

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0339  
**COMPANY NAME** : CBH Engineering Holding Berhad  
**FINANCIAL YEAR** : December 31, 2024

## OUTLINE:

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

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

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

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

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

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("<b>Board</b>") of CBH Engineering Holding Berhad ("<b>CBHB Group</b>" or "<b>the Company</b>") is collectively responsible for the leadership, oversight, and securing the long-term success of CBHB Group and its subsidiary ("<b>Group</b>"). The responsibility entails guiding the Group towards generating sustainable value for its stakeholders while upholding rigorous governance standards. The Board members are expected to demonstrate exemplary stewardship, professionalism, and alignment with the Group's principles, all while fulfilling their fiduciary obligations.</p> <p>Additionally, the Board is responsible for overseeing that the Management maintains a robust governance system and internal controls. This is to ensure operations are carried out effectively and efficiently, maintain internal control standards, and comply with all relevant laws and regulations.</p> <p>To this end, the Board has established the Group's vision, mission and core values by taking into consideration the interests of shareholders and other stakeholders. The vision, mission and core values of the Group are detailed in clause 2 of the Board Charter of the Company.</p> <p>The Board assumes, among others the following responsibilities: -</p> <ul style="list-style-type: none"><li>• adopting and reviewing a strategic plan, as developed by the Management, taking into account the sustainability and long-term value creation of the Business and strategic, with attention given to the economic, environmental, social considerations underpin sustainability and governance aspects of the Business;</li><li>• setting and taking responsibility of the Group's sustainability policy to oversee, together with the Management, to meet the Group's sustainability goals to maintain the confidence of stakeholders</li></ul>

	<ul style="list-style-type: none"><li>• reviewing, challenging, and deciding on the Management’s proposals on matters for the Group including, but not limited to corporate strategy business plan and budget, and monitor the implementation by the Management;</li><li>• supervising and overseeing the conduct of the Business, including assessing and monitoring the performance of the Management to determine whether the business is properly managed;</li><li>• identifying and assessing the principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to manage such risks;</li><li>• setting the risk appetite within which the Board expects the Management to operate and ensure that there is an appropriate annual review and periodic testing of the Group’s internal control and risk management framework. The framework adopted by the internal auditors of the Group will be based on an internationally recognised risk management framework;</li><li>• adopting a succession planning policy of the Board and the Senior Management and regularly reviewing the succession plan of the Group, including appointing, training, compensating and where appropriate, to provide for the orderly succession of Senior Management;</li><li>• setting corporate values and promoting, together with the Management, good governance culture within the Group which reinforces the accountability, transparency, integrity, and professional behaviour and ensuring that its obligations to shareholders and other stakeholders are met; and</li><li>• ensuring that governance in the Group is implemented holistically through a group governance framework and overseeing the Group’s adherence to the Group’s policies as well as formalising ethical standards of conduct through a Code.</li></ul> <p>Details of the roles and responsibilities of the Board are outlined in Clause 4.6 of the Board Charter, which is made available on the Company’s website.</p>
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	<p>The Board has also delegated day-to-day management of the Group to the Executive Directors and the Management. For the effective function of the Board, the Board has also delegated specific responsibilities to the following Board Committees within their respective Terms of Reference (“TOR”): -</p> <ul style="list-style-type: none"> <li>• Audit Committee (“AC”);</li> <li>• Nominating Committee (“NC”);</li> <li>• Remuneration Committee (“RC”); and</li> <li>• Sustainability and Risk Management Committee (“SRMC”).</li> </ul> <p>The TOR of the abovementioned Board Committees were approved by the Board on 17 May 2024. The Board Committees will report to the Board on matters deliberated and their recommendations thereon. The ultimate responsibility for the final decision on all matters, however, lies with the Board.</p> <p>In discharging its fiduciary duties and leadership functions, the Board is guided by the Board Charter, which sets out the principles and guidelines to be applied by the Board. The Board has also established a Code of Conduct and Ethics which serves as a guide for the Directors and employees of the Group in conducting their daily activities. The Code of Conduct and Ethics is incorporated into the Board Charter of the Company. The Board Charter was approved by the Board on 5 June 2024.</p> <p>The Board Charter and TOR of the respective committees are available on the Company’s website at <a href="http://www.cbh.com.my">www.cbh.com.my</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 1.2**

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 Board is led by Ms. Lim Bee Hua, an Independent Non-Executive Chairwoman, whose profile is set out in the Board of Directors' Profile of the Annual Report 2024.</p> <p>Ms Lim Bee Hua is primarily responsible for the leadership, governance and conduct of the Board as well as for ensuring the Board's effectiveness. She will act independently in the best interest of the Company and lead the Board and represent the Board to the shareholders and other stakeholders.</p> <p>The Chairwoman also plays an active role in the Board meetings to ensure that all Directors are given an opportunity to contribute their opinions and ideas to the discussions and deliberations, and that all matters on the agenda are addressed.</p> <p>The roles and responsibilities of the Chairwoman of the Board have been clearly defined in Clause 6 of the Board Charter, which is available on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</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 1.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The positions of Independent Non-Executive Chairwoman and the Managing Director (“MD”) are held by two (2) different individuals, namely Ms Lim Bee Hua and Ir. Cheah Boon Hwa respectively.</p> <p>The Board Charter has clearly established the respective roles and responsibilities of the Independent Non-Executive Chairwoman and the MD to ensure a balance of power and authority to promote accountability, such that no one individual has unfettered decision-making powers.</p> <p>The Independent Non-Executive Chairwoman assumes a leadership role in the Board and represents the same to shareholders and other stakeholders. She is responsible for instilling good corporate governance practices, leadership, effectiveness of the Board as a whole by focusing on strategy, corporate governance and compliance affairs. The Board has delegated its responsibilities for the day-to-day management of the Group’s operations and business as well as the implementation of the Board’s policies and decisions to the MD, Executive Director (“ED”) and Key Senior Management of the Company. Ir. Cheah Boon Hwa, being the MD of the Company assumes the executive role entrusted by the Board with the responsibility to implement the Group’s overall strategic plans, policies and decisions in the Group’s day-to-day business operations and resources.</p> <p>The details of the roles and responsibilities of the Independent Non-Executive Chairwoman and the MD are clearly set out in the Board Charter which is available at the Company’s website at <a href="http://www.cbh.com.my">www.cbh.com.my</a>.</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**

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 Chairwoman of the Board, Ms Lim Bee Hua is not a member of the AC, NC and RC of the Company, nor does she participate in any of these Board Committees' meetings.</p> <p>By not being involved in these Board Committees, the Board Chairwoman is able to avoid any potential conflicts of interest or the risk of self-review, which could compromise his impartiality.</p> <p>This approach enables the Board Chairwoman to maintain a neutral perspective when considering the observations, recommendations and reports presented by the Board Committees. It further strengthens the integrity of the Board's decision-making process, allowing the Board Chairwoman to offer objective leadership while upholding the principles of good corporate governance.</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 Board is supported by two (2) well-qualified and competent company secretaries, namely Ms. Teo Soon Mei ("<b>Ms. Teo</b>") and Ms. Lim Jia Huey ("<b>Ms. Lim</b>"). Both company secretaries have fulfilled the necessary qualifications and are duly qualified under Section 235(2)(a) of the Companies Act 2016 ("<b>the Act</b>")</p> <p>Ms. Teo is a Fellow Member of the Malaysian Institute of Chartered Secretaries and Administrators ("<b>MAICSA</b>") (Chartered Secretary and Chartered Governance Professional), an Associate Member of the Institute of Internal Auditors of Malaysia ("<b>IIA</b>") and holds a Master of Corporate Governance, with more than thirty (30) years of corporate secretarial experience. She has vast knowledge to support the Board in carrying out its fiduciary duties and leadership role in shaping the Group's corporate governance standard. Currently, Ms. Teo also serves as the company secretary for several other listed companies in Malaysia.</p> <p>Ms. Lim is an Associate Member of the MAICSA (Chartered Secretary and Chartered Governance Professional). She has more than thirteen (13) years of experience in handling corporate secretarial matters, with practical knowledge in various industries. Currently, Ms. Lim is also the company secretary for several other listed companies in Malaysia</p> <p>The Board acknowledges that the Company Secretaries play an important role and will ensure that the Company Secretaries fulfil the functions for which they have been appointed.</p> <p>The Company Secretaries play an important role in supporting the Board by providing advice on matters relating to the Company's administration, governance and meeting procedures to ensure that the Company remains fully compliant with the Act, ACE Market Listing Requirements ("<b>Listing Requirements</b>") of Bursa Malaysia Securities Berhad ("<b>Bursa Securities</b>") and other relevant laws and regulations. The Company Secretaries also assist the Board and Board Committees to function effectively and in accordance with their TOR and best practices and ensure adherence to the existing Board policies and procedures. In order to discharge the roles effectively, the Company Secretaries have been continuously attending the necessary training programmes, conferences or seminars organised by relevant</p>

	<p>authorities and/or professional bodies to keep themselves abreast with the latest developments in the corporate governance realm and changes in regulatory requirements that are relevant to their profession and enable them to provide the necessary advisory role to the Board.</p> <p>The Board has direct access to the professional advice and services of the Company Secretaries and their team when performing their duties and discharging their responsibilities.</p> <p>During the financial year under review, the Board and Board Committees' meetings were properly convened, and accurate and proper records of the proceedings and resolutions passed were taken and maintained in the statutory records of the Company.</p> <p>Overall, the Board is satisfied with the performance and support rendered by the Company Secretaries and their team to the Board in the discharge of their duties and functions.</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 1.6

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>An annual meeting calendar has been prepared ahead of each new year for the Directors to manage their schedules. This calendar outlines the dates of Board and Board Committee meetings with schedule matters, as well as the annual general meeting (“AGM”).</p> <p>The notices of the Board and Board Committees meetings together with the meeting papers are generally furnished to the Board members within five (5) working days prior to the dates of meetings. This is to ensure that the Directors have sufficient preparation time and information to make an informed decision at each meeting.</p> <p>In the intervals between scheduled Board and Board Committees meetings, for exceptional matters requiring urgent Board decisions, Board and Board Committees decisions are obtained via additional ad-hoc meetings convened or written resolutions which are supported with board papers or necessary information/supporting documents provided to the Board and Board Committees for their deliberation to ensure the Directors can make informed decisions.</p> <p>The deliberations and conclusions of matters discussed in the Board or Board Committees meetings are duly recorded in the minutes of meetings. The draft minutes are circulated for the Board or Board Committees’ review within a reasonable timeframe after the meetings. The minutes of meetings accurately captured the deliberations and decisions of the Board and/or the Board Committees, including whether any Director abstains from voting or deliberating on a particular matter. All the records of proceedings and resolutions passed are kept at the registered office of the Company.</p> <p>All Directors have full and unrestricted access to timely information about the Group. In addition, the Directors are also empowered to seek independent external professional advice at the expense of the Company, should they consider it necessary in the course of their duties.</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 Board has adopted a Board Charter on 5 June 2024 that serves as a tool of the Board to provide guidance and clarity for Directors and Management regarding the roles and responsibilities of the Board and its Board Committees, the requirements of directors in carrying out their stewardship role and in discharging their duties towards the Company and the Board's operating procedures. The Board Charter outlines the roles and responsibilities of the Board, Board Committee and individual Directors as well as the issues and decisions reserved for the Board's consideration.</p> <p>The Board Charter will be reviewed and updated periodically to ensure its alignment with the Group's policies and procedures, the Board's overall responsibilities as well as changes to legislation and regulations.</p> <p>The Board Charter is available on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</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**

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>To uphold the highest standards of ethics and governance in business conduct, the Board has implemented the Code of Conduct and Ethics ("the Code") which outlines the ethical standards and expectations on the Board, Management and employees in their business dealings within the Group.</p> <p>The Code was adopted by the Board on 5 June 2024 and is observed by all Directors, management and employees of the Group which is available on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</a>.</p> <p>The Code sets out the standard of ethical behaviour and value expected of Directors and any other employees at the executive level and above and serves as a guide and reference in the course of the performance of their duties and responsibilities.</p> <p>The Board will review the Code from time to time to ensure that it continues to remain relevant and appropriate.</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 3.2

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>To uphold the Group's commitment to ethical conduct and legal compliance, the Board adopted a Whistleblowing Policy on 5 June 2024. This policy provides an avenue for Directors, employees and external parties to raise concerns about possible improprieties, unethical behaviors, or illegal activities within the Group without fear of discrimination, retaliation or harassment.</p> <p>If a whistleblower has reasonable grounds to believe they have faced reprisal, including harassment or victimisation as a consequence of their whistle-blowing, they are advised to report the matter to the Chairman of AC via email at <a href="mailto:auditcommittee@cbh.com.my">auditcommittee@cbh.com.my</a>.</p> <p>During FYE 2024, the Group has not received any report from whistleblower.</p> <p>The Board will review and update the Whistleblowing Policy at least once every three (3) years to ensure its effectiveness and consistency with the governing legislation and regulatory requirements.</p> <p>The Whistleblowing Policy is available on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</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>	:	

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 acknowledged that sustainable development and management is crucial in determining the strategic and business direction of the Group, influencing its operations and practices. By embracing better sustainability practices, the Group aims to realise its Economic, Environmental and Social (“EES”) development agenda.</p> <p>Together with the Management, the Board shares responsibility for governing sustainability within the Company. The Board is tasked with establishing the sustainability strategy and providing oversight of corporate sustainability policies and performance, while the Management supervises the implementation of the Company’s sustainability approach and ensures that key targets are met.</p> <p>Additionally, the Board has incorporated the assessment of its governance of sustainability issues into the annual performance evaluation process, recognizing that these issues are critical to the Company’s overall performance.</p> <p>As part of its efforts to promote and build sustainability momentum within the Group, the Management has undertaken the following measures:-</p> <ul style="list-style-type: none"> <li>• strengthen the financial performance and deliver sustainable returns to the stakeholders.</li> <li>• mitigating any negative environment impact and conserve the surrounding environment.</li> <li>• foster a robust, diverse and capable workforce while creating a safe workplace.</li> </ul> <p>In addition, the SRMC is empowered to assist the Board in overseeing the Company’s sustainability implementation and reporting, rooted in Environmental, Social and Governance pillars.</p>

	<p>The Company has established the Group Sustainability Working Unit, led by Ir. Cheah Boon Hwa, the Managing Director, to support the responsibilities of the SRMC. The Group Sustainability Working Unit plays a crucial role in identifying key sustainability risks and opportunities, as well as implementing corresponding mitigation strategies within its purview. To ensure effective management of sustainability matters, the Group Sustainability Working Unit provides regular updates to the SRMC and the Board.</p> <p>The roles and responsibilities of the SRMC are outlined in the TOR of SRMC, which is published on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</a>.</p> <p>An overview of the Group's sustainability commitments and management practices is delineated in the Sustainability Statement within the Company's Annual Report 2024.</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 4.2**

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 Board believes that strong alliances with stakeholders have enabled the Company to grow from strength to strength. These alliances are essential for driving the Company’s sustainability efforts, through regular engagement, effective communication, and the solicitation of feedback and opinions from stakeholders.</p> <p>The Company has engaged with stakeholders in a various ways, both at the business units and group levels, through formal and informal activities. The collective opinions and insights of stakeholders assist the Board in making informed decisions, ensuring that stakeholders’ expectations align with the Company’s sustainability priorities and business strategies.</p> <p>Details pertaining to the stakeholders’ engagement are available in the Sustainability Statement in the Annual Report 2024.</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 4.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, through the NC, assessed the training programs attended by each Director during the financial year to ensure they remain abreast of the latest developments in the industry, as well as sustainability issues relevant to the Group. This includes factors driving climate change, sustainable finance, and the achievement of a sustainable business model.</p> <p>The key training programs attended by each Director in the financial year ended 31 December 2024 are outlined in the Sustainability Statement and the Corporate Governance Overview Statement of Annual Report 2024.</p> <p>The Company Secretaries regularly updates the Board on the changes of the Listing Requirements and/or other regulatory requirements upon receiving the circulars from Bursa Securities and/or other regulators, that are relevant to the Company. They also provide advice on corporate disclosures and compliance issues.</p> <p>Moving forward, the NC will continue to identify and recommend sustainability-related training programs for the Board, ensuring that the Directors are kept up-to-date with the latest development in sustainability best practices. This will support the Board's understanding of sustainability-related risks and opportunities, equipping them with the insights needed to make informed decisions and contribute to meaningful discussions on the Group's sustainability initiatives.</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>The Board and the Management have performed their respective roles in addressing material sustainability risks and opportunities.</p> <p>The performance evaluation of the Board in addressing the Group’s strategic and business plans which promote sustainability materials matters was evaluated through the annual Board’s effectiveness evaluation for the financial year ended 31 December 2024. Subsequent to the listing of the Company on 16 January 2025, the NC had conducted a NC meeting on 20 February 2025 to review the overall performance of the Board and Board Committee based on the following criteria and several factors outlined in the Fit and Proper Policy as well as their quality and integrity to ensure that the Board has an appropriate mix of skills and experience to meet the business requirements: -</p> <ul style="list-style-type: none"> <li>a) Board Composition</li> <li>b) Board Committee Composition</li> <li>c) Effectiveness of the Board and Board Committee</li> <li>d) Board’s Governance of Sustainability</li> </ul> <p>Together, the Board and Management tackle the Company’s significant issues, along with the associated risks and opportunities. They implement suitable mitigation strategies to ensure the Company maintains robust returns for its shareholders.</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 4.5- 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>	: Not Adopted
<b>Explanation on adoption of the practice</b>	:

### Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Guided by the NC's TOR, the NC oversees the overall composition of the Board in terms of size, a mix of skills, experience and core competencies, as well as the balance between Executive Directors and Independent Non-Executive Directors.</p> <p>The effectiveness of the Board as a whole and the contribution of each Director to that effectiveness and the contributions the Board's various committees, will be assessed annually.</p> <p>The Board is fully aware that the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years as recommended by the Malaysian Code on Corporate Governance. However, if the Board intends to retain a Director who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, the Board must justify its decision and seek the shareholders' approval through a two-tier voting process at a general meeting. During the financial year ended 31 December 2024, none of our Directors has served the Board as an Independent Director of the Company for a cumulative term of more than nine (9) years.</p> <p>The annual re-election of retiring Directors has been contingent on a satisfactory evaluation of the retiring Directors' performance and contribution to the Board.</p> <p>In addition, the Fit and Proper Policy of the Company was adopted on 5 June 2024 which serves as a guide to NC and the Board for the appointment and re-election of Directors of the Group. The Directors' Fit and Proper Policy is published on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</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

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>	:	Applied																
<b>Explanation on application of the practice</b>	:	<p>The current Board consists of seven (7) members, comprising three (3) Executive Directors and four (4) Independent Non-Executive Directors, as set out in the table below:</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th></tr></thead><tbody><tr><td>Lim Bee Hua</td><td>Independent Non-Executive Chairwoman</td></tr><tr><td>Ir. Cheah Boon Hwa</td><td>Managing Director</td></tr><tr><td>Cheah Boon Huat</td><td>Non-Independent Executive Director</td></tr><tr><td>Cheah Min Heng</td><td>Non-Independent Executive Director</td></tr><tr><td>Chin Sin Peng</td><td>Independent Non-Executive Director</td></tr><tr><td>Saw Bee Yee</td><td>Independent Non-Executive Director</td></tr><tr><td>Tan Suat Hoon</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>The present composition of the Board complies with Rule 15.02 of the Listing Requirements of Bursa Securities and Practice 5.2 of the Malaysian Code on Corporate Governance as majority of the Board comprises Independent Directors. All the Independent Directors are satisfied with the independence test under the Listing Requirements of Bursa Securities.</p> <p>The presence of Independent Directors ensures that views, consideration, judgment and discretion exercised by the Board in decision making remain objective and independent whilst assuring the interest of other parties such as minority shareholders are fully addressed and adequately protected as well as being accorded with due consideration.</p> <p>The NC is responsible to assess the independence of the independent directors on annual basis to ensure the independent directors are independent, can exercise objective judgement and able to act in the best interest of the Company, the Group, shareholders and other stakeholders.</p>	Name	Designation	Lim Bee Hua	Independent Non-Executive Chairwoman	Ir. Cheah Boon Hwa	Managing Director	Cheah Boon Huat	Non-Independent Executive Director	Cheah Min Heng	Non-Independent Executive Director	Chin Sin Peng	Independent Non-Executive Director	Saw Bee Yee	Independent Non-Executive Director	Tan Suat Hoon	Independent Non-Executive Director
Name	Designation																	
Lim Bee Hua	Independent Non-Executive Chairwoman																	
Ir. Cheah Boon Hwa	Managing Director																	
Cheah Boon Huat	Non-Independent Executive Director																	
Cheah Min Heng	Non-Independent Executive Director																	
Chin Sin Peng	Independent Non-Executive Director																	
Saw Bee Yee	Independent Non-Executive Director																	
Tan Suat Hoon	Independent Non-Executive Director																	
<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 5.3**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>None of the Independent Directors of the Group has served the Board exceeding a cumulative term limit of nine (9) years as the Company was listed on 16 January 2025.</p> <p>In addition, in accordance with Item 4(xii) of the Terms of Reference of NC, in the event if the Board intends to retain an independent director who has served more than nine (9) years, NC shall evaluate his/her independence and, if deemed appropriate for continuance in the office, NC shall provide justification to the Board and seek for shareholders' approval through a two-tier voting process at the AGM.</p> <p>In addition, in accordance with clause 5.1.6 of the Board Charter, the tenure of the Independent Directors shall not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue, to serve on the Board subject to the Directors' re-designation as a Non-Independent Director. In the event the Board intends to retain the Independent Director as an Independent Director after serving a cumulative term of nine (9) years, shareholders' approval will be sought via a two-tier voting process at the AGM, subject to the assessment of their independence by the NC.</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 5.4 - Step Up**

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

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

**Intended Outcome**

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

**Practice 5.5**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges the importance of appointing Board and senior management based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.</p> <p>The NC is responsible for assessing, evaluating and recommending a new member to the Board after taking into consideration the relevant criteria such as age, gender, ethnicity, skill and experience, industry knowledge, personal qualities and characteristics which include integrity and willingness and ability to discharge duty as Director.</p> <p>The NC will also seek the nominations for suitable candidates for the senior management team from its members, Management and shareholders of the Company, before evaluating the suitability of the candidate and recommending the proposed candidate to the Board.</p> <p>Similarly, the Board will deliberate on the appointment of a member after considering predefined criteria including age, skill and working experience, industry exposure, educational background and personal characteristics.</p> <p>The Board had adopted the Fit and Proper Policy on 5 June 2024 to ensure a transparent and rigorous process for the appointment and re-election of Directors of the Company. This policy is accessible on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</a>.</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 5.6

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The appointment of a new Director is a matter for consideration and decision by the Board, upon appropriate assessment and recommendation from the NC. The current Board members were identified and assessed by the Principal Adviser and Sponsor from various independent sources.</p> <p>The members of the Board are to be appointed in a formal and transparent practice as advocated under the Malaysian Code of Corporate Governance. The NC will scrutinise the candidates and recommend the same for the Board's approval. The NC uses a variety of sources for the identification of suitable candidates.</p> <p>The NC welcomes referrals from external sources available, such as industry acquaintances, contacts in related industries, consultants, etc to gain access to a wide pool of potential candidates. In addition, the NC considers recommendations from existing Board members, Management or major shareholders. Shortlisted candidates would be required to furnish their curriculum vitae, which should include information on their academic/professional qualification, work experience, employment history and experience as directors of listed companies (if any).</p> <p>The NC will perform an annual review of the required mix of skills and experience and other qualities including core competencies that Directors should bring to the Board and assess the effectiveness of the Board as a whole, as well as, look into succession planning, boardroom and gender diversity to ensure the effectiveness of the Board.</p> <p>The policies and procedures for the recruitment and appointment of Directors are guided by the Terms of Reference of the NC.</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 details of Directors' age, gender, interest, qualification, position, working experience and occupation are set out in the Directors' Profile in the Annual Report 2024 of the Company. At the forthcoming first AGM ("<b>1st AGM</b>"), all Directors are subject to re- election in accordance with the Company's Constitution.</p> <p>The performance of retiring Directors recommended for re-election at the 1st AGM has been assessed through the NC annual evaluation (including the independence of the Independent Non-Executive Directors) and recommended to the Board for approval. The NC have made reference to the Fit and Proper Policy and the conflicts of interest declaration to review the Board composition, Board Effectiveness and the tenure of Directors to consider the re-election of the Retiring Directors.</p> <p>A statement by the Board and NC being satisfied with the performance and effectiveness of the retiring Directors who offered themselves for re-election at the 1st AGM was stated in the notes accompanying the Notice of 1st AGM.</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 5.8**

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 NC is chaired by Tan Suat Hoon, who is an Independent Non-Executive Director of the Company.</p> <p>The details and/or profile of the Chairperson and the composition of the NC of which consisting of exclusively Independent Non-Executive Directors are disclosed in the Annual Report 2024.</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 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board is committed towards gender diversity in the composition of Board members and is the policy of this Board to work towards achievement of this diversity.</p> <p>In its selection for Board appointment, the Board believes in, and provides equal opportunity to candidate who have the skills, knowledge, experience, core competencies and other qualities regardless of gender.</p> <p>For the financial year ended 31 December 2024, the Board comprises four (4) female directors, representing 57.14% of women representation on the Board.</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 5.10**

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 had formalised and adopted a Gender Diversity Policy on 5 June 2024 which provides a framework for the Company to improve its gender diversity at the Board level and Senior Management level.</p> <p>The Company acknowledges the recruitment and appointment of suitable women representation on the Board and senior management will be considered when vacancies arise or suitable candidates are identified in line with the Group's strategic objectives.</p> <p>The NC is tasked to monitor the implementation of Gender Diversity Policy and report the same to the Board on an annual basis. To ensure its effectiveness and relevance in the evolving business and regulatory environment, the Board shall review the Gender Diversity Policy periodically.</p> <p>The Gender Diversity Policy is available on the Company's website at <a href="http://www.chb.com.my">www.chb.com.my</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>	:		

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

**Practice 6.1**

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>As the Company was newly listed on 16 January 2025, no Board evaluation was conducted during Financial Year Ended (“FYE”) 31 December 2024. Subsequent to the FYE 31 December 2024 and listing of the Company, the Board, through the NC, had conducted a NC meeting on 20 February 2025 to review the overall performance of the Board and Board Committee based on the following criteria and several factors outlined in the Fit and Proper Policy as well as their quality and integrity to ensure that the Board has an appropriate mix of skills and experience to meet the business requirements: -</p> <ul style="list-style-type: none"> <li>a) Board Composition;</li> <li>b) Board Committee Composition;</li> <li>c) Effectiveness of the Board;</li> <li>d) Board’s Governance of Sustainability; and</li> <li>e) Effectiveness of the Board Committee.</li> </ul> <p>Moving forward, the Company will adopt a comprehensive evaluation form for Board and Board Committees to assess their performance annually during FYE 31 December 2025.</p> <p>The assessment will be conducted internally, facilitated by the Company Secretaries. The Board is of the view that such assessment approach will be effective and hence will not engage any external party for the conduct of said assessment.</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 7.1**

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 had adopted a formal Remuneration Policy and Procedures of Directors and Senior Management on 5 June 2024 which serves as a guide for the Board and the RC to determine the remuneration of Directors and/or Senior Management of the Company, which takes into account the demands, complexities and performance of the Company as well as skills and experience required.</p> <p>The Remuneration Policy and Procedures of Directors and Senior Management is available on the Company’s website at <a href="http://www.cbh.com.my">www.cbh.com.my</a>.</p> <p>The remuneration of the Executive Director and senior management is made up of fixed salaries and performance-based incentive components, while the remuneration of Non-Executive Directors consists of Directors’ fees and shall not be based on commission, percentage of profits or turnover.</p> <p>Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.</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>	:	The RC comprises solely of Non-Executive Directors and its composition is as follows:		
		<b>RC</b>	<b>Designation</b>	<b>Directorship</b>
		Saw Bee Yee	Chairperson	Independent Non-Executive Director
		Tan Suat Hoon	Member	Independent Non-Executive Director
		Chin Sin Peng	Member	Independent Non-Executive Director
		<p>The TOR of RC is accessible on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</a>. The RC is principally responsible for the development and review of the remuneration policy and packages of Directors, where necessary, and subsequently tables their recommendations to the Board on specific adjustments in remuneration (including fees and benefits) to commensurate the contributions of the Directors.</p> <p>The RC is also responsible for ensuring that the remuneration package (including fees and benefits) of the Board and the Key Senior Management of the Group are benchmarked with industry standards in light of the Group's performance in the industry.</p> <p>Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.</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**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The detailed disclosure on a named basis for the remuneration of individual Directors for the financial year ended 31 December 2024 is set out in the Corporate Governance Overview Statement of the Annual Report 2024 of the Company.



### 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>Due to confidentiality and sensitivity of the remuneration packages of Senior Management as well as security concerns, the Board opts not to disclose the Senior Management's remuneration components on a named basis in the bands of RM50,000.</p> <p>The Board is of the view that the disclosure of the Senior Management's remuneration components on a named basis will not be in the best interest of the Company given that the competitive human resources environment as such disclosure may give rise to recruitment and talent retention issues.</p> <p>As an alternative, the Board is of the view that the disclosure of Senior Management's total aggregated remuneration on an unnamed basis as below:-</p> <table border="1"><thead><tr><th>Remuneration</th><th>RM</th></tr></thead><tbody><tr><td>Salaries, fee and other emoluments</td><td>3,162,500</td></tr><tr><td>Defined contribution plans</td><td>477,567</td></tr><tr><td>Social contribution plans</td><td>3,651</td></tr><tr><td>Benefits in kind</td><td>39,571</td></tr><tr><td><b>Total</b></td><td><b>3,683,289</b></td></tr></tbody></table> <p>The remuneration of the mentioned is determined in a similar manner as other management employees of the Group. This is based on their individual performance, the overall performance of the Group, inflation and benchmarked against other companies operating in similar industries in the region. The basis of determination has been applied consistently from previous years.</p>	Remuneration	RM	Salaries, fee and other emoluments	3,162,500	Defined contribution plans	477,567	Social contribution plans	3,651	Benefits in kind	39,571	<b>Total</b>	<b>3,683,289</b>
Remuneration	RM													
Salaries, fee and other emoluments	3,162,500													
Defined contribution plans	477,567													
Social contribution plans	3,651													
Benefits in kind	39,571													
<b>Total</b>	<b>3,683,289</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> :		

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>	:	<p>The positions of Board Chairman and AC Chairman are held by two (2) different individuals. The Chairwoman of the Board is Lim Bee Hua while the AC Chairperson is Chin Sin Peng. The roles are assumed by separate individuals to ensure that the Board's review of the AC's findings and recommendations are not impaired.</p> <p>The separation of these positions, along with the duties and responsibilities of the AC and its Chairman, are outlined in the Terms of Reference of the AC, which is published on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</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**

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 Company recognised the need to uphold the independence of its external auditors and that no possible conflict of interest whatsoever should arise. Currently, AC comprises three (3) members and none of the members were former key audit partners of the external auditors appointed by the Company. The Company will observe a cooling-off period of at least three (3) years in the event any potential candidate to be appointed as a member of the AC was a key audit partner of the external auditors of the Group.</p> <p>The requirement for a former key audit partners of the external audit firm to observe a cooling off period of at least three (3) years before being appointed as a member of the AC has been incorporated as part of the Terms of Reference of the AC which was adopted on 5 June 2024. The TOR of AC is available on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</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**

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>In according to the Terms of Reference, the AC is responsible to evaluate the suitability, objectivity and independence of the External Auditors on an annual basis. In this regard, the AC will be reviewing and monitoring the suitability, independence and performance of the External Auditors.</p> <p>The External Auditors are precluded from providing any services that may impair their independence or conflict with their role as External Auditors.</p> <p>The AC obtained assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>In conjunction with the Company's recent listing on 16 January 2025, the AC had on 20 February 2025, via the AC meeting assessed and evaluated the performance of the effectiveness and independence of the External Auditors for FYE 31 December 2024. The AC was satisfied with the performance and effectiveness of the External Auditors, Messrs. TGS TW PLT and recommended the re-appointment of External Auditors to the Board for consideration.</p> <p>Upon the AC's recommendation, the Board approved the re-appointment of the Messrs. TGS TW PLT as the External Auditors of the Company, subject to the shareholders' approval at the forthcoming 1<sup>st</sup> AGM of 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**

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>	:	Adopted		
<b>Explanation on adoption of the practice</b>	:	All the members of the AC are Independent Non-Executive Directors and as such, there is a strong and independent element to provide effective oversight for it to function effectively and exercise objective judgement independently.		
		The composition of the AC is as follows:-		
		<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
		Chin Sin Peng	Chairperson	Independent Non-Executive Director
		Tan Suat Hoon	Member	Independent Non-Executive Director
	Saw Bee Yee	Member	Independent Non-Executive Director	

### 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>The AC is mainly responsible for overseeing the Group's accounting, audit, internal controls and risk management functions. Therefore, the AC as a whole shall be financially literate, competent and able to understand the Group's financial information and reporting processes in order to effectively discharge their duties and responsibilities.</p> <p>The AC Chairperson, Chin Sin Peng, is a member of the Association of Chartered Certified Accountants (ACCA) and a Chartered Accountant of the Malaysian Institute of Accountants (MIA). All members of the AC have the necessary skills to discharge their duties in accordance with its TOR. The AC Chairperson and a majority of the AC members are financially literate and are able to understand matters under the purview of the AC including the financial reporting process.</p> <p>They are expected to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programs, so as to enable them to sustain their active participation during deliberations.</p> <p>The AC is committed to stay abreast with the relevant developments in accounting and auditing standards, practices and rules by continuously searching for suitable professional development programmes.</p> <p>Detailed profiles of the AC members can be found in the Profile of Board of Directors section within the Company's Annual Report 2024. The training programmes attended by the AC members during FYE 2024 are also disclosed in the Corporate Governance Overview Statement within the same Annual Report.</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**

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 as a whole is responsible for the overall oversight of risk management in the Group covering the system of risk management and internal control. The Board recognises the importance of a sound risk management framework and internal control system to ensure the assets of the Group and interest of various stakeholders are safeguarded. The Company adopted a Risk Management Framework on 5 June 2024 to serve as a guideline for the SRMC, AC and Board to oversee the execution of risk management across the Group.</p> <p>The Statement on Risk Management and Internal Control is set out in the Annual Report 2024 detailing the state and fundamentals of the risk management and internal control systems in the Group as well as the review mechanism of the Board.</p> <p>The Board is supported by the AC to oversight of the integrity of the accounting and financial reporting for the Group. The key roles and responsibilities of the SRMC and AC in relation to the risk management is set out in the respective TOR.</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 10.2**

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>The Board recognises the importance of sound risk management and internal control practices for good corporate governance. The Board affirms its responsibility for ensuring the Group’s system is able to adequately and effectively manage significant risks. The Group has in place an ongoing process for identifying, evaluating and managing significant risks through a framework that includes a reporting structure. The Group’s system of internal control is designed to manage and control risks appropriately, rather than eliminate the risk of failure to achieve business objectives. Due to the inherent limitations in all control systems, these control systems can only provide reasonable and not absolute assurance.</p> <p>The full features of the risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in the Annual Report 2024.</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 10.3 - Step Up

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

<b>Application</b>	:	Applied															
<b>Explanation on adoption of the practice</b>	:	<p>The Board has established its SRMC and is entrusted by the Board with the duties to:</p> <ul style="list-style-type: none"><li>(a) oversee the management of principal business risks and significant or material environmental, social and governance ("ESG") risks and implement of sustainability related policies, measures and actions in achieving the Company's sustainability milestones and goals;</li><li>(b) integrate sustainability risks and opportunities in the risk management framework of the Company;</li><li>(c) implement risk management framework, policy and process approved by the Board and oversight of risk management practice on group wide basis respectively; and</li><li>(d) approve disclosure statements relating to management of sustainability matters of the Group.</li></ul> <p>In essence, the SRMC is also responsible for overseeing and monitoring the implementation of sustainability strategies as approved by the Board, and the execution and management of the risk management policy and process while the Board takes on a supervisory role in respect of the Group's risk management policy and process.</p> <p>The composition of the SRMC consists of all Independent Non-Executive Directors, as follows:</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th><th>Directorship</th></tr></thead><tbody><tr><td>Lim Bee Hua</td><td>Chairperson</td><td>Independent Non-Executive Director</td></tr><tr><td>Chin Sin Peng</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>Tan Suat Hoon</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>Saw Bee Yee</td><td>Member</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>The details of the key roles and responsibilities of the SRMC are set out in its Terms of Reference, which is available on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</a>.</p>	Name	Designation	Directorship	Lim Bee Hua	Chairperson	Independent Non-Executive Director	Chin Sin Peng	Member	Independent Non-Executive Director	Tan Suat Hoon	Member	Independent Non-Executive Director	Saw Bee Yee	Member	Independent Non-Executive Director
Name	Designation	Directorship															
Lim Bee Hua	Chairperson	Independent Non-Executive Director															
Chin Sin Peng	Member	Independent Non-Executive Director															
Tan Suat Hoon	Member	Independent Non-Executive Director															
Saw Bee Yee	Member	Independent Non-Executive Director															

**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>In preparation for the listing of the Company on the ACE Market of Bursa Securities, the Company had engaged Tricor Axcelasia Sdn. Bhd., an independent internal audit consulting firm, as its Internal Control Consultant to review the adequacy and sufficiency of systems, procedures and controls of the Group.</p> <p>Subsequent to the listing exercise, the Board outsource the internal audit function to Vaersa Advisory Sdn. Bhd. (“VA”) to provide the internal audit services for the Group. VA reports directly to the AC on the adequacy and effectiveness of the risk management and internal control systems of the Group.</p> <p>Save for the Internal Control Review performed in conjunction with the listing exercise, internal audit work has yet to begin since the Company was only listed on 16 January 2025. The outsourced Internal Control Consultant, VA, was appointed at the AC Meeting held on 13 January 2025.</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 have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.2

The board should disclose–

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

<b>Application</b>	:	Applied												
<b>Explanation on application of the practice</b>	:	<p>In preparation for the listing of the Company on the ACE Market of Bursa Securities, the Company had engaged Tricor Axcelasia Sdn. Bhd. , an independent internal audit consulting firm, as its Internal Control Consultant to review the adequacy and sufficiency of systems, procedures and controls of the Group.</p> <p>Subsequent to the listing exercise, the Board continued to outsource the internal audit function to VA to provide the internal audit services for the Group.</p> <p>The profile of VA is set out as follows:-</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;"><b>Principal Engagement Lead</b></td> <td style="width: 5%; text-align: center;">:</td> <td>Ms. Tiffany Lim (<i>Associate Director</i>)</td> </tr> <tr> <td><b>Qualification</b></td> <td style="text-align: center;">:</td> <td> <ul style="list-style-type: none"> <li>• Member of Malaysia Institute of Accountant (“MIA”)</li> <li>• Member of the Institute of Internal Auditors Malaysia (IIA)</li> </ul> </td> </tr> <tr> <td><b>Experiences</b></td> <td style="text-align: center;">:</td> <td>Ms. Tiffany Lim has several years of professional experiences in providing internal control review services including not limited to, enterprise risk management system and financial due diligence.</td> </tr> <tr> <td><b>No. of resources</b></td> <td style="text-align: center;">:</td> <td>VA is a corporate member of the Institute of Internal Auditors Malaysia and its team is made up of 10 personnel which is led by its Executive Director.</td> </tr> </table>	<b>Principal Engagement Lead</b>	:	Ms. Tiffany Lim ( <i>Associate Director</i> )	<b>Qualification</b>	:	<ul style="list-style-type: none"> <li>• Member of Malaysia Institute of Accountant (“MIA”)</li> <li>• Member of the Institute of Internal Auditors Malaysia (IIA)</li> </ul>	<b>Experiences</b>	:	Ms. Tiffany Lim has several years of professional experiences in providing internal control review services including not limited to, enterprise risk management system and financial due diligence.	<b>No. of resources</b>	:	VA is a corporate member of the Institute of Internal Auditors Malaysia and its team is made up of 10 personnel which is led by its Executive Director.
<b>Principal Engagement Lead</b>	:	Ms. Tiffany Lim ( <i>Associate Director</i> )												
<b>Qualification</b>	:	<ul style="list-style-type: none"> <li>• Member of Malaysia Institute of Accountant (“MIA”)</li> <li>• Member of the Institute of Internal Auditors Malaysia (IIA)</li> </ul>												
<b>Experiences</b>	:	Ms. Tiffany Lim has several years of professional experiences in providing internal control review services including not limited to, enterprise risk management system and financial due diligence.												
<b>No. of resources</b>	:	VA is a corporate member of the Institute of Internal Auditors Malaysia and its team is made up of 10 personnel which is led by its Executive Director.												

	<p>For financial year ended 31 December 2024, the VA's engagement team personnel affirmed to the AC that in relation to the Group, they were free from any relationships or conflicts of interest, which could impair their objectivity and independency.</p> <p>The outsourced internal audit performs their work by referring to a recognised framework, such as the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors.</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**

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

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

**Practice 12.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the importance of transparency and accountability in its communication with the Group's shareholders and maintains effective and timely communication with shareholders and other stakeholders to keep them informed on the Group's latest business developments and financial performance. Hence, the Company had formalised a Corporate Disclosure Policies and Procedures on 5 June 2024 to facilitate the communication with its stakeholders.</p> <p>To this end, the Group communicates appropriately information of the Group through various channels, including interim quarterly financial results and announcements made to Bursa Securities, Annual Reports, press releases and the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</a>.</p> <p>The Group also has investor relations activities to facilitate effective communication with stakeholders including fund managers and analyst through dialogues, discussions and briefings.</p> <p>The Company's corporate website includes a dedicated Investor Relations section which provides all relevant information of the Group, including announcements, financial information and corporate governance. Contact details including telephone number, and email address are also available on the Company's corporate website where stakeholders may direct their queries or concerns to 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**

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>	:	Not applicable – Not a Large Company	
<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**

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 forthcoming 1<sup>st</sup> AGM of the Company will be held on 25 June 2025 and the Notice of the 1<sup>st</sup> AGM accompanying the Annual Report 2024 of the Company will be issued to the shareholders and published on a nationally circulated newspaper on 29 April 2025 (i.e., at least twenty eight (28) days prior to the date of the forthcoming 1<sup>st</sup> AGM) in accordance with the practice in MCGG. This also complies with the twenty-one (21) days' notice requirement as required under the Act.</p> <p>By doing so, shareholders will have sufficient time to prepare and consider the resolutions that will be discussed and decided at the AGM and will be able to make informed decision when exercising their voting rights at the forthcoming 1<sup>st</sup> AGM.</p> <p>The Notice of AGM will be accompanied with explanatory notes to shareholders regarding their entitlement to attend the AGM and their rights to appoint a proxy as well as detailed explanations for each resolution to be tabled at the AGM to enable shareholders to make informed decision in exercising their voting rights.</p> <p>In order to achieve the widest possible dissemination, the notice of AGM is placed both in a nationally circulated newspapers and the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</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**

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>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The Company was just listed on the ACE Market of Bursa Securities after the financial year ended 31 December 2024, i.e. on 16 January 2025 and will be convening its 1<sup>st</sup> AGM physically on 25 June 2025.</p> <p>Barring any unforeseen circumstances, all Directors are committed to be present at the 1<sup>st</sup> AGM to be held on 25 June 2025 to engage with shareholders personally and proactively.</p> <p>The general meetings will provide a platform for the Company, the Board members, key senior management, Company Secretaries and the External Auditors of the Company to effectively communicate with shareholders.</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

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>The Company was listed on the ACE Market of Bursa Securities on 16 January 2025 and will be convening its 1<sup>st</sup> on 25 June 2025 at the Grandballroom, DoubleTree by Hilton Shah Alam i-City of Finance Avenue, I-City, 40000 Shah Alam, Selangor.</p> <p>Based on the Notice of the 1<sup>st</sup> AGM issued and circulated to all the shareholders, the shareholders are to attend, speak (including posing questions to the Board) and vote (collectively, “<b>participate</b>”) at the 1<sup>st</sup> AGM using the Electronic Polling Facilities provided by Agmo Communication Sdn. Bhd., the appointed Poll Administrator, while Aegis Communication Sdn. Bhd. was appointed as the independent scrutineer to conduct an impartial assessment of the votes cast. This collaborative effort significantly enhances the transparency and credibility of the election outcomes.</p> <p>All resolutions tabled at general meetings will be voted by way of poll. An independent scrutineer shall be appointed to validate the votes cast. The outcome of general meetings including results of poll voting are to be announced to Bursa Securities on the same day after the meeting is concluded.</p> <p>The Board will ensure that appropriate measures will be implemented by the poll administrator of the AGM to protect shareholders' information and uphold good cyber hygiene practices.</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**

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>	:	Departure
<b>Explanation on application of the</b>	:	
<b>Explanation for departure</b>	:	<p>The Company was listed on 16 January 2025, i.e. after the FYE 2024 and the Company will convene its 1<sup>st</sup> AGM on 25 June 2025.</p> <p>The AGM is an avenue for dialogue with shareholders, allowing shareholders to review the Group's performance via the Company's Annual Report including the Audited Financial Statements FYE 2024 and pose questions to the Board and Management for clarification.</p> <p>The Chairwoman will encourage active participation from the shareholders at the 1<sup>st</sup> AGM as an open platform by providing opportunities for shareholders to raise any questions on the Group. The Board will ensure that the Board, senior management as well as the Company Secretaries and External Auditors are available during the AGM to respond to any enquiries from the shareholders.</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**

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>	:	Not applicable – only physical general meetings were conducted in the financial year
<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**

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>	: Departure		
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	: <p>The Company was listed on 16 January 2025, i.e. after the FYE 2024 and the Company will convene its 1<sup>st</sup> AGM on 25 June 2025.</p> <p>The Board recognises that the minutes of the AGM serve as a valuable resource for shareholders and other stakeholders as they provide a timely recap and detailed record of the issues raised and discussed during the AGM.</p> <p>The Board will publish the Minutes and Summary of Key Matters discussed for the 1<sup>st</sup> AGM on the Company's website at <a href="http://www.cbh.com.my">www.cbh.com.my</a> upon the holding of the 1<sup>st</sup> AGM. The Board believes that the Summary of Key Matters discussed is sufficient for shareholders' information. The minutes of the AGM will be made available on the Company's website within 30 business days after the conclusion of the AGM.</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>	: <table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 50%;"></td> <td style="width: 50%;"></td> </tr> </table>		

**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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