

## Corporate Governance Overview Statement

The Board of Directors (“**Board**”) of Titijaya Land Berhad (“**Titijaya**” or “**Company**”) recognises the importance of good corporate governance and is committed towards upholding high standards of corporate governance for long-term sustainable business and corporate development, and to continuously protect and enhance shareholders’ value.

The Board is pleased to present this Corporate Governance Overview Statement (“**Statement**”) to provide shareholders and investors with an overview of the corporate governance practices of the Company under the leadership of the Board during the financial year ended 30 June 2023. This overview summarises the application by the Company of the Principles and Practices of the Malaysian Code on Corporate Governance 2021 (“**MCCG**”).

This Statement is made pursuant to Paragraph 15.25(1) of the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), with guidance from Practice Note 9 of the MMLR. It provides an overview of the application of the following three (3) Principles as set out in the MCCG:

- a) Principle A: Board Leadership and Effectiveness;
- b) Principle B: Effective Audit and Risk Management; and
- c) Principle C: Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders

The detailed explanation on the application of corporate governance practices is reported under the Corporate Governance Report which is available on the Company’s website.

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

#### BOARD ROLES AND RESPONSIBILITY

The Board leads the Group and plays a strategic role in overseeing the Group’s corporate objective, directions and long-term business goals. The Board is responsible for oversight and overall management of the Company.

To ensure the effective discharge of its functions and responsibilities, the Board has delegated specific responsibilities to the Audit Committee, Board Risk Management Committee, Nomination Committee and Remuneration Committee. Each of the Committees is entrusted with specific responsibilities to oversee the Company’s affairs, in accordance with their respective written Terms of Reference. The Chairman of the respective Committees shall report the outcome of their meetings to the Board. The minutes of all Board Committee meetings are circulated to the Board members so that they are kept abreast of proceedings and matters discussed at Board Committee meetings.

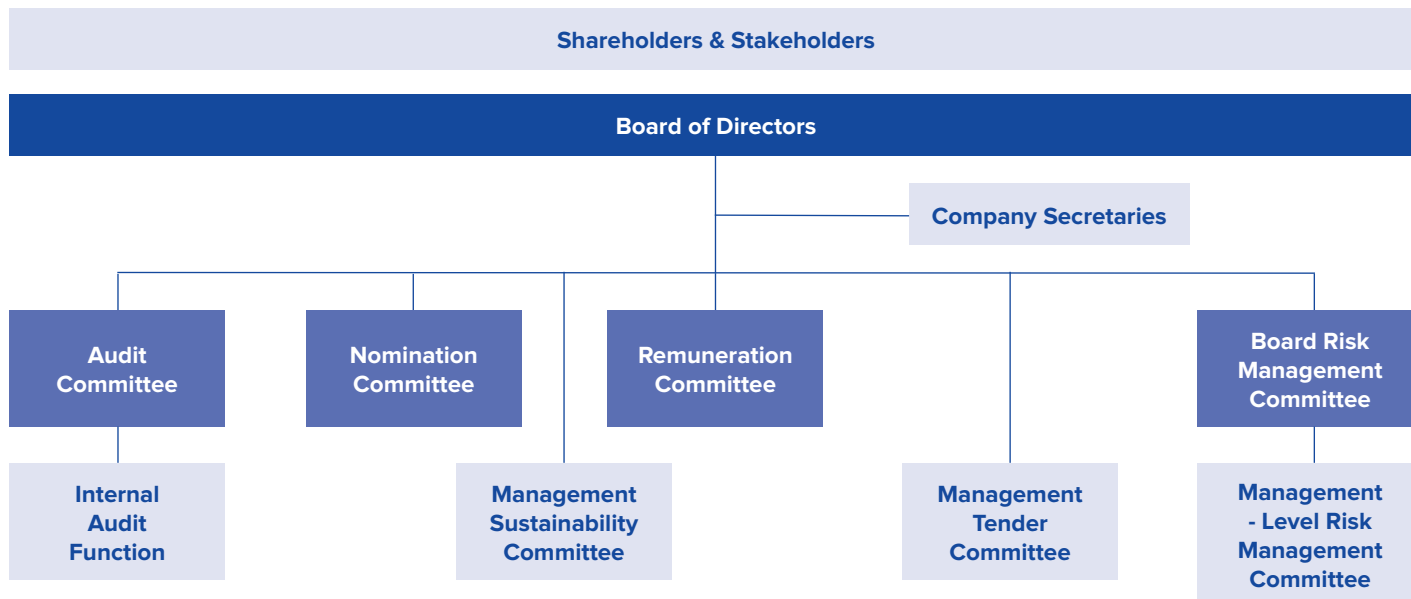
The Board is primarily entrusted with the responsibility of charting the direction of the Group and focuses mainly on strategies, financial performance and critical business issues, including the following areas: -

- Reviewing the Group’s strategic action plans particularly promoting sustainability and policies;
- Overseeing the conduct of the Group’s business to ensure that it is being properly managed;
- Identifying principal risks of the business and ensuring the implementation of appropriate systems to manage these risks;
- Appointing, training and fixing the compensation of and where appropriate, replacing senior management;
- Developing and implementing investor relations programmes and shareholder communications policy for the Company;
- Reviewing the adequacy and the integrity of the Group’s system of internal control, risk management framework and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines; and
- Responsible for the preparation of the Company’s financial statements.

## Corporate Governance Overview Statement

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The reporting structure of the Company where the power of the Board is delegated to the relevant Board Committees and the Management of the Company, is as depicted below:



Independent Non-Executive Directors provide unbiased and independent views in ensuring that the strategies proposed by the Management are fully deliberated and examined objectively, taking into perspective of the long-term interest of shareholders, other stakeholders and communities at large.

The Executive Directors take on primary responsibility for implementing the Group's business plans and managing the business activities.

Any material and important proposals that will significantly affect the policies, strategies, directions and assets of the Group will be subjected to the Board's approval. Key matters reserved for the Board's approval include dividend, related party transactions, new ventures and investment, material acquisition and disposal of assets which are not in the ordinary course of business of the Company.

### ROLES OF THE CHAIRMAN AND GROUP MANAGING DIRECTOR

The Board is led by Tengku Dato' Sri Uzir Bin Tengku Dato' Ubaidillah as the Independent Non-Executive Chairman and Datuk Lim Poh Yit as the Group Managing Director of the Company.

The roles of the Chairman and the Group Managing Director are separately held by different individuals and the division of their responsibilities is clearly established, with each having distinct and clearly defined authority and responsibilities. This is to ensure there is an appropriate balance of roles, responsibilities and accountability at the Board level.

The Chairman plays an important leadership within the Group and is responsible for:

- Setting the agenda for meetings of the Board and focus on strategic direction and performance;
- Maintaining ongoing dialogue and relationship of trust with and between the Directors and Management;
- Ensuring clear and relevant information is provided to Directors in a timely manner; and
- Ensuring sufficient time is allowed for the discussion of complex or critical issues.

## Corporate Governance Overview Statement

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The Board delegates the authority and responsibility of managing the day-to-day affairs of the Group to the Group Managing Director, and through him and subject to his oversight, to other Senior Management.

The Board recognises the crucial role and contribution played by Independent Non-Executive Directors. They represent the element of objectivity and independent judgement of the Board. This ensures that there is sufficient check and balance so that no one or particular group dominates the Board.

### COMPANY SECRETARIES

The Board is supported by qualified Company Secretaries in carrying out their roles and responsibilities. The Company Secretaries play an advisory role to the Board in relation to the Company's Constitution, Board policies and procedures and compliance with the relevant regulatory requirements, code of guidance and legislations.

The Company Secretary attends and ensures the Board and the Board Committee meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are taken and maintained at the registered office of the Company. Nevertheless, the Board does not have any agreed procedure for Directors whether as an entire Board or in their individual capacity, in furtherance of their duties to take independent professional advice at the Company's expenses, if necessary. Any need for professional advice normally comes under the purview of the Board who will deliberate on a consensual basis.

### BOARD MEETING AND ACCESS TO INFORMATION

To ensure effective conduct of Board meetings, a structured formal agenda and Board meeting papers relating to the agenda including progress reports on operations, quarterly results of the Group and the Company, financial and corporate proposals and minutes of the Board Committees are circulated to all Directors prior to each Board meeting. The Directors are thus given sufficient time to peruse the matters that will be tabled at the Board meetings to enable them to participate in the deliberations of the issues to be raised and to make informed decisions.

Where a potential conflict arises in the Group's investments, projects or any transactions involving Director's interest, such Director is required to declare his interest and abstain from further discussion and the decision-making process.

Where necessary, senior management and external advisers are invited to attend Board meetings to furnish additional insights and professional views on specific items to be tabled for the Board's consideration.

Minutes of the Board and Board Committee meetings are circulated to Directors for their perusal prior to confirmation of the Minutes at the following Board and Board Committee meetings. The Directors may request for further clarification or raise comments on the Minutes prior to confirmation of the Minutes to be tabled at the respective Board Committee meetings as the correct records of the proceedings.

In exercising Directors' duties, the Board has access to all information within the Company, the advice and services of the Company Secretaries and independent professional advice where necessary, at the Company's expense.

### TIME COMMITMENT

The Directors are required to allocate sufficient time to the Company to discharge their responsibilities effectively, including adequate time to prepare for Board and Committee meetings and in joining visits to the Group's operational sites.

Board and Board Committee meetings are scheduled at the onset of the calendar year. An annual corporate calendar with an indication of the key business items for each meeting is circulated to all Directors, to facilitate the Directors' time planning.

The Board met five (5) times during the financial year ended 30 June 2023, where it deliberated upon and considered a variety of matters including the Group's financial results, major investments and strategic decisions, the business direction of the Group, related party transaction and corporate governance matters. The Board also noted the decisions, recommendations and issues deliberated by the Board Committees through the minutes of these committees.

## Corporate Governance Overview Statement

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In the interval between Board meetings, any matter requiring urgent Board decision and/or approvals will be sought via circular resolutions which are supported with all the relevant information and explanations required for an informed decision to be made.

The attendance of Directors who were in office during the financial year ended 30 June 2023 is set out below:-

| Name of Directors                                                                                               | Number of Meetings Attended |
|-----------------------------------------------------------------------------------------------------------------|-----------------------------|
| Tengku Dato' Sri Uzir Bin Tengku Dato' Ubaidillah<br><i>(Appointed on 29 November 2022)</i>                     | 3/3                         |
| Datuk Lim Poh Yit                                                                                               | 5/5                         |
| Lim Puay Fung                                                                                                   | 5/5                         |
| Dato' Faizal bin Abdullah                                                                                       | 5/5                         |
| Chin Kim Chung                                                                                                  | 5/5                         |
| Dato' P'ng Soo Hong<br><i>(Appointed on 29 November 2022)</i>                                                   | 2/3                         |
| Azura Binti Azman<br><i>(Appointed on 29 November 2022)</i>                                                     | 3/3                         |
| Mohd Izhar Bin Moslim<br><i>(Appointed on 29 November 2022)</i>                                                 | 3/3                         |
| Admiral Tan Sri Dato' Setia Mohd Anwar Bin Hj Mohd Nor <i>(Retired)</i><br><i>(Retired on 29 November 2022)</i> | 2/2                         |
| Tan Sri Syed Yusof Bin Tun Syed Nasir<br><i>(Retired on 29 November 2022)</i>                                   | 2/2                         |
| Datuk Seri Ch'ng Toh Eng<br><i>(Retired on 29 November 2022)</i>                                                | 2/2                         |
| Dato' Mohd Ibrahim Bin Mohd Nor<br><i>(Retired on 29 November 2022)</i>                                         | 2/2                         |

### BOARD CHARTER

The Board Charter provides guidance to the Board in the fulfilment of its roles, duties and responsibilities which are in line with the principles of good corporate governance.

The Board Charter is made available on the Company's website at [www.titijaya.com.my](http://www.titijaya.com.my) and will be reviewed when necessary to ensure it remains consistent with the Board's objectives, current law and practices.

### CODE OF CONDUCT AND ETHICS, WHISTLEBLOWING POLICY AND ANTI-BRIBERY AND CORRUPTION POLICY

The Board is committed to maintaining and practising ethical values and corporate culture in carrying out its duties, with such practices formalised through the Directors' Code of Conduct and Ethics which has been uploaded on the Company's website at [www.titijaya.com.my](http://www.titijaya.com.my).

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The Group sets high standards of behaviour and uses those values embedded in the Code of Conduct for Employees to build substance in the character, credibility and reputation of the Group that are observable through individual behaviour, individually and collectively as a team and as a company. In serving customers and in dealing with suppliers, vendors and sub-contractors, the Group strives to put their interest ahead of other personal interests in order to uphold the Group's reputation and their confidence with the Group. The Group is committed to provide efficient, effective and excellent products and services in an impartial manner.

The Whistleblowing Policy allows employees, stakeholders, contractors and any individuals to disclose any misconduct or malpractice on a confidential basis so as to allow appropriate remedial action to be taken. The policy is also to reinforce the Group's commitment to its policies and values and to develop a culture of openness, accountability and integrity within the Group. The Anti-Bribery and Corruption Policy has been developed with the purpose of fulfilling the legal and regulatory requirements and sets out the overall position on bribery and corruption in all forms.

The Board has established the Anti-Bribery and Corruption Policy, guided by the Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the Malaysian Anti-Corruption Commission Act 2009. The primary aim of the Anti-Bribery and Corruption Policy is to provide information and guidance to the Directors, employees and business associates on standards of behaviour and to uphold their responsibilities to which must be adhered to, recognised, as well as dealing with bribery and corruption.

The Whistleblowing Policy as well as the Anti-Bribery and Corruption Policy can be viewed on the Company's website at [www.titijaya.com.my](http://www.titijaya.com.my).

The Board has adopted the Directors' Fit and Proper Policy in compliance with Paragraph 15.01A of the MMLR of Bursa Securities. The Directors' Fit and Proper Policy sets out the fit and proper criteria and serves as a guide for the appointment of prospective Directors and re-election of retiring Directors on the Board of the Company.

The Directors' Fit and Proper Policy is available on the Company's website at [www.titijaya.com.my](http://www.titijaya.com.my).

### SUSTAINABILITY MANAGEMENT

The Board is mindful of the importance of building a sustainable business and is committed to the promotion of best practice principles in this regard. The Board recognises that enhancing sustainability is a long-term commitment and therefore takes into consideration of the environmental, social and governance impact when developing the corporate strategy.

The Group is committed to provide a safe workplace for its employees with emphasis on best practice in health, safety and environment and conducting its business in a way that is environmentally sound. The Group is also committed to protect the environment through conscientious efforts to ensure pollution levels are kept to a minimum in respect of its construction works. The Group also aims to eliminate all occupational injuries, prevent pollution at its source and optimises the use of natural resources.

### BOARD COMPOSITION

The Board consists of eight (8) Directors, comprising four (4) Independent Non-Executive Directors, three (3) Executive Directors and one (1) Non-Independent Non-Executive Director which complies with Paragraph 15.02 of the MMLR of Bursa Securities. The said paragraph requires at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, to be independent.

The composition of the Board is also in line with Practice 5.2 of the MCCG which requires at least half of the Board comprises independent Directors. The profiles of the Directors are set out in the Directors' Profile in this Annual Report.

Furthermore, in total, 25% of the present Board is represented by two (2) women Directors as at 30 June 2023, reflecting our commitment to gender parity and complying with the MMLR of Bursa Securities which comprises of at least one (1) woman Director.

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The Board consists of qualified individuals of different range of skills, experiences and backgrounds and the size of the Board is such that it facilitates the making of informed and critical decisions for the Group. Executive Directors have direct responsibilities on the day-to-day business operations and frequently attend management meetings wherein operational details and other issues are discussed and considered.

The presence of Independent Non-Executive Directors provides guidance, independent views, advice and judgement in ensuring that the strategies proposed are discussed and examined. This provides a balance in the Board to safeguard the interest of minority shareholders and to ensure that high standards of conduct and integrity are maintained by the Group.

### INDEPENDENCE

The Board recognises the importance of independence and objectivity in the decision-making process as advocated in MCCG. The Board is committed to ensure that Independent Directors are capable to exercise independent judgment and act in the best interest of the Company.

The Board via the Nomination Committee conducted an independent assessment of the Independent Directors. The Nomination Committee is satisfied with the results whereby all the Independent Directors fulfilled the criteria of “Independence” as prescribed under the MMLR of Bursa Securities.

### TENURE OF INDEPENDENT DIRECTORS

Practice 5.3 of the MCCG recommends that the tenure of an Independent Director should not exceed a cumulative of nine (9) years. Upon completion of the nine (9) years’ term, an Independent Director may continue to serve on the Board subject to the Director’s re-designation as a Non-Independent Director. In the event such Director is to be retained as an Independent Director, the Board must first justify and seek annual shareholders’ approval through a two-tier voting process as described in the Guidance to Practice 5.3 of the MCCG provided the tenure does not exceed a cumulative of 12 years.

As of to date of the Statement, none of the Independent Directors has served more than nine (9) years on the Board.

### GENDER, ETHNICITY AND AGE GROUP DIVERSITY POLICIES

The Board is cognisant of the gender diversity recommendation promoted by MCCG pertaining to the need to establish a policy formalising the approach to boardroom diversity and to set targets and measures for the adoption of the said recommendation. Presently, there are two (2) existing woman Directors on the Board of the Company.

The Board does not have a specific policy on gender, ethnicity and age group for candidates to be appointed to the Board and does not have a specific policy on setting a target for woman candidates in the workforce. The Company does not practice any form of gender, ethnicity and age group bias as all candidates shall be given fair and equal treatment.

The Board believes that there is no detriment to the Company in not adopting a formal gender, ethnicity and age group diversity policy as the Company is committed to provide fair and equal opportunities and nurturing diversity within the Company. In identifying suitable candidates for appointment to the Board, the Nomination Committee will consider candidates based on the candidates’ competency, skills, character, time commitment, knowledge, experience and other qualities in meeting the needs of the Company and with due regard for the benefits of diversity on the Board.

### NOMINATION COMMITTEE

At present, the Nomination Committee comprises entirely of Independent Non-Executive Directors. An Independent Director is appointed as Chairman of the Nomination Committee. The Nomination Committee shall meet at least once a year or as and when deemed fit and necessary. The members of the Nomination Committee are as follows: -

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| Name                                                                                                     | Designation | Directorship                           |
|----------------------------------------------------------------------------------------------------------|-------------|----------------------------------------|
| <i>Mohd Izhar Bin Moslim<br/>(Appointed on 29 November 2022)</i>                                         | Chairman    | Independent Non-Executive Director     |
| <i>Admiral Tan Sri Dato' Setia Mohd Anwar Bin Hj Mohd Nor (Retired)<br/>(Ceased on 29 November 2022)</i> | Chairman    | Independent Non-Executive Director     |
| <i>Dato' P'ng Soo Hong<br/>(Appointed on 29 November 2022)</i>                                           | Member      | Independent Non-Executive Director     |
| <i>Azura Binti Azman<br/>(Appointed on 29 November 2022)</i>                                             | Member      | Independent Non-Executive Director     |
| <i>Datuk Seri Ch'ng Toh Eng<br/>(Ceased on 29 November 2022)</i>                                         | Member      | Independent Non-Executive Director     |
| <i>Tan Sri Syed Mohd Yusof Bin Tun Syed Nasir<br/>(Ceased on 29 November 2022)</i>                       | Member      | Non-Independent Non-Executive Director |

The Nomination Committee is empowered by the Board to, amongst others, recommend suitable candidates for new appointments to the Board. In making these recommendations, the Nomination Committee considers the required mix of skills and experiences the Directors would bring to the Board. Any new nomination received is recommended to the full Board for assessment and endorsement.

The Nomination Committee assesses the effectiveness of the Board and the Committees of the Board annually to ensure that the Board has an appropriate balance of skills, expertise and core competencies.

The Terms of Reference of the Nomination Committee are published on the Company's website at [www.titijaya.com.my](http://www.titijaya.com.my).

### SELECTION AND APPOINTMENT OF BOARD, BOARD COMMITTEES AND DIRECTORS

#### ***New Appointments to the Board***

The Nomination Committee is responsible for making recommendations for any new appointments to the Board and its various Board Committees. In making these recommendations, the Nomination Committee considers the required mix of skills and experience, integrity, competence and time commitment which the Directors should bring to the Board.

All the Board members shall notify the Chairman of the Board prior to the acceptance of new Board appointment(s) in public and public listed companies incorporated in Malaysia as well as directorships in corporations with similar businesses operating in the same jurisdiction.

The Chairman of the Board shall notify the Board members before accepting any new directorships in public and public listed companies incorporated in Malaysia as well as directorships in corporations with similar businesses operating in the same jurisdiction. The notification should include an indication of the time that will be spent on the new appointment.

The Nomination Committee had considered and recommended the appointment of the following Directors as Independent Non-Executive Directors of the Company:-

- Tengku Dato' Sri Uzir Bin Tengku Dato' Ubaidillah
- Dato' P'ng Soo Hong
- Azura Binti Azman
- Mohd Izhar Bin Moslim

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The Nomination Committee had reviewed their profiles, curriculum vitae, the qualifications and the disclosure of their other directorships and had considered their background, academic qualifications, fit and proper criteria, skill set, experiences, time commitment and competencies prior to their appointment as Independent Non-Executive Directors of the Company.

### **Re-election of Directors**

In accordance with the Company's Constitution, all Directors who are appointed by the Board are subject to re-election by shareholders at the next Annual General Meeting ("**AGM**"). The Constitution also provides that at least one third (1/3) of the Directors is subject to re-election by rotation at each AGM, provided that the Directors including the Managing Director shall retire at least once in every three (3) years but shall be eligible for re-election.

The Constitution further provides that all Directors who are appointed during the financial year are subject to retirement and re-election by the shareholders at the AGM following their appointment.

At the upcoming Eleventh AGM, Datuk Lim Poh Yit will retire by rotation pursuant to Clause 122 of the Company's Constitution and being eligible, has offered himself for re-election.

In accordance with Clause 121 of the Company's Constitution, the following Directors will retire from the Board at the forthcoming AGM and being eligible, offer themselves for re-election:-

- Dato' P'ng Soo Hong
- Azura Binti Azman
- Mohd Izhar Bin Moslim

In addition to the annual Board evaluation exercise, the Directors who are standing for re-election have also completed declarations in relation to fit and proper requirements as enumerated in the Directors' Fit and Proper Policy.

Following the fit and proper assessment, both the Nomination Committee and the Board were satisfied that the Directors seeking re-election are fit and proper to be re-elected as Directors of the Company and have recommended the re-election of the retiring Directors be tabled at the forthcoming AGM for the shareholders' approval.

Tengku Dato' Sri Uzir Bin Tengku Dato' Ubaidillah who is standing for re-election as Director of the Company pursuant to Clause 121 of the Company's Constitution has expressed his intention not to seek re-election. Therefore, he will hold office as Director until the conclusion of the forthcoming AGM.

### **Annual Assessment**

The Nomination Committee has a formal assessment mechanism to assess the effectiveness of the Board as a whole and the contribution of each individual Director.

The Board through its Nomination Committee conducts an annual review of its size and composition to determine if the Board has the right size and sufficient diversity with independent elements that fit the Company's objectives and strategic goals.

During the financial year ended 30 June 2023, the Nomination Committee held one (1) meeting with full attendance of all its members, for the following matters: -

- Reviewed the suitability of the Directors who would be retiring by rotation at the forthcoming Annual General Meeting for re-election for the Board's consideration;
- Reviewed the independence, experience and skills set of the proposed candidate and recommend to the Board on the appointment of the same for the position as Director of the Company;



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- Conducted the annual assessment on the effectiveness of the Board as a whole and the Board Committees as well as contribution and performance of each individual director;
- Reviewed and assessed the effectiveness of the Audit Committee and its composition to ensure their duties have been carried out according to its Terms of Reference; and
- Assessment of the independence of Independent Directors.

Based on the results of the annual assessment, the Nomination Committee has made the following observations: -

- the current size and composition of the Board is appropriate and well-balanced with the right mix of skills with the Board composition comprising individuals of high caliber, credibility and with necessary skills and qualifications to enable the Board to discharge its responsibility effectively.
- all Board Committees members have discharged their duties with care and diligence according to the respective Terms of Reference.

### TRAINING

The Board acknowledges that continuous education is essential for the Directors to further enhance their skills and knowledge. The Board shall ensure compliance with the Mandatory Accreditation Programme as required by Bursa Securities for the newly appointed Directors.

Newly appointed Directors are invited to attend an in-house orientation programme which is usually conducted after their effective appointment date.

Training is available to all Directors on an ongoing basis and the training needs of Directors would be assessed and proposed by the individual Directors. Each Director determines the areas of training that he or she may require for personal development as a Director or as a member of a Board Committee.

During the financial year under review, the Directors have attended appropriate training programs conducted by external experts to equip themselves with the knowledge to discharge their duties more effectively and to keep abreast of marketplace developments. The training programs that the Directors had attended are as follows: -

| Name of Directors                                    | Training / Courses Attended                                                                                                                                                                                                                                                                                                                                                                  |
|------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Tengku Dato' Sri Uzir Bin<br>Tengku Dato' Ubaidillah | <ul style="list-style-type: none"> <li>• Training on ESG Awareness and Trends in ESG Reporting</li> </ul>                                                                                                                                                                                                                                                                                    |
| Datuk Lim Poh Yit                                    | <ul style="list-style-type: none"> <li>• Training on ESG Awareness and Trends in ESG Reporting</li> </ul>                                                                                                                                                                                                                                                                                    |
| Lim Puay Fung                                        | <ul style="list-style-type: none"> <li>• Training on ESG Awareness and Trends in ESG Reporting</li> <li>• Digital Marketing Masterclass</li> <li>• Defect Management in Stratified Buildings</li> <li>• Pengurusan Strata yang Efektif: Panduan Praktikal dan Lawatan ke Pangsapuri Terpilih</li> <li>• Breach of Contracts : Implications, Consequences &amp; Effective Remedies</li> </ul> |
| Dato' Faizal bin Abdullah                            | <ul style="list-style-type: none"> <li>• Training on ESG Awareness and Trends in ESG Reporting</li> </ul>                                                                                                                                                                                                                                                                                    |
| Dato' P'ng Soo Hong                                  | <ul style="list-style-type: none"> <li>• Training on ESG Awareness and Trends in ESG Reporting</li> <li>• Mandatory Accreditation Programme (MAP)</li> </ul>                                                                                                                                                                                                                                 |

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| Name of Directors     | Training / Courses Attended                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Chin Kim Chung        | <ul style="list-style-type: none"> <li>• Training on ESG Awareness and Trends in ESG Reporting</li> <li>• Audit Evidence and Sampling</li> <li>• Environmental, Social &amp; Governance (ESG) in Financial Reporting</li> <li>• Understanding of Internal Controls and Test of Controls</li> <li>• Using Analytical Procedures in Audit</li> <li>• How Compliance with IFRS/MFRS Influences Obtaining Sufficient and Appropriate Audit Evidence by Tan Boon Wooi</li> <li>• The Auditor's Response to Assessed Risks</li> <li>• ISRS 4400 (Revised) Agreed-Upon Procedures Engagements</li> <li>• ISA 220 (Revised) New Approach to Quality Management at the Engagement Level</li> <li>• ISA 315 (2019) A New Approach to Risk Assessment</li> <li>• Workshop on ISQM1 Guide and Illustrative Manual (IGIM)</li> <li>• Specific Audit Documentation Requirements in other ISAS</li> <li>• Reporting Financial Instruments MFRS9, MFRS132 &amp; MFRS7 and Section 11, 12 &amp; 22 of MPERS</li> </ul> |
| Azura Binti Azman     | <ul style="list-style-type: none"> <li>• Training on ESG Awareness and Trends in ESG Reporting</li> <li>• Mandatory Accreditation Programme (MAP)</li> <li>• Capital Market Director Programme</li> <li>• Board's Role in Liquidity Risk Management and Board's Role in Asset-Liability Management (ALM)</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Mohd Izhar Bin Moslim | <ul style="list-style-type: none"> <li>• Training on ESG Awareness and Trends in ESG Reporting</li> <li>• Mandatory Accreditation Programme (MAP)</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

During the financial year under review, the Company Secretaries had regularly updated and notified the Board on the invitations for trainings / seminars organised by Bursa Securities, Securities Commission Malaysia and any other relevant bodies and changes to the laws and regulations.

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### REMUNERATION POLICIES

#### **Remuneration Committee**

The Remuneration Committee comprises one (1) Independent Non-Executive Director, one (1) Non-Independent Non-Executive Director and one (1) Executive Director. The members of the Remuneration Committee are as follows: -

| Name                                                     | Designation | Directorship                           |
|----------------------------------------------------------|-------------|----------------------------------------|
| Dato' P'ng Soo Hong<br>(Appointed on 29 November 2022)   | Chairman    | Independent Non-Executive Director     |
| Datuk Seri Ch'ng Toh Eng<br>(Ceased on 29 November 2022) | Chairman    | Independent Non-Executive Director     |
| Datuk Lim Poh Yit                                        | Member      | Group Managing Director                |
| Chin Kim Chung                                           | Member      | Non-Independent Non-Executive Director |

The Board is aware of the recommendation of MCCG that the Remuneration Committee should only consist of Non-Executive Directors and a majority of them must be Independent Directors.

The Board will review the composition of the Remuneration Committee to be in line with MCCG.

The Terms of Reference of the Remuneration Committee is available on the Company's website at [www.titijaya.com.my](http://www.titijaya.com.my).

#### **Remuneration of Directors and Senior Management**

The Board has instituted a set of policies and procedures to govern the remuneration of Directors and Senior Management. The policies and procedures serve as guidelines for the Board in remunerating Directors and Senior Management with a view to attract, retain and motivate talented and high calibre individuals. The Remuneration Policy of Directors and Senior Management is available for reference at the Company's website at [www.titijaya.com.my](http://www.titijaya.com.my).

The remuneration of Executive Directors is structured to link rewards to corporate and individual performance in order to attract, retain and motivate the Executive Directors to manage the Group successfully. For the Non-Executive Directors, the level of remuneration reflects the experience, expertise and level of responsibilities undertaken by the particular Non-Executive Director concerned. Non-Executive Directors will be paid based on fixed fees that commensurate with their responsibilities in the Board and Board Committees.

The Directors abstain from participating in discussion concerning their own remuneration and play no part in determining their own remuneration.

During the financial year ended 30 June 2023, the Remuneration Committee met two (2) times with full attendance of all its members for the following matters prior to making recommendations to the Board for approval: -

- Reviewed the bonus structure of the Group
- Reviewed the proposed bonus payment for the Executive Directors
- Reviewed the proposed bonus payment for employees of the Group
- Reviewed and recommended the payment of Directors' fees and benefits

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The details of the aggregate remuneration (including benefits-in-kind) of the Directors of the Company and Group who served during the financial year ended 30 June 2023 are as follows:

### Received from the Company

| In Ringgit Malaysia                                                                            | Salaries, Bonus and Other Emoluments | Allowance | Fees   | Total  |
|------------------------------------------------------------------------------------------------|--------------------------------------|-----------|--------|--------|
| Tengku Dato' Sri Uzir Bin Tengku Dato' Ubaidillah<br><i>(Appointed on 29 November 2022)</i>    | -                                    | 4,400     | 44,000 | 48,400 |
| Datuk Lim Poh Yit                                                                              | -                                    | -         | 42,400 | 42,400 |
| Lim Puay Fung                                                                                  | -                                    | -         | 41,400 | 41,400 |
| Dato' Faizal bin Abdullah                                                                      | -                                    | -         | 41,400 | 41,400 |
| Chin Kim Chung                                                                                 | -                                    | 11,400    | 58,500 | 69,900 |
| Dato' P'ng Soo Hong<br><i>(Appointed on 29 November 2022)</i>                                  | -                                    | 4,400     | 28,000 | 32,400 |
| Azura Binti Azman<br><i>(Appointed on 29 November 2022)</i>                                    | -                                    | 4,400     | 28,000 | 32,400 |
| Mohd Izhar Bin Moslim<br><i>(Appointed on 29 November 2022)</i>                                | -                                    | 4,400     | 28,000 | 32,400 |
| Admiral Tan Sri Dato' Setia Mohd Anwar Bin Hj Mohd Nor<br><i>(Retired on 29 November 2022)</i> | -                                    | 7,000     | 29,200 | 36,200 |
| Tan Sri Syed Mohd Yusof Bin Tun Syed Nasir<br><i>(Retired on 29 November 2022)</i>             | -                                    | 6,000     | 17,250 | 23,250 |
| Datuk Seri Ch'ng Toh Eng<br><i>(Retired on 29 November 2022)</i>                               | -                                    | 7,500     | 19,600 | 27,100 |
| Dato' Mohd Ibrahim Bin Mohd Nor<br><i>(Retired on 29 November 2022)</i>                        | -                                    | 6,500     | 19,200 | 25,700 |

## Corporate Governance Overview Statement

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## Received on Group Basis

| In Ringgit Malaysia                                                                     | Salaries, Bonus and Other Emoluments | Allowance | Fees   | Total     |
|-----------------------------------------------------------------------------------------|--------------------------------------|-----------|--------|-----------|
| Tengku Dato' Sri Uzir Bin Tengku Dato' Ubaidillah<br>(Appointed on 29 November 2022)    | -                                    | 4,400     | 44,000 | 48,400    |
| Datuk Lim Poh Yit                                                                       | 1,042,412                            | -         | 42,400 | 1,084,812 |
| Lim Puay Fung                                                                           | 700,251                              | -         | 41,400 | 741,651   |
| Dato' Faizal bin Abdullah                                                               | 269,899                              | -         | 41,400 | 311,299   |
| Chin Kim Chung                                                                          | -                                    | 11,400    | 58,500 | 69,900    |
| Dato' P'ng Soo Hong<br>(Appointed on 29 November 2022)                                  | -                                    | 4,400     | 28,000 | 32,400    |
| Azura Binti Azman<br>(Appointed on 29 November 2022)                                    | -                                    | 4,400     | 28,000 | 32,400    |
| Mohd Izhar Bin Moslim<br>(Appointed on 29 November 2022)                                | -                                    | 4,400     | 28,000 | 32,400    |
| Admiral Tan Sri Dato' Setia Mohd Anwar Bin Hj Mohd Nor<br>(Retired on 29 November 2022) | -                                    | 7,000     | 29,200 | 36,200    |
| Tan Sri Syed Mohd Yusof Bin Tun Syed Nasir<br>(Retired on 29 November 2022)             | -                                    | 6,000     | 17,250 | 23,250    |
| Datuk Seri Ch'ng Toh Eng<br>(Retired on 29 November 2022)                               | -                                    | 7,500     | 19,600 | 27,100    |
| Dato' Mohd Ibrahim Bin Mohd Nor<br>(Retired on 29 November 2022)                        | -                                    | 6,500     | 19,200 | 25,700    |

The Board has decided not to apply Practice 8.2 of the MCCG which requires the disclosure of the remuneration of the top 5 Senior Management personnel on a named basis in bands of RM50,000 due to confidentiality and personal security concern.

Accordingly, the remuneration of the top 5 Senior Management in each remuneration band for the financial year ended 30 June 2023 is as follows: -

| Remuneration Bands (RM) | Number of Senior Management<br>(Excluding Executive Directors) |
|-------------------------|----------------------------------------------------------------|
| 50,000 and below        | -                                                              |
| 50,001 - 100,000        | -                                                              |
| 100,001 – 200,000       | 3                                                              |
| 200,001 – 300,000       | 1                                                              |
| 300,001 – 400,000       | 1                                                              |

## Corporate Governance Overview Statement

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Included in the top 5 Senior Management was Mr. Teh Kian Joo, who, had relinquished his position as Senior General Manager of Property Development and Project Department of Titijaya Land Berhad in January 2023.

Similar comparable elements, including individuals' responsibilities, skills, knowledge and contributions to the Group's performance, are also taken into consideration when deciding the remuneration packages of the Group's Senior Management. The Board will ensure that the remuneration of the Senior Management commensurates with their duties and responsibilities, the performance of the Company and on par with market payouts.

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### AUDIT COMMITTEE

The role of the Audit Committee in relation to the External Auditors is set out in the Audit Committee Report of this Annual Report. The Company has always maintained a formal and transparent relationship with its auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia.

The Board regards the members of the Audit Committee collectively possess the accounting and related financial management expertise and experience required for Audit Committee to discharge its responsibilities and assist the Board in its oversight over the financial reporting process.

#### COOLING PERIOD OF A FORMER PARTNER OF EXTERNAL AUDIT FIRM

In order to strengthen the independence of the Audit Committee, MCCG recommends to observe a minimum three (3) years cooling-off period before any former partner of an external audit firm being appointed as a member of the Audit Committee. Such a clause is included in the Terms of Reference of the Audit Committee.

Presently, none of the Audit Committee members is a former partner of the external audit firm (and/or its affiliate firm), and the Board anticipates that none of the former partners will be appointed to the Audit Committee in the near future.

#### RELATIONSHIP WITH AUDITORS

The External Auditors are regularly invited to attend the Audit Committee meetings for discussion on their audit plan, audit findings and the financial statements of the Company. At least one of these meetings is held with the External Auditors without the presence of the management. The Audit Committee also meets with the External Auditors additionally whenever it deems necessary. In addition, the External Auditors attend the Annual General Meeting of the Company and are available to answer shareholders' questions on the conduct of the statutory audit and the preparation and content of the Annual Report.

The Board and the Audit Committee emphasise greatly the objectivity and independence of External Auditors in providing relevant, professional and transparent reports to its shareholders. In assessing the independence of External Auditors, the Audit Committee obtains confirmation from the External Auditors, indicating that they are, and have been, independent throughout the conduct of the audit engagement with the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants and the By-Laws (On Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants throughout the audit engagement in respect of the financial year under review.

#### ASSESSMENT ON THE SUITABILITY, OBJECTIVITY AND INDEPENDENCE OF EXTERNAL AUDITORS

The Audit Committee considers the reappointment, remuneration and terms of engagement of the External Auditors annually. The review procedures entail the use of the prescribed External Auditors Evaluation Form, with emphasis of evaluation on the independence and service level of the External Auditors, which amongst others, include reviewing the External Auditors' performance and quality of work, ability to meet deadlines, timeliness of service deliverables and non-audit services provided.

The Audit Committee met with the External Auditors without the presence of Executive Directors and Management to enquire on any extraordinary matters or confidential comments that necessitated the Audit Committee's attention.

## Corporate Governance Overview Statement

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Having regard to the outcome of its assessment, the Audit Committee is satisfied with the independence of Baker Tilly Monteiro Heng PLT (“**Baker Tilly**”) as the External Auditors of the Company and also on their audit and non-audit fees for the services rendered by Baker Tilly and its affiliates for the financial year ended 30 June 2023. The Board will recommend for shareholders’ approval during the AGM the reappointment of Baker Tilly as the External Auditors.

### COMPLIANCE WITH APPLICABLE FINANCIAL REPORTING STANDARDS

The Board is committed in providing a balanced, clear and understandable assessment of the financial position, performance and prospects of Titijaya Group in the disclosures made to the shareholders and the regulatory authorities.

The Board takes responsibility to ensure that the financial statements of the Company present a balanced and meaningful assessment of the Group’s position and prospects and to ensure that the financial statements are drawn up in accordance with the provisions of the Companies Act 2016 and applicable accounting standards in Malaysia.

The Board, assisted by the Audit Committee, oversees the Group’s financial reporting process and the information for disclosure to ensure accuracy, adequacy and completeness.

The membership of the Audit Committee, their responsibilities and main works carried out for the financial year ended 30 June 2023 are set out in the Audit Committee Report of this Annual Report.

## RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

### RISK MANAGEMENT FRAMEWORK

The Board fulfills its responsibilities in the risk governance and oversight functions through its Board Risk Management Committee who reviews the effectiveness of the risk management framework and manages the overall risk exposure to the Group. The Board Risk Management Committee is responsible for assisting the Board in overseeing the risk management matters in line with the step-up practice set out in the MCCG.

The Board Risk Management Committee assesses and monitors the efficiency of the risk management controls and measures taken, whilst the adequacy and effectiveness of the internal controls are reviewed by the Audit Committee through the work performed by the internal audit function for the Group.

### INTERNAL AUDIT FUNCTION

The Group’s internal audit function is outsourced to an independent consulting firm, to assist the Board and the Audit Committee in providing independent assessment of the adequacy, efficiency and effectiveness of the Group’s internal control system.

The internal audit function has prepared a risk-based internal audit plan and incorporated a holistic schedule of assignments to provide independent assurance on the system of risk management and safeguarding of the Group’s assets. Scheduled internal audits are carried out by the Internal Auditors based on the audit plan presented to and approved by the Audit Committee.

During the financial year ended 30 June 2023, internal audit reviews were carried out and the findings of the reviews, including the recommended management action plans were presented directly to the Audit Committee. Based on the internal audit reviews conducted, none of the weaknesses noted has resulted in any material losses, contingencies or uncertainties that would require separate disclosure in this Annual Report.

The information on the Group’s risk management and internal control is presented in the Statement on Risk Management and Internal Control as set out of this Annual Report.

## Corporate Governance Overview Statement

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### PRINCIPLE C: INTERGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

#### ENGAGEMENT WITH STAKEHOLDERS

##### Corporate Disclosure Policy

The Company recognises the value of transparent, consistent and coherent communications with the investing community consistent with commercial confidentiality and regulatory considerations.

The Company is committed to ensure that communications to the investing public regarding the business, operations and financial performance of the Company are accurate, timely, factual, informative, consistent, broadly disseminated and where necessary, information filed with regulators is in accordance with applicable legal and regulatory requirements.

The Company is guided by the Corporate Disclosure Guide issued by Bursa Securities with the consultation of the Company Secretaries, advisers and/or other service providers.

The Company's website incorporates an Investor Relations section which provides all relevant information of the Company and is accessible by the public. The Investor Relations section enhances the Investor Relations function by including all announcements made by the Company.

##### Leverage on Information Technology for Effective Dissemination of Information

The Board has established a dedicated section for corporate information on the Company's website where information on the Company announcements, financial information and stock information can be accessed.

#### CONDUCT OF ANNUAL GENERAL MEETINGS

##### Encourage Shareholder Participation at General Meeting

The Board and Management convey information about the Company's performance, corporate strategy and other matters affecting shareholders and investors through timely dissemination of information which include distribution of annual reports and relevant circulars and issuance of press releases. Enquiries by shareholders are dealt with promptly as practicable as possible.

##### Annual General Meeting

The AGM is the principal forum for dialogue with shareholders. Notice of the AGM and annual reports are sent out to shareholders at least 28 days before the date of the meeting. At the meeting, Management makes a presentation on the year's financial results and business activities.

At the AGM, the Board encourages shareholders to participate in the question-and-answer session whereby the Directors are available to discuss the aspects of the Group's performance and its business activities. The Chairman responds to shareholders' questions during the meeting.

An explanatory statement to facilitate full understanding and evaluation of the issues involved will accompany items of special business included in the notice of the meeting.

##### Poll Voting

Pursuant to the MMLR, any resolution set out in the notice of any general meeting, or in any notice of resolution which may be properly moved and is intended to be moved at any general meeting, is voted by poll.

The Company had conducted its voting on all resolutions by poll at its Tenth AGM held on 29 November 2022. An independent scrutineer will be appointed to validate the poll results and the decision of each resolution, including the votes for and against the resolution, will be made known at the meeting and the outcome is announced via Bursa Link on the same meeting day.



## Corporate Governance Overview Statement

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### Effective Communication and Proactive Engagement

The Board believes that a constructive and effective relationship with all investors is essential in enhancing shareholder value and recognises the importance of timely dissemination of information to the investor community and shareholders.

During the last AGM, the Group Chief Financial Officer presented an overview and explained the operational and financial performance of the Group, its corporate strategies, trends and the outlook for the future. Shareholders present at the meeting had the opportunity to enquire on the Group's performance and operations and were invited to ask questions during the question-and-answer session.

Further, apart from announcements and public statements required by Bursa Securities, the Company also issues press releases and conducts media and analysts briefings in conjunction with the release of the Group's quarterly and annual financial result announcements as deemed fit.

### KEY FOCUS AREAS AND FUTURE PRIORITIES

Moving forward, the Board and its respective Board Committees will continue to: -

- consider with Management what opportunities are likely to emerge in the current environment, how issues of corporate purpose and ESG relate to corporate strategy, and what opportunities and risks arise from the heightened attention to stakeholder interests and ESG, including climate change
- understand the risks associated with strategic decisions and operations and the processes Management has in place to identify, monitor and manage risk

### COMPLIANCE STATEMENT

The Board is satisfied that for the financial year ended 30 June 2023, the Company has applied substantially the practices encapsulated in the MCCG, except for those departures highlighted in the CG Report. The CG Report is available on the Company's website at [www.titijaya.com.my](http://www.titijaya.com.my).

This CG Overview Statement together with the CG Report were presented and approved by the Board on 12 October 2023.