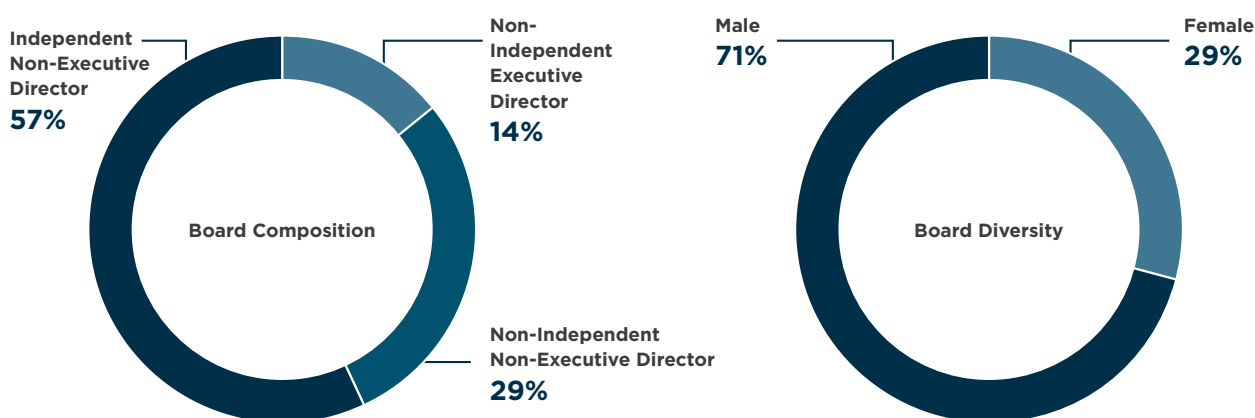


The Board is guided by company laws and the Code of Ethics for Company Directors issued by the Companies Commission of Malaysia in discharging its responsibilities. The Group's Whistle-Blowing Policy aims to encourage employees or other stakeholders to raise genuine concerns about possible improprieties in matters relating to financial reporting, compliance and other malpractices or misconduct, in an appropriate manner and without fear of reprisals or retaliation. All whistle-blowing reports are addressed to the Group MD or Chairman of the Audit and Risk Committee.

II. BOARD COMPOSITION

As at the date of this statement, the Board consisted of seven (7) Directors, including four (4) Independent Non-Executive Directors and two (2) female Directors. The Board is satisfied that the current composition of the Board takes into account the size of the Group, the optimal mix of knowledge, skills, experience, gender diversity, independence, the requirement in numbers for its Committees and regulatory requirements.



APPOINTMENTS SINCE 1 APRIL 2019

Dato' Idris bin Kechot
*Independent
Non-Executive Director*
Appointed: 3 May 2019

Datuk Anuar bin Ahmad
*Independent
Non-Executive Director*
Appointed: 3 May 2019

The profile of each Board member, including each Director's qualifications, experience and the term of office held by each Director, is set out in Our Board of Directors section of this Annual Report and is also available on the Company's website.

Appointment process

Since the start of FYE2019, the NRC's focus has been to refresh the composition of the Board; search for suitable candidates to assume the role of Chairman and Independent Non-Executive Directors to supplement the independence and knowledge of the existing Board and to ensure appropriate succession planning is in place, taking into account the Group's strategic direction.

The NRC considers the following factors when selecting new Directors and when recommending Directors to the Board for appointment:

- the aim of having a majority of Independent Directors on the Board and of having an Independent Non-Executive Chairman;
- the prospective candidates have appropriate range of skills, expertise, experience and diversity to discharge the Board's mandate;
- the potential conflict of interests; and
- the ability to devote sufficient time to meet his/her commitments as a Director of the Company as well as the personality "fit" with the Board and the culture of the Group.