

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“the Board”) of Ta Win Holdings Berhad (“Ta Win” or “the Company”) recognises the importance of good Corporate Governance and is committed to uphold and implement a high standard of Corporate Governance throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholders’ value and the financial performance of Ta Win and its group of companies (“Group”).

The Board takes note of the updates on the Malaysian Code on Corporate Governance (“MCCG”) issued by the Securities Commission Malaysia which took effect on 28 April 2021. The MCCG introduces new practices and additional guidance to strengthen the corporate governance culture of public listed companies.

The Board is pleased to present this Statement which outlines the key aspects of how the Group has applied the principles and best practices of the MCCG 2021 (“the Code”) during the financial year ended 30 June 2023. This statement is prepared in compliance with the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and takes guidance from the key CG principles as set out in the MCCG 2021. It is to be read together with the Corporate Governance Report of the Company which is available on the Company’s website at [www.ta-win.com/investor-relations/corporate-governance/](http://www.ta-win.com/investor-relations/corporate-governance/)

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### (I) BOARD RESPONSIBILITIES

#### Board’s Roles and Responsibilities

The Board is responsible to ensure long term success and delivering of sustainable value to its stakeholders through its leadership and management of the Group’s businesses. For the foregoing, the Board sets the strategic direction of the Group while exercising oversight on day-to-day management and operation delegated to Executive Directors and the Senior Management to ensure that the conduct of the business of the Group is in compliance with relevant laws, practices, standards and guidelines applicable to the Group. The Board sets the appropriate tone at the top, providing leadership and managing good governance and practices throughout the Group.

To ensure orderly and effective discharge of the Board’s function and responsibilities, the Board has in place an internal governance model for the Group where specific powers of the Board is delegated to the relevant Board Committees and the Senior Management. The respective Chairman of the Board Committees will report to the Board with their recommendation on key issues deliberated by the Board Committees in order to develop effective communication. The ultimate responsibility for decision making lies with the Board.

#### Internal Governance Model

<p><b>Board of Directors</b></p> <p>Leadership and oversight</p>	<p><b>Board Committees</b></p> <p>Respective core oversight areas:-</p> <ol style="list-style-type: none"> <li>1. Audit Committee – Oversees Financial Reporting, Internal Audit, External Audit, Internal Control and Related Party Transaction</li> <li>2. Risk Management Committee – Managing Risk</li> <li>3. Nomination Committee – Selection and Appointment of Directors, Composition and Size of the Board, Board Evaluation, Directors’ Training and Succession Planning</li> <li>4. Remuneration Committee – Review of Remuneration of Directors and Key Senior Management (Top 5) and Remuneration Policy</li> </ol> <p>Entrusted by the Board with specific responsibilities to oversee the Group’s affairs</p>	<p><b>Executive Directors &amp; Senior Management</b></p> <p>Day to day operations and management decisions</p>
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## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (I) BOARD RESPONSIBILITIES (CONTINUED)

##### **Key Responsibilities of the Chairman**

Dato' Yeo Boon Leong, JP ("Dato' Yeo") is the Non-Independent Non-Executive Chairman of the Board was appointed on 23 November 2017. As Chairman of the Board, Dato' Yeo carries out a leadership role in guiding the conduct of the Board and its relationships with shareholders and other stakeholders. He is able to provide strong leadership and leading the Board in adoption and implementation of good corporate governance practices. The Chairman is primarily responsible for running the Board and leading discussions thus enhancing effectiveness at the Board level.

##### **Separation of Responsibilities of the Chairman and Chief Executive Officer**

The role of Chief Executive Officer ("CEO") is assumed by Dato' Sri Ngu Tieng Ung, JP, the Executive Director. The roles of the Chairman and the CEO are separate with clear distinction of responsibilities between them to provide effective leadership of the Board and the Group. Dato' Yeo is responsible for the leadership, effectiveness, conduct and governance of the Board, while the CEO is responsible for the effective running of the business and implementation of the Board's policies and decisions. The details of the responsibilities of the Chairman and CEO are clearly set out in the Board Charter. This segregation ensures there is a balance of power and authority so that no one individual can influence or dominate the Board's decision.

The Chairman is primarily responsible for ensuring that the Board meets regularly throughout the year and the meetings are conducted in an orderly manner. The Chairman also plays a pivotal role in ensuring that the Directors are effectively apprised on the business and operations of the Group and encourages healthy debate on issues arising at the Board meetings to ensure that decisions are arrived after taking into consideration the interests of shareholders, employees, customers and other stakeholders. The Chairman also bears the responsibility of ensuring the integrity and effectiveness of the Non-Executive Directors. The CEO is focus on the business and day-to-day management of the Group's businesses, overseeing the operations to ensure organizational effectiveness, and managing the development and implementation of the Company's business and corporate strategies.

##### **The Chairman of the Board should not be a member of the Board Committees**

The Board took note on the recommendation Practice 1.4 of the MCCG 2021 which states that the Chairman of the Board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee.

Dato' Yeo is the Non-Independent Non-Executive Chairman of the Board also sits as a Member of the Remuneration Committee of the Company and resigned as a member on 1 June 2022. This is to promote check and balance as well as objective review by the Board on deliberations and decisions from the Board Committees, Dato' Yeo is not a member of any of our Board Committees.

##### **Qualified and Competent Company Secretary**

Ms. Kimberly Ong Sweet Ee ("Ms. Kimberly Ong") was appointed as the Company Secretary on 3 March 2020. Ms. Kimberly Ong is qualified to act as Company Secretary under Section 235 of the Companies Act 2016.

The key role of the Company Secretary is to provide advice and services for the Directors as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.

The Board is supported by suitably qualified and competent Company Secretary in every role and responsibilities and the Board has unrestricted access to the advice of the Company Secretary in ensuring the effective functioning of the Board. The Company Secretary plays an advisory role to the Board in advising on its roles and responsibilities, governance matters and ensuring the Company is complied with its own Constitution and all the laws and regulations prescribed by the Companies Act, 2016 and MMLR of Bursa Securities.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (I) BOARD RESPONSIBILITIES (CONTINUED)

##### Qualified and Competent Company Secretary (continued)

The Company Secretary also ensures that all meetings of the Board and Board Committees are properly convened, and that accurate and proper records of the proceedings and resolutions passed are taken and maintained in the statutory records of the Company. The Company Secretary has an oversight on overall corporate secretarial functions.

##### Access to Information and Advice

The Board has access to the information and advices, from the Senior Management and the Company Secretary as well as to independent professional advisers including the External Auditors, which facilitate Directors to oversee the Company's business affairs and performance. The Board is regularly updated and advised by the Company Secretary, who is qualified, experienced and competent on the new statutory requirements and the implications to the Company and Directors in discharging their duties and responsibilities.

A set of Board papers on the matters to be deliberated are made available to Directors prior to each Board Meeting to enable the Directors to obtain further information. The deliberations and decisions at Board and Board Committee meetings are well documented in the minutes, including matters where Directors abstained from voting. Minutes of each Board meeting are circulated to all Directors in advance for their perusal prior to confirmation of these minutes at the commencement of the Board Meeting. The Directors are allowed to make comments before the minutes were tabled for confirmation as a correct record of the proceedings.

##### Board Charter

The Board Charter which sets out the roles, composition, responsibilities, operations and processes of the Board and also outlines the matters and decisions reserved for the Board. It serves as a reference and primary induction literature providing insights to prospective Board members and senior management. In addition, it would assist the Board in the assessment of its own performance and that of its individual Directors.

The Board Charter is subject to periodic review and update to meet the requirements and regulations, statutory provisions, guidelines, principles, and best practices of the authorities. The Board Charter is available on the Company's website at <https://www.ta-win.com/investor-relations/corporate-governance/>

##### Code of Conduct and Ethics

The Group has in place a Code of Conduct and Ethics which sets out the rules or standard for all who is participating in the Group and represent themselves outside the Group. Its covers among others, all aspect affecting the business operations such as standards of conduct, conflicts of interest, other business opportunity, bribes, gifts, gratuities, hospitality, confidentiality and sensitive information, insider dealing, accuracy of information, compliance with laws & regulations, health & safety, protection of assets, corruption and money laundering.

The employees are made aware that relevant disciplinary actions will be taken for unethical behaviour and gross misconduct that is in contravention with the ethos of the said Code of Conduct and Ethics. Heads of Departments play an important role to oversee the culture of the Group to ensure it engenders ethical conduct.

The Code of Conduct and Ethics is available at the Company's website at <https://www.ta-win.com/investor-relations/corporate-governance/>



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (I) BOARD RESPONSIBILITIES (CONTINUED)

##### **Whistle Blowing Policy**

The Group has in place a Whistle Blowing Policy to provide an avenue for all employees of the Group and the members of the public to voice their grievances and raise concerns on any improper conduct and irregularities through an established channel without fear of reprisal.

The policy also sets out the steps the Company will take in respect of the report received from the employees and members of the public with the strict enforcement of this policy. It will reduce the risk to the Group's reputation from fraudulent acts.

The Whistle Blowing Policy is available at the Company's website at <https://www.ta-win.com/investor-relations/corporate-governance/>

##### **Anti-Bribery Anti-Corruption Policy**

The Board has adopted an Anti-Bribery Anti-Corruption Policy which sets out parameters to prevent the occurrence of bribery and corrupt practices in the conduct of the Group's business. This policy is to provide information and guidelines to all Directors and employees of the Group on the standard of behaviour which they must adhere to and how to recognise and deal with bribery and corruption.

The Anti Bribery Anti-Corruption Policy is available at the Company's website at <https://www.ta-win.com/investor-relations/corporate-governance/>

##### **Fit and Proper Policy**

The Board has adopted a Fit and Proper Policy which sets out parameters to serve as a guidance and to provide a systematic, rigorous and transparent procedure for the appointment of directors and key senior management as well as re-election of directors of the Group to carry out their duties and responsibilities with full competence, character, diligence, integrity and judgement related to the key roles they are appointed to.

The Fit and Proper Policy is subject to periodic review and update to meet the requirements and regulations, statutory provisions, guidelines, principles and best practices of the authorities. The Fit and Proper Policy is available at the Company's website at <https://www.ta-win.com/investor-relations/corporate-governance/>

##### **Sustainability Strategies**

The Board is aware of the vital importance of sustainable business practices in fostering long-term value creation and firmly believes that responsible business conduct is a fundamental cornerstone of achieving operational excellence.

The Board believes that promoting sustainability strategies in all related aspects is a part of its overall responsibility towards all its various stakeholders and the communities in which it operates.

The Group aims to maintain a balance of long-term sustainability by achieving its business objectives, protecting the environment to support the ecosystem, and improving the well-being of its employees and the communities in which it operates. The Board reiterates its determination to create lasting value for all stakeholders, including employees, customers, investors, communities, and the environment. The Sustainability Statement of this Annual Report contains the details of such initiatives. The Company will be led towards a future of responsible growth and positive impact due to our collective efforts and unwavering commitment to sustainability.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (II) BOARD COMPOSITION

##### Board Balance and Independence

The Company's diverse Board includes and leverages differences in skills, industry experience, background, gender and other attributes. Board members have a wide range of relevant experiences in accounting, law, economics, investment, and business operations, to bear on the governance, strategies, resources and performance of the Group.

The Board comprises seven (7) directors, three (3) of whom are independent directors and one female director. This complies with Paragraph 15.02 (1) of the MMLR of Bursa Securities which requires at least two (2) or one third (1/3) of the Board of the Company, whichever is higher, to be independent directors and (1) women director.

Members of the Board are as follows:-

Name of Directors	Designation	Directorship
Dato' Yeo Boon Leong, JP	Chairman	Non-Independent Non-Executive Director
Dato' Sri Ngu Tieng Ung, JP	Member	Executive Director
Datuk Tan Poo Chuan	Member	Executive Director
Mr. Lim Boon Shen	Member	Non-Independent Non-Executive Director
Datuk Zakaria Bin Sharif	Member	Independent Non-Executive Director
Dato' Paduka Dr. Hii King Hiong	Member	Independent Non-Executive Director
Datin Seri Azreen Binti Abu Noh	Member	Independent Non-Executive Director

##### Tenure of Independent Directors

The MCCG 2021 recommends that the tenure of an Independent Director should 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 Director's re-designation as a Non-Independent Director. If the Board intends to retain an Independent Director beyond nine (9) years, it should justify and seek annual shareholders' approval through a two-tier voting process.

During the financial year ended 30 June 2023, none of the Independent Directors have served on the Board for more than nine (9) years.

The Board recognizes the importance of independence and objectivity in its decision-making process. In order to ensure independent and objective judgment is brought to the Board's deliberation by genuine independence of the independent directors and to ensure conflict of interest or undue influence from interested parties is well taken care of, the Board is committed to ensure the independence of the independent directors are assessed by the Nomination Committee prior to their appointment based on formal nomination and selection process with the results of the review reported to the Board for consideration and decision.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (II) BOARD COMPOSITION (CONTINUED)

##### Diverse Board and Senior Management Team

The Board acknowledges the importance of fostering diversity to enhance effectiveness of the Board and Senior Management. Having a range of diverse dimensions brings different perspectives to the boardroom and to various levels of Management within the Group.

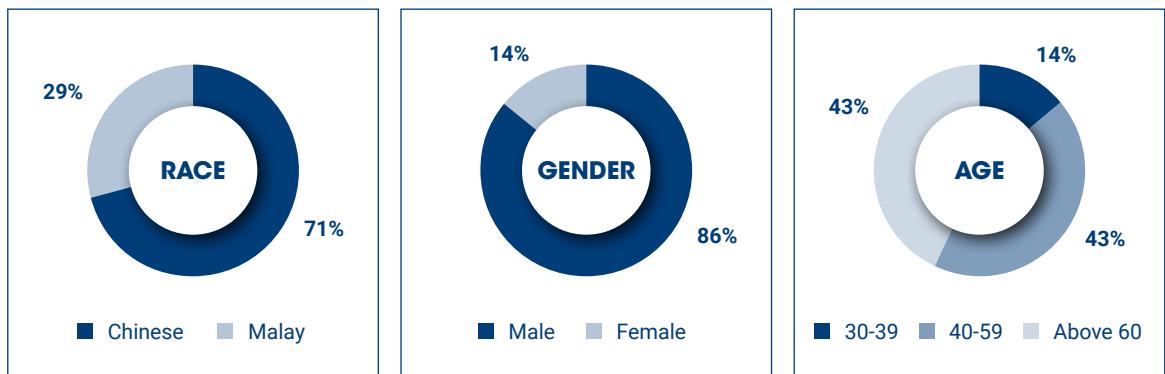
Nomination Committee is responsible to identify and select potential candidate(s) and to make recommendations to the Board for the appointment of Director(s) based on a set of selection criteria in order to ensure the Board has the right mix of skill to meet its objectives.

The Executive Directors are responsible for selecting and appointing candidates for Senior Management positions based on selection criteria that best match the requirements of the open position. Thereafter, the Executive Directors will keep the Board informed and update them accordingly. However, the key senior management will need the Board's approval upon selection by the Executive Directors.

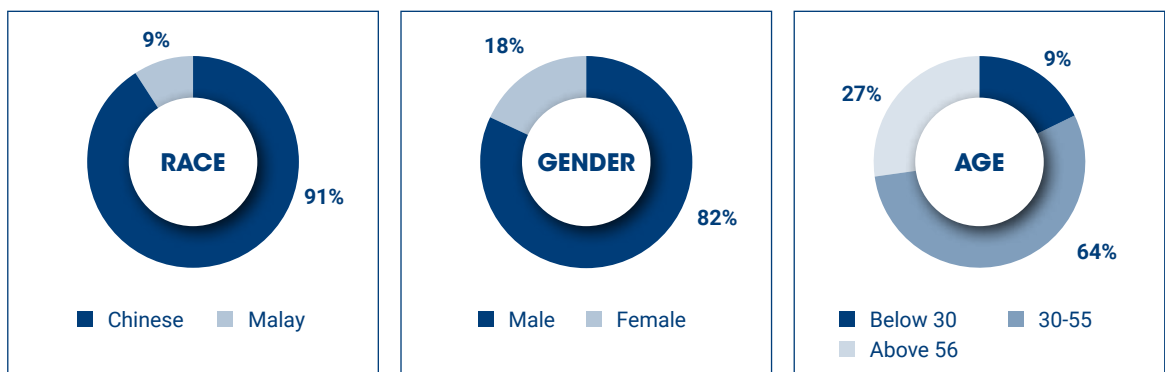
All appointments and employment are based on objective criteria, merit and with due regards for diversity in skills, experience, age, cultural background and gender.

The Group is committed to maintaining an environment of respect for people in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, ethnicity, nationality, religion or age.

#### (a) Gender, Ethnicity and Age diversity in the Board



#### (b) Gender, Ethnicity and Age diversity in the Senior Management





## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (II) BOARD COMPOSITION (CONTINUED)

##### Gender Diversity

The Board is judicious of the gender diversity recommendation promoted by the Code in order to offer greater depth and breadth for discussions and constructive debates in Board and Senior Management level.

The Board practices gender diversity and has one (1) female Director which represents 14% of seats at Board level, out of a total of seven (7) Directors, even though it does not have a formalised policy on setting targets for female candidates. The Group will continue to identify suitable candidates for appointment to the Board based on merit and competence and the contribution that each potential candidate can bring to further strengthen the Board.

Appointment of additional women to the Board in order to meet the target will be made when a suitable candidate who can add value to the Board is identified.

##### New Candidates for Board Appointment

The Company has in place its procedures and criteria for appointment of new directors. Selection of candidates to be considered for appointment as Directors is facilitated through recommendations from the Directors, management, major shareholders or external parties including the Company's contacts in related industries. The Nomination Committee will assess candidate's suitability based on a set of criteria for Selection of Directors to be established and approved by the Board.

In identifying suitable candidates, the Board does not solely rely on recommendations from existing Board members, management and major shareholders. It is also open to referrals from external independent sources available, such as industry and professional associations and also independent search firms to identify suitably qualified candidates, when necessary.

##### Nomination Committee

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

The Board through the Nomination Committee considers gender diversity as part of its selection of candidates for the Board and Senior Management positions.

Presently, the Nomination Committee is chaired by Datuk Zakaria Bin Sharif. The members of Nomination Committee comprising of Non-Executive Directors, a majority of whom are Independent Directors, whose membership is:-

Name of Directors	Designation	Directorship
Datuk Zakaria Bin Sharif	Chairman	Independent Non-Executive Director
Datin Seri Azreen Binti Abu Noh	Member	Independent Non-Executive Director
Mr. Lim Boon Shen	Member	Non-Independent Non-Executive Director

The Chairman ensures that the Board's decisions are reached by consensus or failing this, by the will of the majority, and any concern or dissenting view expressed by any Director on any matter deliberated at meetings of the Board or any of its Board Committees will be addressed and the meetings decisions duly recorded in the minutes of the meeting.

The Terms of Reference of the Nomination Committee is subject to periodic review and update to meet the requirements and regulations, statutory provisions, guidelines, principles, and best practices of the authorities. The Terms of Reference of the Nomination Committee is available at the Company's website at <https://www.ta-win.com/investor-relations/corporate-governance/>



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (II) BOARD COMPOSITION (CONTINUED)

##### Activities of the Nomination Committee

During the financial year ended 30 June 2023, the Nomination Committee carried out the following mentioned activities, in accordance with its Terms of Reference and in compliance with MMLR of Bursa Securities:-

- (a) assessed the size and composition of the Board, board balance and contribution of each Director and the effectiveness of the Board Committees;
- (b) assessed the independence of each Independent Director by taking into their self-assessments/declarations and based on the guidelines as set out in the MMLR of Bursa Securities and other criteria such as, tenure, relationship between the Independent Directors and the Company and their involvement in any significant transaction with the Company;
- (c) deliberated on the re-election of the affected Directors retiring pursuant to the Company's Constitution before making recommendations to the Board for its consideration;
- (d) conducted an evaluation and assessment of the compliance status of the Company in respect of the Code;
- (e) assessed the training needs for Directors; and
- (f) reviewed the succession planning programme.

##### Annual Evaluation

The Board has adopted a formal and objective annual evaluation of the Board, Board Committees and Directors' performance.

During financial period ended 30 June 2023, the Company Secretary assisted in the preparation of documents and facilitation of the annual evaluation.

The evaluation process was led by the Chairman of the Nomination Committee with the assistance of the Company Secretary. Each Director participated in the evaluation by answering a set of questionnaires.

The evaluation process was based on self-assessments whereby the Directors assessed each other and themselves, the Board as a whole and the performance of each Board Committee. The results of all assessments and comments were collated by the Company Secretary and were deliberated at the Nomination Committee meeting and thereafter the Nomination Committee's Chairman reported the results and deliberation to the Board.





## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (II) BOARD COMPOSITION (CONTINUED)

##### Time Commitment

The Board meets on a quarterly basis with additional meetings convened as and when required.

Details of the attendance of Board and Board Committees who were in office during the financial year ended 30 June 2023 are set out below. All Directors in office during the said period have complied with the minimum 50% attendance requirement under the MMLR of Bursa Securities.

Name of Directors	Board Meeting	Audit Committee Meeting	Risk Management Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting
Dato' Yeo Boon Leong, JP	5/5	–	–	–	–
Dato' Sri Ngu Tieng Ung, JP	5/5	–	–	–	–
Datuk Tan Poo Chuan	4/5	–	–	–	–
Mr. Lim Boon Shen	5/5	6/6	–	1/1	–
Datuk Zakaria Bin Sharif	5/5	6/6	2/2	1/1	2/2
Dato' Paduka Dr. Hii King Hiong	5/5	6/6	2/2	–	2/2
Datin Seri Azreen Binti Abu Noh	4/5	5/6	2/2	1/1	2/2

The Board is satisfied with the level of commitment given by the Directors in fulfilling their roles and responsibilities as Directors of the Company. To ensure that the Directors devote sufficient time to carry out their roles and responsibilities and in line with the MMLR of Bursa Securities, a Director of the Company must not hold directorships of more than five (5) Public Listed Companies.

In the intervals between Board Meetings, any matters requiring urgent Board decisions and/or approvals can be sought via circular resolutions which are supported with all the relevant information and explanations required for informed decisions to be made.

The Directors are required to submit an update on their other directorships from time to time for monitoring of the number of directorships held by the Directors of the Company and for notification to Companies Commission of Malaysia accordingly.

To facilitate the work of the Board, the Board has approved a formal schedule of matters reserved specifically for its decision to ensure the overall control of the Group is firmly in its hands.

##### Meeting of the Board and Board Committees

Meeting notices, agendas and board papers are circulated to the Board with sufficient time for members to prepare for Board and Board Committee meetings. All Board and Board Committee meetings held during the year were conducted in an open atmosphere which allowed for constructive challenge and debate, and all Directors were able to exert their independent judgement to bear on issues discussed. The Directors and Management continue to be in frequent contact between meetings.

The Board has unrestricted access to independent and expert advice at the Company's expense in performing its duties.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (II) BOARD COMPOSITION (CONTINUED)

##### Directors' Training

Directors will receive further training from time to time on various aspects of their responsibilities as Directors of the Company such as new laws and regulations, to further enhance their skills and knowledge, where relevant. All the Directors have attended the educational training and seminars to keep abreast with new regulatory developments, the business environment and assisted them in the discharge of their duties. The seminars attended by the Directors during the financial year ended 30 June 2023 are listed below:-

Name of Directors	Course Attended
Dato' Yeo Boon Leong, JP	In-house training – Sustainability ESG by Cambridge Management Sdn. Bhd. on 29 May 2023.
Dato' Sri Ngu Tieng Ung, JP	In-house training – Sustainability ESG by Cambridge Management Sdn. Bhd. on 29 May 2023.
Datuk Tan Poo Chuan	In-house training – Sustainability ESG by Cambridge Management Sdn. Bhd. on 29 May 2023.
Mr. Lim Boon Shen	In-house training – Sustainability ESG by Cambridge Management Sdn. Bhd. on 29 May 2023.
Datuk Zakaria Bin Sharif	In-house training – Sustainability ESG by Cambridge Management Sdn. Bhd. on 29 May 2023.
Dato' Paduka Dr. Hii King Hiong	In-house training – Sustainability ESG by Cambridge Management Sdn. Bhd. on 29 May 2023.
Datin Seri Azreen Binti Abu Noh	In-house training – Sustainability ESG by Cambridge Management Sdn. Bhd. on 29 May 2023.

In addition, Directors' education also includes briefings by the Internal Auditors, External Auditors and the Company Secretary on the relevant updates on statutory and regulatory requirements from time to time during the Audit Committee and Board meetings.

#### (III) REMUNERATION

##### Remuneration Committee

A Remuneration Committee was established by the Board comprising of Non-Executive Directors, a majority of whom are Independent Directors. The memberships of the Remuneration Committee are as follows:-

Name of Directors	Designation	Directorship
Datin Seri Azreen Binti Abu Noh	Chairman	Independent Non-Executive Director
Dato' Paduka Dr. Hii King Hiong	Member	Independent Non-Executive Director
Datuk Zakaria Bin Sharif	Member	Independent Non-Executive Director

Remuneration Committee's primary responsibilities involve establishing, reviewing annually and recommending to the Board the remuneration packages of each individual Directors and Key Senior Management to ensure that their remuneration is commensurate with that of their responsibilities and commitment.

The Chairman of the Committee may request for a meeting as and when deemed necessary. The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendation of the Committee.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (III) REMUNERATION (CONTINUED)

##### Remuneration Committee (continued)

The Terms of Reference of the Remuneration Committee is subject to periodic review and update to meet the requirements and regulations, statutory provisions, guidelines, principles, and best practices of the authorities. The Terms of Reference of the Remuneration Committee is available at the Company's website at <https://www.ta-win.com/investor-relations/corporate-governance/>

##### Remuneration policy

The Board has in place a set policies and procedures for remuneration of Directors and Key Senior Management. The objective of Remuneration Policy of the Company is to attract, retain and motivate Directors and Key Senior Management of the quality required to manage the business of the Group. The remuneration of Executive Director and Key Senior Management comprises basic salary, allowances, bonuses and other customary benefits as appropriate. In the case of the Non-Executive Directors, a basic fee as ordinary remuneration and meeting allowances will be paid.

The Executive Directors play no part in deciding their own remuneration. It is the ultimate responsibility of the Board to approve the remuneration package of Executive Directors. The Directors' Fee payable and other benefits payable to Directors are subject to the members' approval at the Annual General Meeting ("AGM") in accordance with Section 230(1) of the Companies Act 2016.

The Remuneration Policy and Procedures for Directors and Key Senior Management have been implemented by the Company to make sure the relevant and appropriate for the current structure of the Group. The Remuneration Policy and Procedures for Directors and Key Senior Management is available on the Company's website at <https://www.ta-win.com/investor-relations/corporate-governance/>

##### Details of Directors' Remuneration

Details of Directors' remuneration of the Company and of the Group for the financial period ended 30 June 2023 are as follows:-

#### (i) Company

	Salaries (RM)	Bonuses (RM)	Fees (RM)	<sup>(1)</sup> Other Remuneration (RM)	Total (RM)
<b>Executive Directors</b>					
Dato' Sri Ngu Tieng Ung, JP	1,360,000	240,000	–	234,918	1,834,918
Datuk Tan Poo Chuan	1,360,000	240,000	–	233,919	1,833,919
<b>Non-Executive Directors</b>					
Dato' Yeo Boon Leong, JP	–	–	120,000	1,687,800	1,807,800
Dato' Paduka Dr. Hii King Hiong	–	–	108,000	16,600	124,600
Datin Seri Azreen Binti Abu Noh	–	–	108,000	14,600	122,600
Datuk Zakaria Bin Sharif	–	–	108,000	19,100	127,100
Mr. Lim Boon Shen	–	–	108,000	13,000	121,000
<b>Total</b>	<b>2,720,000</b>	<b>480,000</b>	<b>552,000</b>	<b>2,219,937</b>	<b>5,971,937</b>

Notes:

(1) Other remuneration includes amongst others, the allowance and consultation fees payable to the Directors.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### (III) REMUNERATION (CONTINUED)

##### Details of Directors' Remuneration (Continued)

##### (ii) Group

	Salaries (RM)	Bonuses (RM)	Fees (RM)	<sup>(1)</sup> Other Remuneration (RM)	Total (RM)
<b>Executive Directors</b>					
Dato' Sri Ngu Tieng Ung, JP	1,360,000	240,000	120,000	234,918	1,954,919
Datuk Tan Poo Chuan	1,360,000	240,000	–	233,919	1,833,919
<b>Non-Executive Directors</b>					
Dato' Yeo Boon Leong, JP	–	–	120,000	1,687,800	1,807,800
Dato' Paduka Dr. Hii King Hiong	–	–	108,000	16,600	124,600
Datin Seri Azreen Binti Abu Noh	–	–	108,000	14,600	122,600
Datuk Zakaria Bin Sharif	–	–	108,000	19,100	127,100
Mr. Lim Boon Shen	–	–	108,000	13,000	121,000
<b>Total</b>	<b>2,720,000</b>	<b>480,000</b>	<b>672,000</b>	<b>2,219,937</b>	<b>6,091,937</b>

Notes:

(1) Other remuneration includes amongst others, the allowance and consultation fees payable to the Directors.

##### Remuneration of Top Five Senior Management

The top five (5) Senior Management's remuneration for the financial period ended 30 June 2023 are as follows:-

Range of Remuneration (RM)	Top Five Senior Management
250,000-500,000	2
200,000-250,000	2
150,000-200,000	1
100,000-150,000	–
Total	5

The Board is of the opinion that the disclosure of the Senior Management Personnel names and the various remuneration component (salary, bonus, benefits in-kind, other emoluments) would not be in the best interest of the Group due to the confidentiality and sensitivity of each remuneration package.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### (I) AUDIT COMMITTEE

##### **Audit Committee Composition and Chairman**

The present Chairman of the Audit Committee is Datuk Zakaria Bin Sharif. He was re-designated as Chairman of Audit Committee on 25 May 2021. The Chairman of the Board is Dato' Yeo Boon Leong, JP.

Having the positions of Board Chairman and Audit Committee Chairman assumed by different individuals allows the Board to objectively review the Audit Committee's findings and recommendations.

The Chairman of the Audit Committee is responsible to ensure the overall effectiveness and independence of the Audit Committee. The roles and responsibilities of the Committee as well as the rights are set out in the Terms of Reference of the Audit Committee, which is published on the Company's website.

Details of activities carried out by the Audit Committee during the financial period ended 30 June 2023 are set out in the Audit Committee Report of this Annual Report.

##### **Policy on Appointment of a Former Key Audit Partner as Audit Committee Member**

As a measure to safeguard the independence and objectivity of the audit process, the Company has incorporated a policy stipulation that governs the appointment of a former key audit partner to the Audit Committee.

The policy, which is codified in the Audit Committee's Terms of Reference, requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three (3) years before he can be considered for appointment as an Audit Committee member.

##### **Assessment on the Suitability, Objectivity and Independence of the External Auditors**

The Board maintains a transparent and professional relationship with the External Auditors through the Audit Committee. Based on the current practice, the Audit Committee invites External Auditors to attend its meetings at least twice a year to discuss their audit plan and their audit findings on the Group's audited financial statements. In addition, the Audit Committee also has private meetings with the External Auditors without the presence of the Senior Management to enable exchange of views on issues requiring attention. The Board has delegated to the Audit Committee to perform an annual assessment on the quality of the audit which encompassed the performance and calibre of the External Auditors and their independence, objectivity and professionalism. The assessment process involves identifying the areas of assessment and devising tools to obtain the relevant data. Upon completion of the assessment, the Audit Committee will make recommendation for re-appointment of the External Auditors to the Board. The proposed appointment will be subject to shareholders' approval at the AGM.

The policies and procedures to assess the suitability, objectivity and independence of the external auditors are in place. The said policies and procedures is available at the Company's website <https://www.ta-win.com/investor-relations/corporate-governance/>

In the annual assessment on the suitability, objectivity and independence of the auditors, the Audit Committee is guided by the factors as prescribed under MMLR of Bursa Malaysia Securities Berhad as well as the policies and procedures which were adopted by the Board.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)

#### (I) AUDIT COMMITTEE (CONTINUED)

##### All Audit Committee Members are Financially Literate

The Audit Committee consists of three (3) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director, which is in compliance with the MMLR of the Bursa Securities.

The Chairman and member of the Audit Committee, Datuk Zakaria Bin Sharif and Dato' Paduka Dr. Hii King Hiong are member of Malaysian Institute of Accountants (MIA). All members of the Audit Committee are financially literate and are able to understand matters under the purview of the Audit Committee including the financial reporting process. They possess sufficient financial knowledge to provide satisfactory input on financial matters. The Audit Committee members possess the necessary knowledge, experience, expertise and skills which contributed to the overall effectiveness of the Audit Committee.

#### (II) RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

##### Effective Risk Management and Internal Control Framework

The Board affirms its overall responsibility for maintaining a sound internal control system and risk management as well as reviewing its adequacy and integrity of the system.

The Risk Management Committee assessed and monitored the efficacy and effectiveness of the risk management controls and measures taken whilst the adequacy and effectiveness of the internal controls were reviewed by the Audit Committee in conjunction with the activities and reports of the outsourced Internal Auditors.

##### Effective Governance, Risk Management and Internal Control Framework

The Risk Management Committee comprises of three (3) Independent Non-Executive Directors. The present Chairman of the Risk Management Committee is Dato' Paduka Dr. Hii King Hiong. The Risk Management Committee was entrusted by the Board to oversee the adequacy and effectiveness of the risk management framework and internal control systems.

The roles and responsibilities of the Risk Management Committee are set out in Terms of Reference of Risk Management Committee, which is published on the Company's website <https://www.ta-win.com/investor-relations/corporate-governance/>

The Senior Management will present the Risk Management Report to the Risk Management Committee at least twice a year to provide an overview of the Group's significant risks and action plans to mitigate the risks. The Risk Management Committee provides its views which are then communicated to the respective risk owners. The significant risks are then escalated to the Board upon deliberation by Risk Management Committee.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)

#### (II) RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (CONTINUED)

##### Internal Audit Function

The Group's Internal Audit function is outsourced to a professional service firm, Messrs. Ivan Law & Co, to provide the Audit Committee with an independent assessment on the adequacy and effectiveness of the Group's system of internal controls.

During the financial year ended 30 June 2023, the outsourced internal audit function carried out audits in accordance with the risk-based internal audit plan reviewed and approved by the Audit Committee. The results of their review presented in the Internal Audit Report, which include a summary of internal audit findings and management's responses, were discussed with the Senior Management and subsequently presented to the Audit Committee. Follow up visits were also conducted by Internal Auditors to ensure that management's action plans in respect of the matters highlighted in the Internal Audit Reports have been adequately addressed. None of the internal control weaknesses have resulted in any material losses, contingencies or uncertainties that would require disclosure in the Annual Report.

To ensure effectiveness of the Group's Internal Audit function, the Audit Committee assesses the following:-

- (a) the adequacy of the scope, functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its work; and
- (b) the internal audit plan, processes, the results of the internal audit assessment and whether appropriate actions have been taken on the recommendations of the internal audit function.

The engagement partner of the outsourced internal audit function, Mr. Ivan Law, has diverse professional experience in internal audits, risk management and corporate governance advisory and possesses relevant qualification.

The internal audit staff on the engagement are free from any family relationship with any Directors and/or major shareholders and do not have any conflict of interest with the Group.

The internal audit was conducted using a risk-based approach and was guided by a recognised framework.

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

#### (I) COMMUNICATION WITH STAKEHOLDERS

##### Continuous Communication between the Company and Stakeholders

The Board leverages on a number of formal channels for effective dissemination of information to shareholders and other stakeholders, particularly through Annual Reports, Circular to Shareholders, announcements to Bursa Securities, media releases, AGM, Extraordinary General Meeting ("EGM") and the Company's website, [www.ta-win.com](http://www.ta-win.com).

##### Integrated Reporting

The Company is not a Large Company as defined by the Code. The Company will consider adopting integrated reporting if the Board is of the view that the benefits of the adoption outweigh the costs.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

### PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONTINUED)

#### (II) CONDUCT OF GENERAL MEETINGS

The AGM and other general meetings of the Company are the primary forum for dialogue with its shareholders. All notices of general meetings and accompanying explanatory materials are published on the company website ([www.ta-win.com](http://www.ta-win.com)), advertised in a leading mainstream local newspaper, and the necessary announcement made to Bursa Securities. In addition, the notice of AGM, which forms part of the Annual Report, and the CD-ROM, is circulated to its shareholders. The form and content of the notices of the general meetings comply with the Companies Act 2016 and any other applicable regulatory requirements under Bursa Securities and the Securities Commission Malaysia.

The Board's members had attended the following general meetings held during the financial period ended 30 June 2023 except for Datin Seri Azreen Bin Abu Noh of whom has extended her apologies to the shareholders for not attending the Company's Twenty Eighth AGM held on 29 November 2022:-

Date	Meeting
29 November 2022	Twenty Eighth AGM

Shareholders are provided with the sufficient notices of general meetings and accompanying explanatory material such as notes, circular and Annual Report in order for the shareholders to make arrangements to attend the general meetings and exercise their rights. Shareholders are encouraged to appoint proxy/proxies to vote on their behalf if they are unable to attend the meeting. In line with the recommendations of the Code, the Notice of Twenty Eighth AGM of the Company was issued 28 days before the AGM date. The copies of the proxy forms are available in the Company's website and in the Company's Annual Report.

The Company had conducted a virtual Twenty Eighth AGM on 29 November 2022 to ensure that all Directors and shareholders are able to participate in the AGM under a safe condition.

The Company has leveraged on technology to convene the virtual Twenty Eighth AGM through live streaming where shareholders participated and voted remotely during the AGM, as guided by the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia. Voting at the AGM was conducted using remote participation and voting facilities. The Company will continue to utilise the technology to conduct the forthcoming AGM on a virtual basis as part of our safety measures and to contain the spread of Covid-19.

This Corporate Governance Overview Statement was approved by the Board of Directors on 23 October 2023.