

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5622
COMPANY NAME : PIMPINAN EHSAN BERHAD
FINANCIAL YEAR : December 31, 2021

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 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.

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is accountable and responsible for leading and guiding the Company in an effective and responsible manner. The Board provides stewardship on the Company's values and standards through effective corporate governance that is based on transparency, integrity and honesty.</p> <p>The Board demonstrates its leadership in setting strategic directions, ensuring that necessary resources are in place for the Company to meet its objectives, review management performance, and taking into account the Company's risk appetite. It is the Board's responsibilities to ensure that the Company's strategies are aligned to the interests of our shareholders as well as the stakeholders.</p> <p>The Board is committed to high standard of corporate governance and strives to practise good governance as a fundamental part of discharging its responsibilities to enhance shareholders' value. The Board is able to understand the financial statements with guidance and advice provided by the Management and the Audit and Risk Management Committee ("ARMC"). ARMC is authorised to communicate with the external and internal auditors directly on the financial matters and internal audit function.</p> <p>To discharge its responsibilities effectively, the Board is guided by the Board Charter, whilst the Board committees are guided by its respective Terms of Reference, and are accessible to the public for reference on the Company's website at www.pebhd.com.my</p>
Explanation for departure	:	

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

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairman is responsible for leading the Board in setting the values and standards of the Company, as well as maintaining a relationship of trust with and between Management and Non-Executive Directors. In addition, the Chairman also ensures the provision of accurate, timely and clear information to the Directors to enable effective and informed decision making.</p> <p>The Chairman is also responsible to build confidence by demonstrating and adopting the highest standards of corporate governance practices and ensuring strict compliance to all relevant laws and regulations.</p> <p>The detailed roles of the Chairman are set out in the Board Charter and is accessible to the public for reference on the Company’s website at www.pebhd.com.my</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The roles and responsibilities of the Chairman and Executive Director are distinctively separated and are held by two different individuals. This distinction allows for a better understanding and distribution of jurisdictional responsibilities and accountabilities. The clear hierarchical structure with its focused approach facilitates efficiency and expedites decision-making.</p> <p>The role and responsibilities of the Chairman is as outlined in the explanation to Practice 1.2 of this report.</p> <p>The Executive Director is responsible for the overall day-to-day management of the business, organisational effectiveness and the implementation of the Company's strategies and policies.</p> <p>The detailed roles and responsibilities of the Chairman and the Executive Director are set out in the Board Charter, and is made available on the Company's website at www.pebhd.com.my</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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>		
Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Chairman is also the chairperson of the Nominating Committee and the Remuneration Committee as the appointment was made before this practice was recommended. The Company is actively looking for another suitable candidate for appointment as Independent Non-Executive Chairman, to comply with this practice.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company had engaged with two (2) qualified and competent Company Secretaries, Ms Wong Wai Foong and Ms Tan Bee Hwee, where both of them are from Tricor Corporate Services Sdn. Bhd.</p> <p>Mr Too Kok Thai is the Joint Company Secretary with the qualification from the Malaysian Institute of Accountants (MIA) to act as the Joint Company Secretary.</p> <p>The Company Secretaries play an advisory role to the Board, particularly with regard to the Constitution of the Company, Board policies and procedures and the Company's compliance with regulatory requirements, codes, guidance and legislation.</p> <p>The Company Secretaries attended the Board and Board Committees' meetings and ensures that such meetings are appropriately convened, and that accurate and proper records of the proceedings and resolutions passed are taken and maintained at the registered office of the Company.</p> <p>All Board members have unrestricted access to the advice and services of the Company Secretaries for the purpose of the Board's affairs and the Company's business.</p> <p>The functions of the Company Secretaries are set out in the Board Charter, which is available at the Company's website at www.pebhd.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 1.6

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.

Application	:	Applied
Explanation on application of the practice	:	<p>Notice of the Board and Board Committee meetings are given in writing at least seven (7) days prior to the meetings and the Company Secretaries ensure the circulation of the agenda and meeting materials in a timely manner.</p> <p>The Board papers of the Board and/or Board Committees meetings are sent to the Directors via email at least five (5) days prior to the respective meeting. This enables the Directors to conduct proper deliberations on board issues and to discharge their responsibilities with reasonable due care, skills and diligence.</p> <p>The Board and/or Board Committees Papers comprise objective, background of the subject matter, issues, risks, recommendation and other relevant information for the Board and/or Board Committees to make an informed decision.</p> <p>The Board and/or Board Committees Papers also consist of minutes of the previous Board and/or Board Committees meeting, updates on the business activity, summary of Directors' dealings, Bursa announcements and written resolutions passed by the Directors since the last Board meeting.</p> <p>All pertinent issues discussed at the Board meetings in arriving at the decisions and conclusions are properly recorded by the Company Secretaries. The minutes of meetings of Board and Board Committees are circulated to all Directors.</p> <p>The minutes of meetings recorded the decisions, including key deliberations, rationale for each decision made and any concerns or dissenting issues. The Directors, either as a group or individually, may upon obtaining prior Board's approval seek independent advice, where necessary, at the Company's expenses on any matters in relation to the discharge of their duties.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board Charter sets out the respective authority and responsibilities of the Board, Board Committees and Directors and those matters expressly reserved to the Board and those delegated to Board Committees and Executive Management.</p> <p>The Board will review the Board Charter periodically and make necessary amendments to ensure that they remain relevant and consistent with the Board’s objective, current law and best practices to enable the Board to discharge its responsibilities. The Board Charter is accessible to the public for reference on the Company’s website at www.pebhd.com.my</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>PEB’s directors and employees are required to uphold the highest standard of integrity in discharging their duties and in dealing with all stakeholders, as expressed in the Company’s Code of Conduct.</p> <p>The Code of Conduct places significant importance in upholding the principle of discipline, ethical conduct, professionalism, integrity and transparency that are critical to the success and wellbeing of the Company.</p> <p>PEB’s Code of Conduct is accessible to the public for reference on the Company’s website at www.pebhd.com.my</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company’s Whistle-blowing Policy encapsulates the governance and standards required to promote an ethical, responsible and secure whistleblowing practice in the Company.</p> <p>The Whistle-blowing Policy provides an avenue for employees and members of the public to disclose any improper conduct committed or about to be committed in accordance with the procedures as provided under the policy, which is made available on the Company’s website at www.pebhd.com.my</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has set up the Sustainability Committee on 28 April 2021 to support the Board on matters relating to the Company’s sustainability strategies, targets, performance and the factors of Environmental, Social and Corporate Governance (ESG). The Sustainability Committee together with the Management ensure the integration of both business and sustainability priorities for the Company’s long-term success by identifying the sustainability opportunities and risks, establishing appropriate and suitable sustainability reporting framework and journey roadmap, appointing a Head of Sustainability and/or engaging consultants on formulating policies and procedures required for holistic sustainability programme.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company has yet to set the sustainability targets as well as measure the performance against these targets and communicated to its internal and external stakeholders due to the Company has no core business in the financial year under review. Nevertheless, the Board has formed Sustainability Committee ("SC") and the SC would assist the Board to set up sustainability target which will be in compliance with this practice.	
		Details on the Company's sustainability strategies, priorities and framework are set out in the Sustainability Statement in the Annual Report and on the Company's website at www.pebhd.com.my for the external stakeholders' reference and the Company's employees are aware and understand the Company's approach to sustainability.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	The Sustainability Committee is formed for the purpose of providing leadership, coordination and guidance to the Board for the integration of sustainability principles and practices throughout the Company's core activities. The Board is able to understand the sustainability issues and to discharge their duties and responsibilities accordingly, with the advice and recommendation by the Sustainability Committee. The Company's commitment in sustainability issues were highlighted in the Sustainability Statement of the Annual Report 2021 which including corporate governance and Environmental, Social and Corporate Governance, whereby the climate-related risks and opportunities were clearly addressed.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	The Nominating Committee was satisfied with the annual evaluation completed by the Board for financial under review and formed the view that the performance of the Board on addressing the Company’s material suitability risks and opportunities is adequate and sufficient. The Board will continuously carry out their duties on addressing such risks and opportunities with the support of the Sustainability Committee and consultants, if necessary. No evaluation was done on the senior management during the financial year under review due to the Company has no core business yet.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

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.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board formed the Sustainability Committee (“SC”) to provide dedicated focus to manage the sustainability matters of the Company.</p> <p>The SC is led by Puan Yasmin Binti Rasyid and comprises Mr Boumhidi Abdelali and Mr Lim Beng Guan. The SC is responsible for materiality assessment and undertake the role of identifying, evaluating and monitoring the sustainability align with the Company’s vision, mission and corporate beliefs.</p> <p>The Chairperson of SC is responsible in advising the Board on sustainability initiatives and developments related matters.</p> <p>She provides the overall direction, lead strategic decision making and review sustainability implementation and performance.</p>

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the financial year under review, the Nominating Committee ("NC") was ceased to operate since 9 April 2021 to 27 April 2021 due to the Committee Members had resigned as Directors of the Company on 8 April 2021.</p> <p>During the absence of the NC, the Board assumed the functions of the NC in determining and recommending the re-election of the Directors to the shareholders for approval at the Annual General Meeting to be held on 24 June 2021.</p> <p>The following Directors who were appointed in the financial year under review, were required to be retired at the Annual General Meeting to be held on 24 June 2021 in accordance with Clause 129 of the Constitution of the Company:-</p> <ul style="list-style-type: none">(a) Mr Lim Beng Guan;(b) Mr Boumhidi Abdelali;(c) Mr Jonathan Law Ngee Song;(d) Dato' Yew Soon Keong;(e) Dato' Jamelah Binti Jamaluddin;(f) Puan Yasmin Binti Rasyid; and(g) Ms Low Siew Hui. <p>Subsequent to the above recommendation made by the Board, the NC was formed by the Board on 28 April 2021 and the composition of the NC since 28 April 2021 is as follows:-</p> <ul style="list-style-type: none">(a) Mr Jonathan Law Ngee Song;(b) Dato' Jamelah Binti Jamaluddin; and(c) Puan Yasmin Binti Rasyid. <p>The NC has reviewed the individual directors' performance based on the results of the annual evaluation for the financial year 2021. The NC are of the opinion that the Directors had discharged his/her duties effectively and had provided valuable contribution to the Board and Board Committees in discharging their responsibilities respectively.</p>

	With the above, the NC and the Board have resolved to recommend the re-election of Mr Jonathan Law Ngee Song and Mr Lim Beng Guan at the Sixth Annual General Meeting to be held on 30 June 2022.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board currently has three (3) Independent Non-Executive Directors, which is equivalent to 43% of the composition of the Board namely:</p> <ul style="list-style-type: none">i. YBhg Dato' Jamelah Binti Jamaluddin;ii. Puan Yasmin Binti Rasyid; andiii. Ms Low Siew Hui. <p>The Board values independence greatly and recognises the important contributions that Independent Directors make to good corporate governance.</p> <p>Whilst this is in compliance with the requirements of the Main Market Listing Requirements by having three (3) Independent Non-Executive Directors as stated above, the Board always strive to increase its composition as to be in line with this practice. Therefore, the Board is still looking for another suitable candidate for appointment as Independent Director.</p> <p>However, all Directors, regardless of their independent status, are required to act in the best interests of the Company and to exercise unfettered and independent judgment.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

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

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>	
Application	: Adopted
Explanation on adoption of the practice	: As stipulated in Clause 4 of the Company's Board Charter, the Company adopted a policy whereby the tenure of an Independent Non-Executive Director shall not exceed a cumulative term of nine (9) years. The Board Charter is accessible to the public for reference on the Company's website at www.pebhd.com.my

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of diversity in terms of skills, experience, age, gender, cultural background and ethnicity and recognizes the benefits of diversity at leadership and employee level. Having a range of diversity dimensions, it brings different perspectives to the boardroom and to various levels of Management within the Group.</p> <p>The Nominating Committee ("NC") is responsible for leading the process for the nomination of new Board appointments and making the necessary recommendations. In this respect, the role of the NC is detailed in its Terms of Reference, which is accessible for reference on the Company's website at www.pebhd.com.my</p> <p>All appointments are based on merit, and candidates will be considered against an objective criterion. The NC and the Board do not set any target on gender, ethnicity or age diversity but endeavour to include any member who will improve the Board's overall compositional balance.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>When identifying potential candidates for the appointment as a Director, the Board, via the Nominating Committee ("NC"), will consider whatever sources it deems appropriate, including, but not limited to, referrals from existing Directors, recommendations from external advisor, or suggestions from shareholders.</p> <p>The NC responsibilities include performing requisite evaluation and assessment on the candidates' ability to discharge their duties effectively and efficiently. The NC also ensures candidates possess the appropriate skills, core competencies, experience and integrity to discharge their roles as Director effectively.</p> <p>If new appointment of Independent Non-Executive Director is necessary, the Company will use independent sources for sourcing suitably qualified candidate.</p> <p>The detailed roles and responsibilities of the NC is set out under its Term of Reference made available on the Company's website at www.pebhd.com.my</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Directors were appointed prior to the release of the latest Malaysian Code on Corporate Governance on 28 April 2021 and all of them were required to be retired at the Fifth Annual General Meeting which was held on 24 June 2021, pursuant to Clause 129 of the Constitution of the Company.</p> <p>However, the information for the Directors standing for re-election as well as the reasons from the Board to support their re-election as Directors have been disclosed in the Explanatory Notes to the Notice of Sixth Annual General Meeting for 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Departure	
Explanation on application of the practice	:	.	
Explanation for departure	:	The Nominating Committee is chaired by Mr Jonathan Law Ngee Song who is an Interim Non-Independent Non-Executive Director. The Company is actively looking for another suitable candidate for appointment as Independent Non-Executive Chairman and to appoint another Independent Director as the Chairperson of the Nominating Committee and Remuneration Committee.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	The Board currently comprises of three (3) female directors, representing 43% of the Board's composition.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board had on 22 February 2022 adopted the Diversity & Inclusion Policy which detailed out the Company’s commitment to equality, diversity and inclusion.</p> <p>All Directors and employees of the Company are required to comply to the policy, which is accessible for reference on the Company’s website at www.pebhd.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<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>		
Application	:	Applied
Explanation on application of the practice	:	<p>The Board has via the Nominating Committee, with the assistance of the Company Secretaries, conducted an annual peer evaluation of the Board's effectiveness by completing the Form of Evaluation of individual director and Board Effectiveness based on their performance for the financial year 2021.</p> <p>Following the evaluation, the Board concluded that the Board as a whole and its committees is effective and the Board has the necessary skills, experiences, qualities and integrity to lead the Company and each of the Director including the Independent Directors, in their individual capacities have fulfilled their responsibilities and obligations and have carried out their statutory duties and in accordance with the Board Charter of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board delegated to the Remuneration Committee the responsibility to review and recommend the remuneration of Non-Executive Directors, Executive Directors and Senior Management to the Board and a remuneration policy was adopted by the Board to assist the Nominating and Remuneration Committees in determining the remuneration of Directors. The remuneration policy detailed out the remuneration structure and procedures for both Directors and senior management, which shall be reviewed by the Nominating and Remuneration Committees.</p> <p>The remuneration policy is available for reference on the Company's website at www.pebhd.com.my</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied	
Explanation on application of the practice	:	The Remuneration Committee has a Terms of Reference which spell out its authorities and duties and it is made available on the Company’s website at www.pebhd.com.my	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied
Explanation on application of the practice	:	The detailed remuneration of the Directors are as set out on Page 34 of this report.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Jonathan Law Ngee Song	Non-Executive Non-Independent Director	60,857	Input info here	Input info here	Input info here	Input info here	Input info here	60,857	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Lim Beng Guan	Executive Director	81,732	Input info here	Input info here	Input info here	Input info here	Input info here	81,732	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Boumhidi Abdelali	Non-Executive Non-Independent Director	43,614	Input info here	Input info here	Input info here	Input info here	Input info here	43,614	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Dato' Yew Soon Keong	Non-Executive Non-Independent Director	35,833	Input info here	Input info here	Input info here	Input info here	Input info here	35,833	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Dato' Jamelah Binti Jamaluddin	Independent Director	42,500	Input info here	Input info here	Input info here	Input info here	Input info here	42,500	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Yasmin Binti Rasyid	Independent Director	45,000	Input info here	Input info here	Input info here	Input info here	Input info here	45,000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Low Siew Hui	Independent Director	33,568	Input info here	Input info here	Input info here	Input info here	Input info here	33,568	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Tan Sri Rozali Bin Ismail	Executive Director	192,948	Input info here	Input info here	Input info here	5,313	Input info here	198,261	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Hajah Shiamshiah Binti Hashim @ Abu Bakar	Executive Director	621,535	Input info here	Input info here	Input info here	5,000	Input info here	626,535	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Nur Dayana Binti Tan Sri Rozali (alternate Director to Tan Sri Rozali Bin Ismail)	Executive Director	20,187	Input info here	Input info here	Input info here	769	Input info here	20,956	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Jumsi Bin Batri	Independent Director	43,800	Input info here	Input info here	Input info here	Input info here	Input info here	43,800	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

12	Haji Ibrahim Bin Topaiwah	Independent Director	54,000	Input info here	Input info here	Input info here	Input info here	Input info here	54,000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Mohammad Emir Taufiq Bin Taufiq Ahmad @ Ahmad Mustapha	Independent Director	39,300	Input info here	Input info here	Input info here	Input info here	Input info here	39,300	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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.

Application	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
Explanation on application of the practice	:	<p>The new Board has decided to disclose the top five senior management’s remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000 for the financial year under review.</p> <p>However, no disclosure on the same was made in this CG Report because there are no senior management in the Company during the financial year as it does not have a core business. The Board will disclose the detailed remuneration of its top five senior management’s remuneration on a named basis in the next CG Report when the proposed corporate exercise is completed.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board has decided to disclose the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000 for the financial year under review.</p> <p>However, no disclosure on the same was made in this report because there are no senior management in the Company during the financial year as it does not has a core business. The Board will disclose the detailed remuneration of its top five senior management's remuneration on a named basis in the next report when the proposed corporate exercise is completed.</p>

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

Application	:	Applied	
Explanation on application of the practice	:	Chairperson of the Audit and Risk Management Committee is Dato' Jamelah Binti Jamaluddin, an Independent Non- Executive Director and she is not the Chairman of the Board. This ensures that the Board is able to objectively review the audit and risk findings and recommendations.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Terms of Reference of the Audit and Risk Management Committee (“ARMC”) stipulates that should a former key audit partner be considered for appointment as a member of the ARMC, the candidate is required to observe a cooling-off period of at least three (3) years from the date he or she ceases to be a partner of the firm which has been the external auditor of the Group, before being appointed as a member of the ARMC.</p> <p>However, none of the current members of the ARMC had been associated with nor have they held any senior position with the Company’s appointed external auditors in the past three (3) years.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Although the Board has not adopted any policies and procedures to assess the suitability, objectivity and independence of the external auditor, the ARMC and Board has carried out the annual assessment to determine the independence of the External Auditor. During the financial year under review, the Board has not adopted any policies and procedures to assess the suitability, objectivity and independence of the external auditor, the ARMC and Board has carried out the annual assessment to determine the independence of the External Auditor.	
		Nevertheless, the Board has adopted the External Auditors Assessments Policy on 13 April 2022. A copy of the policy is available on the company website www.pebhd.com.my .	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit and Risk Management Committee ("ARMC") assists the Board to review the integrity of the Company's financial statements. The ARMC further review the adequacy and effectiveness of the system of internal controls as well as risk management framework of the Company.</p> <p>All the ARMC members have the relevant financial knowledge and commercial expertise skills required to discharge their roles and responsibilities effectively. The ARMC ensures that the financial reports of the Company comply with applicable financial reporting standards in Malaysia.</p> <p>Members of the ARMC attend trainings, seminars and talks to keep them updated on developments on financial standards.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises its responsibilities over the Company’s internal control and risk management framework.</p> <p>The Board through its ARMC regularly reviews this process to ensure the internal control and risk management frameworks are adequate and effective.</p> <p>The ARMC meets quarterly to review the risks identified and discuss on mitigation lack in place and report to the Board. Details on internal control and risk management framework are set out in the Statement on Risk Management and Internal Control in the Annual Report</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is responsible for managing the key business risks of the Company and implementing appropriate internal control system to manage those risks. The Board also reviewed the adequacy and effectiveness of the system of internal controls framework and risk management framework.</p> <p>These together with the features of its risk management framework and internal control framework are disclosed in the Statement of Risk Management and Internal Control which is reviewed by the Board and the External Auditors.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The internal audit function is supported by an outsourced independent professional service provider, YYC Advisors Sdn. Bhd. ("YYC Advisors"), to assist the Audit and Risk Management Committee ("ARMC") as well as the Board in discharging their responsibilities by providing independent, objective assurance and advisory services that seek to add value and improve the Company's operations.</p> <p>The Company's internal audit activities are mainly carried out in accordance with the annual audit plan that has been tabled to the ARMC for its review and approval and selected ad-hoc audits on management's requests.</p> <p>The internal auditor adopted the risk-based approach and focuses on Corporate Affairs and Finance in the Company. The representative of the internal auditor reports directly to the ARMC and assists the ARMC to monitor and manage risks and provide the ARMC with independent views on the effectiveness of the system of internal control after their reviews.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The internal audit ("IA") function is outsourced to an independent professional firm, YYC Advisors, and reports directly to the ARMC. The head of IA function, Ms Christine Looi, is a Chartered Member of Institute of Internal Auditors Malaysia, and is supported by her engagement team of internal auditors who have the relevant professional qualifications such as Certified Internal Auditor or equivalent.</p> <p>The ARMC had evaluated and reviewed the IA functions and was satisfied that the IA activities/audit plan were carried out in accordance with recognized framework. The ARMC also received assurance from the outsourced IA that all assigned IA engagement team personnel remain independent, objective and free from any relationships or conflicts of interest in carrying out their IA duties throughout the engagement.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>It has always been the Company’s practice to maintain good relationship with its shareholders. Major corporate developments and happenings in the Company have always been duly and promptly announced to all shareholders, in line with Bursa Securities’ objectives of ensuring transparency and good corporate governance practices.</p> <p>During the meeting, shareholders have the opportunities to enquire and comment on the Company’s performance and operations.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of Annual General Meeting (“AGM”) includes a detailed explanatory notes and background information where applicable, in order to enable shareholders to make informed decisions regarding the business agenda of the AGM.</p> <p>The Notice of 5th AGM was sent to the shareholders on 25 May 2021, which is more than 28 days’ notice prior to the date of the AGM held on 24 June 2021. In addition to sending the Notice of AGM, the Company also published the Notice of AGM on its website, released to the public via Bursa LINK and advertised in a local newspaper.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	During the financial year under review, Dato’ Jamelah Binti Jamaluddin, who is also the Chairperson of the ARMC, was unable to attend the Company’s Annual General Meeting (“AGM”) held on 24 June 2021, due to unforeseen circumstances.	
		Nevertheless, the Chairman of the Board and the members of the committees were present in the AGM to respond the questions raised by the shareholders during the Question and Answers session.	
		All Directors attended the Extraordinary General Meeting held on 29 October 2021 and the questions raised in the EGM were responded by the Board members accordingly. The questions that were not addressed during the allocated time for EGM were emailed to the shareholders/proxies after the meeting or posted on the Company’s website.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>As part of the initiative to curb the spread of Coronavirus Disease, the Fifth Annual General Meeting and Extraordinary General Meeting (“GMs”) were conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities which are available on Tricor Investor & Issuing House Securities Sdn Bhd’s TIIH Online website at http://tiih.online.</p> <p>The venue of the GMs were strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholder/proxy(ies) from the public will be physically present at the meeting venue.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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.

<i>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.</i>	
Application	: Applied
Explanation on application of the practice	<p>The Fifth Annual General Meeting ("AGM") of the Company held on 24 June 2021 and Extraordinary General Meeting ("EGM") held on 29 October 2021 were conducted fully virtually via online platform and the Board shared with the shareholders. The Board had responded to the questions raised by the shareholders and proxies on the company's affairs and future plan.</p> <p>An administrative guide includes detailed step procedures for the shareholders to use remote participation and voting ("RPV") facilities. The administrative guide will be announced together with the Notice of AGM and EGM to Bursa Securities and it is made available on the Company's website at www.pebhd.com.my.</p> <p>Shareholders are given opportunities to pose question before the AGM and EGM via RPV facilities which are available on Tricor Investor & Issuing House Securities Sdn Bhd's TIIH Online website at http://tiih.online. During the AGM and EGM, shareholders can also pose their questions at the query box to transmit the question to the Chairman. Summary of Key Matters discussed is made available on the Company's website at www.pebhd.com.my.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:

Timeframe	:		
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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 13.5

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.

<i>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.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The details of the Company's fifth Annual General Meeting ("AGM") held on 24 June 2021 and Extraordinary General Meeting ("EGM") held on 29 October 2021 and guidance notes on the conduct of the AGM and EGM were stated in the Administrative Guide together with the Notice of AGM and EGM.</p> <p>The AGM and EGM were conducted fully virtually through live streaming and online remote voting via Remote Participation and Voting facilities which are available on Tricor Investor & Issuing House Securities Sdn Bhd's TIIH Online website at http://tiih.online. The proceedings of the AGM and EGM were live broadcasted and the shareholders and proxies were able to attend the live streamed AGM and EGM via the above stated website.</p> <p>The Chairman shared the questions submitted by the shareholders and proxies, including the questions submitted prior to the AGM and EGM and the questions were responded by the Chairman and the Executive Director accordingly during the AGM and EGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of both the Annual General Meeting ("AGM") held on 24 th June 2021 and the Extraordinary General Meeting held on 29 th October 2021 were made available on the Company's website at www.pebhd.com.my within 30 business days after the AGM and EGM, respectively.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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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