Company ensures good cyber hygiene practices including data privacy and security measures are in place to prevent cyberthreats at all times. The security features of Securities Services e-Portal are as follows: -</p> <ol style="list-style-type: none"><li>1. Hosted on AIMS Data Centre.</li><li>2. 2048 bit encryption on secure site.</li><li>3. Backup server when the production server is down.</li><li>4. Single sign-on using one device; and</li><li>5. Live stream was played through a private account.</li></ol> <p>Subject to the prevailing regulations, the Company expects to continue conducting its AGMs on hybrid basis in the future, which means the shareholders would be able to participate either physically in a meeting hall, or virtually which include voting in absentia.</p>

<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.4

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the 24<sup>th</sup> AGM on 1 June 2023, the Chairman of the Company, Tan Sri Datuk Zainun Ali, had delivered a welcome remark by spelling out the salient points from the Chairman's Statement as published in the Annual Report 2022. Thereafter, the former MD, Dato' Sri Iskandar Mizal Mahmood, delivered a management presentation covering the highlights for FY2022 and outlook for FY2023, divided into the following segments: -</p> <ol style="list-style-type: none"><li>1. Group passenger movements recovered by 59%.</li><li>2. Revenue improved with higher traffic.</li><li>3. Momentum of recovery has continued in 2023.</li><li>4. Return of foreign carriers signify demand optimism.</li><li>5. Positive momentum seen post China reopening.</li><li>6. Remaining steadfast in delivering excellence.</li><li>7. Moving forward, we are focusing on 7 pillars to drive sustained profitability.</li><li>8. Driving aero recovery through strategic collaborations, partnerships with airlines and targeted incentives.</li><li>9. Rejuvenating commercial and retail business.</li><li>10. Workflow transformation on-going throughout the Company.</li><li>11. Strengthening international business.</li><li>12. Accelerating off-terminal opportunities.</li><li>13. Continuing efforts towards being a Digital Airport; and</li><li>14. Recognising the importance of Economic, Environment, Social and Governance ("EESG").</li></ol> <p>Dato' Sri Iskandar Mizal Mahmood had also read out questions from the Minority Shareholders Watch Group ("MSWG") and shared the Company's replies to the questions for the benefit of the shareholders. Shareholders who wished to ask questions had physically posed their questions or used the text box feature at the bottom of the live streaming player. The shareholders and proxies had also used the real time submission of typed texts to exercise their rights to speak and</p>

	communicate virtually. Late questions received from the shareholders were answered by the Company via emails after the 24 <sup>th</sup> AGM.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.5

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

*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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The 24<sup>th</sup> AGM was held on 1 June 2023 on a hybrid mode. The main venue of the 24<sup>th</sup> AGM was the Gateway Ballroom, Level 1, Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan, meanwhile the virtual platform was hosted on Securities Services e-Portal at <a href="https://sshbs.net.my/">https://sshbs.net.my/</a> (MYNIC Domain Registration No.: D4A004360) as provided by SS E Solutions Sdn Bhd ("SESS") in Malaysia.</p> <p>The Securities Services e-Portal is a reliable solution for purposes of conducting virtual AGM as it enables the shareholders to exercise their rights to speak and vote virtually. Technical support assistance was provided to the shareholders and proxies to contact and request for e-Services Assistance or email at <a href="mailto:eservices@sshbs.com.my">eservices@sshbs.com.my</a>.</p> <p>At the beginning of the 24<sup>th</sup> AGM, SSES demonstrated the step-by-step guide on the online voting module within Securities Services e-Portal via a video clip to facilitate the polling.</p> <p>Thorough preparation and measures were taken before the 24<sup>th</sup> AGM to ensure a seamless experience for shareholders. As a result, there was a smooth two-way communication between the shareholders, the Board, and Senior Management during the 24<sup>th</sup> AGM. The shareholders could physically ask questions or use the text box feature on the live streaming player via real time submission of typed texts. During the question-and-answer session, the questions being answered were made visible to all the participants of the 24<sup>th</sup> AGM.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

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

**Practice 13.6**

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Company has always applied the best practice of publishing minutes of its AGM within 30 business days from the date of AGM as recommended under “Best Practice Guide on AGMs for Listed Issuers” by the Malaysian Institute of Chartered Secretaries and Administrators (“MAICSA”).  Minutes of the Company’s 24 <sup>th</sup> AGM held on 1 June 2023 was published on its website on 13 July 2023.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**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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Trainings Attended by Directors

Name of Director	Conference / Training Programmes Attended	Category
Tan Sri Datuk Zainun Ali	<ul style="list-style-type: none"> <li>• Khazanah Megatrends Forum 2023</li> <li>• CAPA Asia Aviation Summit 2023</li> <li>• Cyber Crime Forum 2023</li> <li>• ESG – Global Trends</li> <li>• Constitution and Rule of Law Series – Safeguarding Constitutional Supremacy</li> <li>• “The First Thing We do Let’s Kill All Lawyers” Shakespeare &amp; The Law Seminar</li> <li>• Governance, Risk, Integrity &amp; Control (GRIC) Conference – Leading Governance with Integrity</li> <li>• Capacity Building Workshop</li> <li>• BOD Tax Webinar on Budget 2023</li> <li>• Transfer Pricing and E-Invoicing</li> <li>• Cloud and Cybersecurity Awareness</li> <li>• PNB Knowledge Forum II: Education Reimagined</li> </ul>	<ul style="list-style-type: none"> <li>• Business and Management</li> <li>• Airport and Aviation</li> <li>• Risk Management</li> <li>• Sustainability Skills – Social &amp; Environment</li> <li>• Legal</li> <li>• Legal</li> <li>• Governance and Integrity</li> <li>• Leadership</li> <li>• Accounting and Audit</li> <li>• Accounting and Audit</li> <li>• Risk Management</li> <li>• Sustainability Skills – Social &amp; Environment</li> </ul>
Dato’ Zamzuri Abdul Aziz	<ul style="list-style-type: none"> <li>• 16<sup>th</sup> Langkawi International Maritime and Aerospace Exhibition 2023 (LIMA '23)</li> <li>• Invest Malaysia: Reshaping Malaysia’s Narrative Series 2: Digital Malaysia – Tomorrow’s Infrastructure, Today</li> <li>• Malaysia Airports Board Induction Programme</li> <li>• Unlocking Waqf Potential for Hajj Cost Management</li> <li>• CAPA Asia Aviation Summit 2023</li> </ul>	<ul style="list-style-type: none"> <li>• Airport and Aviation</li> <li>• Digitalisation and New Technologies</li> <li>• Business and Management</li> <li>• Accounting and Audit</li> <li>• Airport and Aviation</li> </ul>

Name of Director	Conference / Training Programmes Attended	Category
Dato' Normah Osman	<ul style="list-style-type: none"> <li>• Governance, Risk, Integrity &amp; Control (GRIC) Conference – Leading Governance with Integrity</li> </ul>	<ul style="list-style-type: none"> <li>• Governance and Integrity</li> </ul>
Datuk Amran Hafiz Affifudin	<ul style="list-style-type: none"> <li>• Infrastructure Investor Global Summit Berlin 2023</li> <li>• Understanding Diversity, Equity and Inclusion (DEI) Workshop</li> <li>• Investment Management Workshop</li> <li>• Malaysia Airports Board Induction Programme</li> <li>• Digital Navigator Pathway</li> </ul>	<ul style="list-style-type: none"> <li>• Infrastructure Management</li> <li>• Leadership</li> <li>• Economics and Investment</li> <li>• Business and Management</li> <li>• Digitalisation and New Technologies</li> </ul>
Puan Rohaya Mohammad Yusof	<ul style="list-style-type: none"> <li>• Amundi BNP Paribas Asset Management Roland Seminar</li> <li>• Synergy: Inclusive Transition Conference</li> <li>• International Social Wellbeing Conference: Changing The Game. Building the World We Want</li> <li>• Energy Transition Conference</li> <li>• Mobilising Clean Energy Investment in Malaysia</li> <li>• EPF Strategy Workshop</li> <li>• Khazanah Megatrends Forum 2023</li> <li>• Private Markets Summit 2023</li> <li>• Sustainable Investment Workshop</li> <li>• Mandatory Accreditation Program II – Leading for Impact (LIP)</li> </ul>	<ul style="list-style-type: none"> <li>• Banking and Finance</li> <li>• Sustainability Skills – Social &amp; Environment</li> <li>• Business and Management</li> <li>• Business and Management</li> <li>• Banking and Finance</li> <li>• Economics and Investment</li> <li>• Regulatory</li> </ul>

Name of Director	Conference / Training Programmes Attended	Category
Dato' Ir. Mohamad Husin	<ul style="list-style-type: none"> <li>• CAPA Asia Aviation Summit 2023</li> </ul>	<ul style="list-style-type: none"> <li>• Airport and Aviation</li> </ul>
Ramanathan Sathiamutty	<ul style="list-style-type: none"> <li>• Khazanah Megatrends Forum 2023</li> <li>• International Airport Summit 2023 – Airports Reimagined</li> </ul>	<ul style="list-style-type: none"> <li>• Business and Management</li> <li>• Airport and Aviation</li> </ul>
Cheryl Khor Hui Peng	<ul style="list-style-type: none"> <li>• Pillar Two of Base Erosion and Profit Shifting (BEPS) 2.0 – Global Minimum Tax</li> <li>• Risk Management Committee – Banking Sector</li> <li>• Market Risk Management (Banking Sector)</li> <li>• Directors' Training Program on Anti-Money Laundering (AML) &amp; Combating the Financing of Terrorism (CFT)</li> <li>• Directors' Training Programme on Climate Risk Management &amp; Scenario Analysis</li> <li>• The Role of the Director and the Board</li> <li>• The Board's Functions and Governance</li> <li>• Board Audit Committee Dialogue and Networking: A serious allegation is reported – What should Boards do?</li> <li>• ESG Oversight for Board</li> <li>• Beyond Box-Ticking: Essentials for Effective Remuneration Committees</li> <li>• Mandatory Accreditation Program II – Leading for Impact (LIP)</li> <li>• Malaysia Airports Board Induction Programme</li> <li>• ESG, Climate and Trust</li> </ul>	<ul style="list-style-type: none"> <li>• Accounting and Audit</li> <li>• Risk Management</li> <li>• Risk Management</li> <li>• Governance and Integrity</li> <li>• Risk Management</li> <li>• Leadership</li> <li>• Governance and Integrity</li> <li>• Governance and Integrity</li> <li>• Sustainability Skills – Social &amp; Environment</li> <li>• Leadership</li> <li>• Regulatory</li> <li>• Business and Management</li> <li>• Sustainability Skills – Social &amp; Environment</li> </ul>

Name of Director	Conference / Training Programmes Attended	Category
	<ul style="list-style-type: none"> <li>• Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers</li> <li>• Sustainability Strategy &amp; Culture</li> <li>• Spotlight on a Corporate Governance Scandal Bespoke for Sime Darby Properties Berhad Masterclass</li> <li>• Board of Director Leadership – Effective Climate Governance</li> <li>• Driving Sustainability from the Chair Masterclass</li> <li>• Governance, Risk, Integrity &amp; Control (GRIC) Conference – Leading Governance with Integrity</li> </ul>	<ul style="list-style-type: none"> <li>• Governance and Integrity</li> <li>• Sustainability Skills – Social &amp; Environment</li> <li>• Governance and Integrity</li> <li>• Leadership</li> <li>• Leadership</li> <li>• Governance and Integrity</li> </ul>
Dato' Seri Ir. Koe Peng Kang	<ul style="list-style-type: none"> <li>• Governance, Risk, Integrity &amp; Control (GRIC) Conference – Leading Governance with Integrity</li> </ul>	<ul style="list-style-type: none"> <li>• Governance and Integrity</li> </ul>
Mohd Nizam Mohd Khir	<ul style="list-style-type: none"> <li>• Program Penguatan Kapasiti Ahli Lembaga Pengarah mewakili Kementerian Kewangan</li> <li>• Malaysia Energy Supply Industry (MESI) - Future Proofing: A Roadmap Going Forward</li> <li>• Malaysia Airports Board Induction Programme</li> <li>• Mandatory Accreditation Programme (MAP)</li> <li>• CAPA Asia Aviation Summit 2023</li> </ul>	<ul style="list-style-type: none"> <li>• Leadership</li> <li>• Infrastructure Management</li> <li>• Business and Management</li> <li>• Regulatory</li> <li>• Airport and Aviation</li> </ul>

**Trainings Attended by Board Audit Committee Member**

Name of Director	Conference / Training Programmes Attended	Category
Cheryl Khor Hui Peng	<ul style="list-style-type: none"> <li>• Pillar Two of Base Erosion and Profit Shifting (BEPS) 2.0 – Global Minimum Tax</li> <li>• Risk Management Committee – Banking Sector</li> <li>• Market Risk Management (Banking Sector)</li> <li>• Directors’ Training Program on Anti-Money Laundering (AML) &amp; Combating the Financing of Terrorism (CFT)</li> <li>• Directors’ Training Programme on Climate Risk Management &amp; Scenario Analysis</li> <li>• The Role of the Director and the Board</li> <li>• The Board’s Functions and Governance</li> <li>• Board Audit Committee Dialogue and Networking: A serious allegation is reported – What should Boards do?</li> <li>• ESG Oversight for Board</li> <li>• Beyond Box-Ticking: Essentials for Effective Remuneration Committees</li> <li>• Mandatory Accreditation Program II – Leading for Impact (LIP)</li> <li>• Malaysia Airports Board Induction Programme</li> <li>• ESG, Climate and Trust</li> <li>• Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers</li> <li>• Sustainability Strategy &amp; Culture</li> </ul>	<ul style="list-style-type: none"> <li>• Accounting and Audit</li> <li>• Risk Management</li> <li>• Risk Management</li> <li>• Governance and Integrity</li> <li>• Risk Management</li> <li>• Leadership</li> <li>• Governance and Integrity</li> <li>• Governance and Integrity</li> <li>• Sustainability Skills – Social &amp; Environment</li> <li>• Leadership</li> <li>• Regulatory</li> <li>• Business and Management</li> <li>• Sustainability Skills – Social &amp; Environment</li> <li>• Governance and Integrity</li> <li>• Sustainability Skills – Social &amp; Environment</li> </ul>

Name of Director	Conference / Training Programmes Attended	Category
	<ul style="list-style-type: none"> <li>• Spotlight on a Corporate Governance Scandal Bespoke for Sime Darby Properties Berhad Masterclass</li> <li>• Board of Director Leadership – Effective Climate Governance</li> <li>• Driving Sustainability from the Chair Masterclass</li> <li>• Governance, Risk, Integrity &amp; Control (GRIC) Conference – Leading Governance with Integrity</li> </ul>	<ul style="list-style-type: none"> <li>• Governance and Integrity</li> <li>• Leadership</li> <li>• Leadership</li> <li>• Governance and Integrity</li> </ul>
Datuk Amran Hafiz Affifudin	<ul style="list-style-type: none"> <li>• Infrastructure Investor Global Summit Berlin 2023</li> <li>• Understanding Diversity, Equity and Inclusion (DEI) Workshop</li> <li>• Investment Management Workshop</li> <li>• Malaysia Airports Board Induction Programme</li> <li>• Digital Navigator Pathway</li> </ul>	<ul style="list-style-type: none"> <li>• Infrastructure Management</li> <li>• Leadership</li> <li>• Economics and Investment</li> <li>• Business and Management</li> <li>• Digitalisation and New Technologies</li> </ul>
Dato' Ir. Mohamad Husin	<ul style="list-style-type: none"> <li>• CAPA Asia Aviation Summit 2023</li> </ul>	<ul style="list-style-type: none"> <li>• Airport and Aviation</li> </ul>
Dato' Seri Ir. Koe Peng Kang	<ul style="list-style-type: none"> <li>• Governance, Risk, Integrity &amp; Control (GRIC) Conference – Leading Governance with Integrity</li> </ul>	<ul style="list-style-type: none"> <li>• Governance and Integrity</li> </ul>