

CORPORATE GOVERNANCE REPORT

STOCK CODE : 8834
COMPANY NAME : IREKA CORPORATION BERHAD
FINANCIAL YEAR : June 30, 2023

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	:	<ul style="list-style-type: none">- The Group is led by an effective Board which plays an important role in protecting and enhancing the interests of its shareholders and stakeholders. The Board is responsible for determining the direction of Ireka Group, thereby ensuring the long-term success of the Group and delivery of sustainable value to its stakeholders. The Board provides leadership and advice on corporate strategies, advocates good governance and ethical practices, and ensures the effective implementation of corporate strategies.- The roles and responsibilities of the Board are set out in the Board Charter which is available on the corporate website - www.ireka.com.my.- The Board delegates the authority to implement the Group's strategies and manage the operations of the Group to the Group Managing Director and the Executive Directors who are supported by a capable Management team.- The Board has oversight on matters delegated to the Management whereby updates are reported at least on quarterly basis or as and when required.- The Non-Executive Directors play key supporting roles by contributing knowledge, experience and providing relevant checks and balances towards the formulation of policies and in the decision-making process by focusing on shareholders' and other stakeholders' interests in order to ensure that standards of corporate governance are applied.- The Board delegates matters to the Board Committees, namely the Audit Committee ('AC'), Nomination & Remuneration Committee ('NRC') and Risk Management Committee ('RMC') to

	<p>examine specific matters within their respective Terms of Reference as approved by the Board. Although the Board delegates specific powers to the Board Committees, it remains informed about key issues and recommendations presented by each Board Committee through reports provided by the respective Chairman during Board meetings. The ultimate decision-making authority, however, rests with the Board.</p> <ul style="list-style-type: none"> - The Board is committed to drive and promote sustainable business practices covering economic, environmental and social aspects with a view to support the long-term viability of the Group, the details of which are disclosed in the Sustainability Statement of this Annual Report 2023. 	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
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 of the Company, is responsible for the overall leadership and efficient functioning of the Board. He leads the Board effectively and encourages active participation and contribution from all members.</p> <p>Key roles of the Chairman are as follows:</p> <ul style="list-style-type: none"> - setting the board agenda and ensuring that Board members receive complete and accurate information in a timely manner; - chairing the Board meetings and ensuring the efficient organisation and conduct of the meetings; - chairing all general meetings with the shareholders and ensuring effective communication with shareholders and relevant stakeholders; - promoting constructive and respectful relations between Directors, and between the Board and Management; - Encourages healthy discussion and dissenting views can be freely expressed; - leading the Board and ensuring a balanced composition of skills, knowledge and experience within the Board members; and - providing governance in matters requiring corporate justice and integrity.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
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 the Managing Director are held by two (2) different individuals to exercise clearly separated functions to enable a balance of power and authority. Their division of responsibilities is outlined in the Board Charter.</p> <p>The Chairman is responsible for looking after the best interest of all shareholders by instilling good corporate governance practices, leadership and effectiveness of the Board.</p> <p>The Managing Director has the overall responsibilities for the execution of the Group's strategies in line with the Board's direction, oversees the business operations and drives the Group's businesses and performance towards achieving the Group's vision and goals.</p> <p>During the financial year ended 30 June 2023, the chairmanship was held by YBhg Tan Sri Dato' Mohd Ismail Bin Che Rus while the position of Managing Director was held by YBhg Datuk Mohd Hasnul Ismar bin Mohd Ismail.</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	: Applied
Explanation on application of the practice	: The Chairman is not a member of any of the Board Committee. The Audit Committee and the Nomination and Remuneration Committee consist of entirely Independent Non-Executive Directors ("INED"). The Risk Management Committee consist of three (3) INED and an Executive Director.
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 1.5

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 Board is supported by a licensed Company Secretary who is qualified to act under Section 235 and Section 241 (4) of the Companies Act 2016 ("the Act"). The Company Secretary plays an important role in ensuring that the governance matters and Board procedures are adhered to and that the applicable laws and regulations are complied with.</p> <p>The Company Secretary keeps abreast of the evolving capital market environment, regulatory changes and developments in Corporate Governance through continuous training, and hence the Board is regularly updated and advised on new statutory and regulatory requirements, as well as the implications on the Group and the Directors in relation to their duties and responsibilities.</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 1.6

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	:	All Board members are provided with agenda and board papers containing relevant documents and information prior to the board meetings to ensure the Board members have reasonable time to review and consider the issues before participating in discussions and deliberations at the Board meetings.	
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 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	:	The Company's Board Charter sets out amongst others the respective roles and responsibilities of the board, board committees, individual directors, management and matters reserved for the Board's decision. The Board Charter will be reviewed periodically to keep it up-to-date with changes in regulations and best practices to ensure its effectiveness and relevance to the Board's objectives. The Board Charter was reviewed on 29 August 2023 and it is available for reference at the corporate website - www.ireka.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

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>The Board observes the Code of Ethics for Company Directors issued by the Companies Commission of Malaysia.</p> <p>The Directors are expected to conduct themselves with ethical standards. All Directors and employees are expected to behave ethically and professionally at all times and thereby protect and promote the reputation and performance of the Company. The Group communicates its Code of Conduct to all Directors and employees upon their appointment/employment and is deemed to be part of the Terms and Conditions of Service.</p> <p>Directors are required to declare their respective shareholdings, direct or indirect if any, in the Company and related companies and their interests, direct or indirect, in contracts or proposed contracts with the Company or any of its related companies. The Directors concerned are abstain from deliberating and voting in relation to these transactions or in matters affecting their personal, business or professional interests.</p> <p>Each Director will, at all times, act honestly, fairly and diligently in all respects in accordance with the laws applicable to the Company.</p> <p>The Code of Ethics and Conduct and the Anti Bribery and Anti-Corruption Policy of the Company are available at the corporate website - www.ireka.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 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 updated the Whistleblowing Policy that provides an avenue and mechanism for any individual to report concerns they may have on any suspected and/or known improper conducts, wrongdoings, corruption, fraud and/or abuse in accordance with the procedures as provided under the said policy.</p> <p>The Whistleblowing Policy was reviewed on 29 August 2023 and it is available for reference at the corporate website - www.ireka.com.my. The policy was updated with its own reporting channel for the ease of access for reporting.</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 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	:	<p>The Group Sustainability Steering Committee ('SSC') assist the Board with setting objectives that promote environmental, social and governance sustainability within the company. They collaborate in the development and preparation of the Group sustainability report, ensuring the disclosures closely follow Bursa Malaysia's listing requirements.</p> <p>We have included the reporting of sustainability risks and opportunities in our Group risk assessment framework to address any sustainability issues and plan strategies to minimise or eliminate the risk.</p> <p>We have also conducted assessments to understand the opinions of internal stakeholders on what our best sustainable practices are as well as our most pressing issues. The results of the survey are used to determine what matters should be prioritised, plan strategies to address them and set measurable targets to monitor the effectiveness of our efforts.</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 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	:	Applied	
Explanation on application of the practice	:	<p>The Sustainability Department assist the Board in setting short- and long-term sustainability strategies and targets for the Board’s approval.</p> <p>Employee engagement sessions are used to update all employees on the Company’s plans, performance and strategies. The EXCO also reminds employees that sustainability is a journey for all internal stakeholders to be a part of and encourages them to take part in seminars and training to increase awareness in sustainability matters.</p> <p>As for external stakeholders, the Company’s leads are in communication with vendors, customers, bankers, authorities and regulators to maintain creating good value, formulating our efforts based on their concerns and focusing on issues that matter to them. The Board also ensures external stakeholders of their commitments towards sustaining the business during Annual General Meeting sessions.</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 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	:	During the financial year ended 30 June 2023, the Company conducted an in-house training for the Board on the topic: Building the Environmental, Social and Governance (ESG) Framework. The training enlightens the view on ESG and their impact to the Group, environment and society.	
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board and senior management have yet to include the material sustainability criteria under its performance evaluation.	
		Alternative methods: The Company is establishing a sustainability road map which among others will embed the performance evaluation in future years.	
<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 4.5- 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	:	The Board has allocated the Group Chief Operating Officer as the Person-in-Charge of management, monitoring and promoting initiatives for environmental, social and governance sustainability in all business operations within the Group.

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>The main responsibilities of the Nomination and Remuneration Committee ("NRC or the Committee") are stipulated in the Terms of Reference of the Committee. Among others, the responsibilities includes reviewing the Board composition and recommending new candidates to the Board as well as Board Committees for the Board's consideration as well as carries out annual assessment on the effectiveness of the Board as a whole, the Board Committees and contribution of each individual director, and reviewing the term of office of each individual director.</p> <p>The annual Board Evaluation was conducted and reviewed by the NRC to assess the performance, contribution and tenure of each Director before recommending nomination of the retiring Director for re-election at the forthcoming 47th Annual General Meeting ('AGM').</p> <p>The Board of Directors, having considered the Committee's recommendation based on the satisfactory outcome of the performance evaluation, approved for the following Directors, namely YBhg Tan Sri Dato' Mohd Ismail bin Che Rus and Shahruladeri bin Mohamad Adnan, for re-election to be tabled at the 47th AGM pursuant to Article 102 of the Company's Constitution.</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 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied	
Explanation on application of the practice	:	As at 30 June 2023, the Board comprises seven (7) members which include the Non-Independent Non-Executive Chairman, three (3) Independent Non-Executive Directors ('INED') and three (3) Executive Directors. The Independent Directors make up half of the composition of the Board.	
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 5.3

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 During the financial year ended 30 June 2023, no Independent Director had served on the Board for more than nine (9) years from the date of their first appointment.	
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.

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.

Application :	Not Adopted
Explanation on adoption of the practice :	

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 regularly reviews its composition with the aim to ensure that it achieves a diverse Board which is able to bring different perspectives and insights to bear on decisions that are aligned to customers' and investors' needs. The Board is satisfied that its current composition comprises members of calibre from a diverse blend of professional backgrounds ranging from business, management, economic, finance and accounting which enable the Company to meet its objectives and enhance shareholders' values. The profile of these Directors and senior management are provided on pages 15 to 18 of the Annual Report.</p> <p>In assessing for suitable candidates for board members and senior management, the Company takes into consideration of the experiences, competencies, integrity and time commitment with due regard for diversity including gender, age and ethnicity. Based on the recommendation of the Nomination and Remuneration Committee, the Board will further evaluate and decide on the appointment of the recommended candidates.</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	:	The Board uses a variety of sources for the identification of suitable candidates. The Board may rely on recommendations from existing Board members and other sources to meet the skill sets and requirements of the Board. The Nomination and Remuneration Committee ('NRC') is responsible for recommending suitable candidates to the Board for its consideration. The NRC is also open to referrals from external sources available, such as a registry of directors, independent search firms, and professional associates as well as utilising sources from industry.	
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 details of the Director interest, position and experience are published in the Company's Annual Report 2023 from page 15 to 18 and on the Company's website at https://www.ireka.com.my/corporate-information. These include, among others, their age, gender, nationality, date of appointment, directorships in other companies and working experience.</p> <p>The performance of the retiring directors are assessed by the Nomination and Remuneration Committee before recommendation are made by the Board to the shareholders for consideration.</p> <p>A statement by the Board being satisfied with the performance of the retiring Directors who offered themselves for re-election at the Company's 47th Annual General Meeting ('AGM') is included in the Explanatory Notes to the Notice of AGM.</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	:	Applied	
Explanation on application of the practice	:	<p>The Nomination and Remuneration Committee ('NRC') of the Company comprising all Independent Non-executive Directors and chaired by Dato' Azmi bin Abdullah who is also the Senior Independent Non-executive Director of the Company.</p> <p>The NRC has written terms of reference dealing with its authority, duties and responsibilities and is available on Ireka's website at www.ireka.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 5.9

The board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board does not have a policy on gender diversity. However, YM Raja Azura binti Raja Mahayuddin is the only female director on the Board comprising 7 Board members.</p> <p>The Board recognises the importance of having a diverse Board in terms of experience, skills, competence, ethnicity, gender, culture and age. While the Board supports the move to appoint more female Directors to the Board, the Board is guided by the principal that appointment of new Board member shall not be based solely on gender but rather the candidate's skill set, competency, experience and knowledge in areas identified by the Board.</p> <p>Nevertheless, the Nomination and Remuneration Committee ('NRC') is mindful of its responsibilities to conduct all Board appointment processes in a manner that promotes gender diversity. When given the opportunity of meeting the suitable female candidates, the Board, through its NRC, will consider gender diversity as part of its future selection process.</p> <p>In respect of workforce diversity, the Group practises fair and equal opportunity and all appointments and employments are based on merits with no discrimination on race, age and gender.</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 5.10

The board discloses in its annual report the company’s policy on gender diversity for the board and senior management.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board does not have a specific policy on gender diversity. However, the Board recognises the importance of having a diverse Board in terms of experience, skills, competence, ethnicity, gender, culture and age. While the Board supports the move to appoint more female Directors, the Board is guided by the principal that appointment of new Board member shall not be based solely on gender but rather the candidate’s skill set, competency, experience and knowledge in areas identified by the Board.	
		Nevertheless, the Nomination and Remuneration Committee (‘NRC’) is mindful of its responsibilities to conduct all Board appointment processes in a manner that promotes gender diversity. When given the opportunity of meeting the suitable female candidates, the Board, through its NRC, will consider gender diversity as part of its future selection process.	
In respect of workforce diversity, the Group practises fair and equal opportunity and all appointments and employments are based on merits with no discrimination on race, age and gender.			
<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	: An annual evaluation exercise facilitated by the Company Secretary was carried out to assess the performance and effectiveness of the Board, Board Committees and each Director, and the independence of Independent Non-executive Directors (“INED”). The evaluation exercise was conducted via questionnaires, which were distributed to all the Directors, and covered, inter alia, the structure, operations, roles and responsibilities of the Board and the Board Committees. Assessment on individual director encompasses the mix of skills and experience, contributions and interaction, quality of inputs and understanding of roles and responsibilities as a Director. The assessment on the INED is based on the criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The results are then collated by the Company Secretary and tabled to the NRC for deliberation. Appropriate actions were recommended to the Board based on the results of the assessment to enhance the Board’s overall performance and identify opportunities for improvement. On the assessment conducted for the financial year ended 30 June 2023, it was indicated that there was a good balance in the composition of the Board, and the members of the Board possessed sufficient skills and experiences in discharging their duties and responsibilities and the level of independence demonstrated by the INEDs was satisfactory with the ability to act in the best interest of the Company. All assessments and evaluations carried out by the NRC are documented and maintained by the Company Secretary.
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 has remuneration procedure in place as to ensure it is sufficient to attract, retain and motivate the Directors to manage the Group successfully.</p> <p>In the case of Executive Directors, their remuneration packages are structured so as to link rewards to corporate and individual performance and to commensurate with their experience, skills and responsibilities arising from their respective executive/management positions in the Group as well as benchmarking against industry standards.</p> <p>In the case of Non-Executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the particular Non-Executive Directors concerned. Non-Executive Directors will be paid directors' fee based on their responsibilities in Board committees.</p> <p>The Nomination and Remuneration Committee is responsible for recommending the remuneration packages of the Directors for consideration and approval by the Board. The Directors play no part in deciding remuneration. The Company reimburses reasonable expenses incurred by these Directors in the course of their duties as Directors. Directors' fees and benefits payable to the Directors are recommended by the Board and approved by the shareholders at the annual general meeting.</p> <p>For the remuneration of senior management, the Company has established Group Human Resource Policy to determine their remuneration which shall commensurate with their experience, skills and education.</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	:	<p>The Nomination and Remuneration Committee ('NRC') consists solely of Independent Non-executive Directors ("INED") and the Chairman is the Senior INED, namely Dato' Azmi bin Abdullah.</p> <p>The NRC is responsible for, amongst others, reviewing and recommending the remuneration packages of the Directors for consideration and approval by the Board.</p> <p>The written terms of reference of the NRC which deals with its authority, duties and responsibilities, are available on Ireka's website at www.ireka.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 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 disclosure on a named basis for the remuneration of the individual director are disclosed herewith.

No	Name	Directorate	Company - Ireka Corporation Berhad							Group – Ireka Corporation Berhad and its Subsidiaries						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emolument	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	YBhg Tan Sri Dato Mohd Ismail bin Che Rus	Non-Executive Non-Independent Director	40,000.00	1,500.00	0	0	0	0	41,500.00	40,000.00	1,500.00	0	0	0	0	41,500.00
2	YBhg Dato Azmi bin Abdullah	Independent Director	38,400.00	4,000.00	0	0	0	0	42,400.00	38,400.00	4,000.00	0	0	0	0	42,400.00
3	Shahruladeri bin Mohamad Adnan	Independent Director	36,000.00	4,000.00	0	0	0	0	40,000.00	36,000.00	4,000.00	0	0	0	0	40,000.00
4	YM Raja Azura binti Raja Mahayuddin	Independent Director	40,000.00	4,000.00	0	0	0	0	44,000.00	40,000.00	4,000.00	0	0	0	0	44,000.00
5	YBhg Datuk Mohd Hasnul Ismar bin Mohd Ismail	Executive Director	0	2,000.00	480,000	0	0	0	482,000.00	0	2,000.00	480,000	0	0	0	482,000.00
6	Chow Sung Chek Simon	Executive Director	0	2,000.00	360,000	0	0	0	362,000.00	0	2,000.00	360,000	0	0	0	362,000.00
7	Chairil bin Mohd Tamil	Executive Director	0	3,000.00	390,000	0	0	0	393,000.00	0	3,000.00	390,000	0	0	0	393,000.00
8	Wan Ahmad Nazim bin Mohamed Noor (Resigned w.e.f. 29 May 2023)	Executive Director	0	1,500.00	330,000	0	0	0	331,500.00	0	1,500.00	330,000	0	0	0	331,500.00

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board believes that the disclosure of senior management's remuneration on a named basis is not in its best interests given the sensitivity of such information and the intense competition for talent in the industry. Senior management's remuneration is determined based on their expertise, experience, skills and knowledge. The disclosures of senior management's remuneration that include the key management personnel in the Audited Financial Statements are adequate.	
<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	:	Not Adopted
Explanation on adoption of the practice	:	The Board believes that the disclosure of senior management's remuneration on a named basis is not in its best interests given the sensitivity of such information and the intense competition for talent in the industry. Senior management's remuneration is determined based on their expertise, experience, skills and knowledge. The disclosures of senior management's remuneration that include the key management personnel in the Audited Financial Statements are adequate.

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	:	<p>During the financial year ended 30 June 2023, the Chairperson of the Audit Committee ("AC") is YM Raja Azura binti Raja Mahayuddin who is an Independent Non-executive Director whilst the Chairman of the Board was helmed by YBhg Tan Sri Mohd Ismail bin Che Rus.</p> <p>YM Raja Azura binti Raja Mahayuddin graduated with a Bachelor of Accounting (Hons) from University Utara Malaysia and holds Masters in Business Administration from Heriot Watt University, Edinburgh. She is also Chartered Global Management Accountant (CGMA), a member of Institute of Corporate Directors Malaysia (ICDM), the Malaysian Institute of Accountant (MIA) and Institute of Internal Auditors (IIA).</p> <p>All the AC members have sound knowledge on financial and accounting matters, experience and knowledge gained through wide-ranging service on the boards of other companies, have enabled them to discharge their duties and responsibilities efficiently. The composition of the AC is in compliance with Paragraph 15.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>The AC assists the Board in providing, inter alia, oversight on financial reporting matters and its terms of reference are available on the Company's website at www.ireka.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

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	:	The Board recognises the importance of independence of its external auditors and that no possible conflict of interest whatsoever should arise. The Audit Committee ("AC") Terms of Reference stated that no former key audit partner of Ireka's external auditors shall be appointed to the AC unless that person has observed a cooling-off period of at least three (3) years before being appointed as a member of the AC. None of the Board members were former key audit partners within the cooling-off period of three (3) years.	
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 9.3

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	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee ("AC") assesses the performance, competency and professionalism demonstrated by the Auditors during the year.</p> <p>The Company appointed Messrs Baker Tilly Monteiro Heng PLT ("the Auditors") on 25 May 2022. The appointment of the Company's new external auditors has been reviewed by the AC prior to recommendation to the Board for approval.</p> <p>Prior to making a recommendation on the continuance of the incumbent external auditors, the AC performs an annual assessment on the objectivity, qualifications, expertise, resources and effectiveness of the external auditor. Any provision of non-audit services by the external auditors or its affiliate companies will be reviewed to ascertain whether such provision of services would impair the auditor's independence or objectivity. The AC also obtained written confirmation from the external auditor that they are and have been, independent throughout the conduct of the audit engagement in accordance with the terms and the relevant professional and regulatory requirements.</p> <p>Having considered all of the above criteria, the AC recommended to the Board for the re-appointment of the external auditors by shareholders at the forthcoming 47th Annual General Meeting.</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 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	:	Adopted
Explanation on adoption of the practice	:	Throughout the financial year ended 30 June 2023, the Audit Committee comprises of three (3) members, all of whom are Independent Non-executive Directors.

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 Committee (AC) comprises 3 Independent Non-executive Directors. The Chairman of the AC graduated with a Bachelor of Accounting (Hons)) from University Utara Malaysia and holds Masters in Business Administration from Heriot Watt University, Edinburgh. All the AC members have sound knowledge on financial and accounting matters and also with the knowledge gained through extensive service on the boards of other companies, have enabled them to discharge their duties and responsibilities efficiently. The qualification and experience of each member of the AC are disclosed in the Board of Directors' section of the Annual Report 2023.</p> <p>All the members undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules. A summary of professional development programmes attended by the AC members during the financial year under review is set out in the Annual Report 2023.</p> <p>The Nomination and Remuneration Committee assessed the performance of the AC and its members through an annual evaluation. Based on the outcome of the evaluation for the financial year under review, both the Nomination and Remuneration Committee and the Board were satisfied with the AC's performance.</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 acknowledges its overall responsibility for the Group's system of risk management and internal control, which includes the establishment of an appropriate control environment and framework, reviewing the integrity, effectiveness and adequacy of these systems to ensure that the Group's assets and shareholders' interests are safeguarded.</p> <p>The Company has in place an ongoing process for identifying, evaluating and managing significant risks that may affect the achievement of the business objectives of the Group. The Risk Managing Committee ("RMC") established on 30 May 2022 has been delegated with the oversight responsibility of risk management. The Board, through its RMC, reviews the key risks identified to ensure proper management and mitigation of risks within its control.</p> <p>The Statement on Risk Management and Internal Control which provides an overview of the state of internal control within the Group is set out in the Company's Annual Report 2023.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
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	:	The features of the Group’s risk management and internal control framework, as well as the adequacy and effectiveness of the framework are described in the Statement on Risk Management and Internal Control as set out in the Company’s Annual Report 2023. Key functions undertaken by the personnel assigned with risk management and internal control responsibilities are stated therein.	
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 10.3 - 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	:	Adopted
Explanation on adoption of the practice	:	<p>During the financial year ended 30 June 2023, the Risk Management Committee ("RMC") comprises the following members:</p> <ol style="list-style-type: none">1) En Shahruladeri bin Mohamad Adnan Chairman/Independent Non-executive Director2) YBhg Dato' Azmi bin Abdullah Member/Senior Independent Non-executive Director3) YM Raja Azura binti Raja Mahayuddin Member/Independent Non-executive Director4) En Chairil bin Mohd Tamil Member/Executive Director <p>The RMC's Term of Reference can be view at the Company's Website.</p>

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	:	The Board has established an in-house internal audit function for the Group, which is led by an Internal Audit Officer which stands independent of the activities or operations reports directly to the Audit Committee. The Internal Audit personnel reviews the adequacy, integrity and effectiveness of the system of internal controls, compliance with the established policies and procedures, guidelines, laws and regulations, and reliability as well as integrity of information.	
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	:	To maintain objectivity and independence, the Internal Audit function adopts a risk-based approach in determining the audit areas and execution of its audits. In addition, special reviews may be made at the request of the Audit Committee and management on specific areas of concern, particularly on high-risk areas identified during the course of the business. These reviews would provide additional assurance and comfort on the integrity and robustness of the internal control systems.	
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>The Board values regular communications with shareholders and investors. These include various announcements made during the year, the timely release of annual reports, circulars to shareholders, press releases, announcements of quarterly and annual financial results, which provide shareholders with an overview of the Group's business and financial performances. The Executive Directors together with the Management may also hold meetings and interviews with investors and journalists to present and update on the Group's strategy, performance, major developments and launches of property developments.</p> <p>In addition, the Group has a website, www.ireka.com.my that shareholders and investors can access for up-to-date information. To maintain a high level of transparency and to effectively address any issues or concerns, the Group has a dedicated electronic mail, i.e. enquiry@ireka.com.my to which stakeholders can direct their queries or concerns.</p> <p>The Annual General Meeting ("AGM") is a principal forum for dialogue and interaction with shareholders. The Board presents an overview of the performance of businesses in the Group to keep the shareholders informed and updated on current developments of the Group. All shareholders are encouraged to participate in the question-and-answer session.</p> <p>The Board has identified Dato' Azmi bin Abdullah as the Senior Independent Non-Executive Director of the Board, to whom concerns relating to the Group may be conveyed by shareholders and other stakeholders.</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 Board recognises Annual General Meeting ('AGM') as a principal forum for dialogue and interaction with shareholders. Notice of the Company's 47th AGM to be held on 5 December 2023 is given to the shareholders 28 clear days prior to the AGM date to the shareholders to allow sufficient time for the shareholders to consider the resolutions that will be discussed and decided at the AGM.</p> <p>The notice of AGM, which sets out the businesses to be transacted at the AGM, is accompanied by full explanation of the purposes and effects of a proposed resolution, where applicable, so as to enable shareholders to make informed decisions in exercising their voting rights.</p> <p>Besides releasing announcement through the website of Bursa Malaysia Securities Berhad and dispatching notices to the shareholders, the notice of the AGM is also published in a nationally circulated newspaper and posted on the Company's website.</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 13.2

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	:	Applied	
Explanation on application of the practice	:	<p>The Board acknowledges its responsibility to engage with and provide meaningful responses to the questions raised by shareholders. All Directors will attend general meetings unless unforeseen circumstances preclude them from attending the general meetings.</p> <p>All Directors of the Company attended the previous Annual General Meeting held on 8 December 2022. The Chairman of the Board Committees was present to facilitate discussion on matters such as audit, nomination, remuneration and risk management.</p> <p>In addition to the above, members of the senior management and representatives of the External Auditors were also present to respond to any queries by the shareholders.</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 13.3

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>The forthcoming 47th Annual General Meeting ('AGM') of the Company will be conducted as a virtual meeting through live webcast and online remote voting on Tuesday, 5 December 2023 at 10.30 a.m.</p> <p>Shareholders are encouraged to participate (including posting questions to the Board via real time submission of typed texts) and vote remotely at the AGM of the Company by using the Remote Participation Voting Facilities provided by Boardroom Corporate Services Sdn Bhd in accordance with the procedures as set out in the Administrative Guide which is available on the Company's website at www.ireka.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

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 :	The Chairman informed the members at the beginning of the meeting of their right to pose questions online through the meeting as well as to vote each resolution tabled in real time on the meeting platform. A question-and-answer session ("Q&A session") was held after the formalities of all items on the agenda have been dealt with. The Board answered the questions accordingly.
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 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	<p>The 46th Annual General Meeting ('AGM') was held virtual, attended remotely via video conferencing by all Board Members, Senior Management, representatives of the External Auditors, shareholders, proxies and corporate representative.</p> <p>The Board had ensured that the required infrastructure and tools were in place to support smooth broadcast and seamless experience for interactive participation by shareholders. An online platform was secured exclusively for the members with approved registration for the AGM. The Poll Administrator verified the eligibility of the attendance based on General Meeting Records of Depositor as at 30 November 2022.</p> <p>A Q&A session was held after the formalities of all items on the agenda have been dealt with. All questions posed by shareholders were made visible to all meeting participants during the meeting.</p> <p>The voting at the AGM by shareholders was conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad by way of electronic voting (e-voting). To ensure smooth process of e-voting, the briefing on the e-voting process was presented by Boardroom Share Registrars Sdn Bhd, the Poll Administrator. The poll results were then verified by the Boardroom Corporate Services Sdn. Bhd., an independent Scrutineers appointed.</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 13.6

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 46 th Annual General Meeting minutes and summary of Q&A dialogues had been published on the Company's corporate websites for public viewing whilst the outcome of the meeting was announced to Bursa Malaysia Securities Berhad on the same day of meeting, and also made available on the Company's website.
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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