

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0192
COMPANY NAME : INTA BINA GROUP BERHAD
FINANCIAL YEAR : December 31, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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 of Directors ("the Board") collectively leads and is responsible for the performance and affairs of the Company and its subsidiaries ("Group"), including practicing a high level of good governance. All Board members have shown good stewardship and acted in a professional manner as well as upheld the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.</p> <p>The Board has the responsibility of leading and directing the Group towards realising long-term corporate objectives and increasing shareholders' value. The Board retains full and effective control of the Group's strategic plans, implements an appropriate system of risk management and ensures the adequacy and integrity of the Group's system of internal control.</p> <p>The Board assumes, among others, the following responsibilities:</p> <ul style="list-style-type: none">(a) Overseeing and evaluating the conduct, governance and sustainability of the Group's business;(b) Reviewing and adopting the overall strategic direction, business plans and annual budgets of the Group, including major capital commitments;(c) Identify principal business risks faced by the Company and ensuring the implementation of appropriate internal controls and mitigating measures to address such risks;(d) Reviewing the adequacy and integrity of the Company's internal control and management information systems;(e) Carrying out periodic review of the Group's financial performance and operating results and major capital commitments; and(f) Reviewing and approving any major corporate proposals, new business ventures or joint ventures of the Company.
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

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 Independent Non-Executive Chairman of the Board, Dr Lim Pang Kiam is primarily responsible for the leadership, effectiveness, conduct and governance of the Board.</p> <p>The responsibilities of the Chairman, among others, are as follows:</p> <ul style="list-style-type: none">(i) To provide leadership to the Board(ii) To oversee the effective discharge of the Board's supervisory role(iii) To facilitate the effective contribution of all Directors(iv) To ensure quality information to facilitate decision making is delivered to the Board in a timely manner(v) To ensure Board meetings and General Meetings comply with good conduct and best practices(vi) To ensure adequate time is allocated during Board meetings for discussion of issues tabled to the Board(vii) To promote constructive and respectful relations among the Board members and between the Board and the Management(viii) To conduct and chair Board meetings and General meetings of the Company(ix) To brief all the Directors in relation to issues arising at the meetings(x) Together with the Managing Director, represents the Company to external groups such as shareholders, regulators, government agencies, financiers, consumers and local communities.
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 positions of the Chairman and CEO are held by two (2) different individuals to promote accountability and facilitate division of responsibilities between them. In this regard, no one individual can influence the Board's discussions and decision-making.</p> <p>The Board is chaired by Dr Lim Pang Kiam, an Independent Non-Executive Chairman, whereas the Managing Director is Mr Lim Ooi Joo.</p> <p>The Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board, whereas the Managing Director has the overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions. The Managing Director is also accountable to the Board for the overall organisation, management and staffing of the Group as well as the procedures in financial and other matters, including conduct and discipline.</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 of the Board, Dr Lim Pang Kiam, does not serve as a member in any of the Company's Board Committees. The Chairman was also not invited to participate in the meeting and deliberation of the specified Board Committees mentioned in this 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

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>Our Company appointed Accoris Advisory Sdn Bhd, an external consultant in carrying out the responsibilities of the corporate secretarial matters and provides support to our Board and keep our Board’s abreast of changes to Bursa Securities Listing Requirements and statutory requirements.</p> <p>Our Company Secretary is qualified to act as the Company Secretary pursuant to Section 235(2) of the Companies Act 2016.</p> <p>The Board is regularly updated and kept informed by the Company Secretary and the Management of the requirements such as restrictions in dealing with the securities of the Company and updates as issued by the various regulatory authorities including the latest developments in the legislation and regulatory framework affecting the Group.</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	:	<p>To facilitate the Directors' time planning, the Board and Board Committees' meeting calendar was prepared in advance for each new year by the Company Secretary. The calendar provides the Directors with scheduled dates for meetings of the Board and Board Committees as well as the Annual General Meeting ("AGM"). The closed periods for dealings in securities by Directors and principal officers based on the scheduled dates of meetings for making announcements of the Group's quarterly results were also provided therein.</p> <p>The Board will meet at least five (5) times in each financial year with additional meetings convened as and when required. In FY2024, a total of five (5) Board meetings were held with all directors have attended more than 50% of the total Board Meetings held during the year. Prior to each scheduled Board or Board Committees' meeting, all the Board members are provided with the requisite notice, agenda and Board Papers containing information relevant to the business of the meeting, which are distributed in sufficient time prior to the meetings to enable them to have time to peruse the papers to assess all aspects of the Group's performance. The meeting papers are disseminated electronically to enable the Directors and committee members to access meeting documents and company information in a timely and more efficient manner, thus improving Board performance and overall effectiveness or decision-making. The Directors can request for further information or clarification from the Management to ensure effectiveness of the proceedings at the meeting, if necessary. The management and other advisers are invited to attend the meeting to report and brief on their respective areas of responsibility.</p> <p>The deliberations and decisions of matters discussed in the Board or Board Committees meetings are duly recorded in the minutes of meetings. The minutes are circulated to the Chairman of the Board and Board Committees for review within a reasonable timeframe after the meeting. The meeting minutes accurately captured the deliberations and decisions of the Board and/or the Board Committees, including whether any Director abstains from voting or deliberating on a particular matter.</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 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 is guided by the Board Charter which is an authoritative policy documents that sets out the Board's strategic intent, authority and terms of reference.</p> <p>The Board Charter is intended to identify the role, structure and processes related to the key governance activities of the Board. It also serves as a reference point for Board activities. It is designed to provide guidance and clarity to Directors and senior management with regards to the roles of the Boards and its Committees, the role of the Chairman and Executive Directors, the requirements of Directors in carrying out their roles and in discharging their duties towards the Company as well as the Board's operating practices.</p> <p>The Board Charter will be reviewed and updated as and when necessary to ensure it remains consistent with the Board's objectives and responsibilities and reflect the latest compliance requirements due to changes in the regulatory framework.</p> <p>The Board Charter is published at www.intabina.com</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 3.1

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	:	In discharging its responsibilities, the Board is also guided by a Code of Conduct for Directors whilst the Management and employees are guided by the Code of Conduct and Ethics in the Employees' Handbook which encompasses all aspects of its day-to-day business operations. Directors and employees of the Group are expected to conform and observe an appropriate decorum and behaviour that promote honesty and integrity when engaging with both employees and stakeholders. A copy of the Code of Conduct and Ethics is available at www.intabina.com .	
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 Board has in place a Whistle-Blowing Policy and serve as a platform and laid out the procedures for employees to raise genuine concerns about any suspected and/or known unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place and/or has taken place and/or may take place in the future at the earliest opportunity, without being subject to victimisation, harassment or discriminatory treatment.</p> <p>The Whistle-Blowing Policy sets out the protection to any reporting individual who has made the disclosure or report in good faith, the confidentiality and safeguarding in dealing with such disclosure or report, the communication channel and the procedurals flow of making the disclosure or report.</p> <p>The Company did not receive any such report during the financial year ended 31 December 2024 (“FYE2024”).</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	:	<p>Our Board of Directors is ultimately responsible in managing sustainability matters in our organisation. Supported by the Sustainability Working Group ("SWG"), the Managing Director supervises the implementation of sustainability measures to ensure effective monitoring and reporting. The SWG is led by the Heads of Division and each operating division is responsible to drive and implement the action plans to achieve the sustainability targets and to collect relevant data for reporting purposes.</p> <p>The primary roles and responsibilities of the SWG include:</p> <ul style="list-style-type: none">(i) Recommending sustainability exposures, tolerance and other relevant matters to the Managing Director and the Board;(ii) Aligning division priorities, tolerances, and strategies;(iii) Communicating and enforcing policies regarding sustainability;(iv) Reviewing and monitoring effectiveness of sustainability treatment measures;(v) Providing the means and resources for education and training toward sustainability goals;(vi) Aggregating and reporting sustainability achievements;(vii) Assisting Managing Director to conduct an annual review of Inta Bina's sustainability statements;(viii) Reviewing the reports of sustainability management activities of the departments; and(ix) Reviewing the sustainability exposures of the departments and the sufficiency of action plans to achieve sustainability targets. <p>Please refer to the Sustainability Statement in the Annual Report 2024 for further details.</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 4.2

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 Board took cognisance that engaging in effective and meaningful dialogues and disclosures, while anticipating and meeting the needs of all stakeholders are fundamental to building trust and confidence and forms the foundation of good governance in the Group.</p> <p>Details pertaining to the stakeholders' engagement are available in the Sustainability Statement in the Annual Report 2024.</p> <p>The Sustainability Statement is prepared in compliance with the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad ("Bursa Securities").and is in adherence to best practice sustainability guidelines, standards and frameworks including:</p> <ul style="list-style-type: none">• Bursa Malaysia Listing Requirements; and• Sustainability Reporting Guide – 2nd Edition and its accompanying Toolkits published by Bursa Securities
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	:	<p>The Board encourages the Directors to attend training programmes to ensure that the Directors continue to constantly keep themselves abreast on the relevant courses relating to the latest development in construction industry and/or regulatory requirements as well as matters concerning sustainability issues relevant to the Group.</p> <p>The training programmes attended by each of the Directors during the FYE2024 is set out in the Corporate Governance Overview Statement of the Annual Report 2024. As of the date of this CG Report, all our Directors have attended the Mandatory Accreditation Programme Part II: Leading for Impact which addresses sustainability risks and opportunities and oversight over the Company’s material sustainability matters.</p> <p>The Company Secretary also regularly updates the Board on the changes to the Listing Requirements and/or other regulatory requirements, which are relevant to the Company and provides advice on corporate disclosures and compliance issues.</p>	
	:		
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 4.4

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	:	<p>The Board and the Senior Management have performed their respective roles in addressing material sustainability risks and opportunities.</p> <p>The performance evaluation of the Board in addressing the Group's strategic and business plans which promote sustainability materials matters were evaluated through the annual Board's effectiveness evaluation for the FYE2024.</p> <p>Whereas for the Senior Management team, it is part of their key performance indicators which are reviewed annually.</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 4.5- 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	:	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 5.1

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 NRC is responsible to oversee and review on an on-going basis, the overall composition of the Board in term of size, the required mix of skills, experience and other qualities and core competencies for the Directors of the Company.</p> <p>The effectiveness of the Board as a whole and the contribution and performance of each individual Director to the effectiveness of the Board and the Board Committees will also be assessed by the NRC on an annual basis.</p> <p>The annual re-election of retiring Directors has been contingent on satisfactory evaluation of the retiring Directors' performance and contribution to the Board and fulfil the requirements under the Directors' Fit and Proper Policy.</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

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	:	For the FYE2024, the Board comprised of 8 members, of which four 4 of them are Independent Non-Executive Directors.	
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	:	Applied
Explanation on application of the practice	:	<p>Both Dr Lim Pang Kiam and Mr Yap Yoon Kong were appointed to the Board on 15 April 2016 and has exceeded a cumulative term of nine (9) years in the Company in the year 2025.</p> <p>The Board of Directors has via its NRC reviewed the independence of Directors annually according to the criteria on independence set out in the Main Market Listing Requirements. For the FYE2024, all the Independent Non-Executive Directors had provided their confirmation of independence to the Company.</p> <p>The NRC and the Board are satisfied that Dr Lim Pang Kiam and Mr Yap Yoon Kong can continue to act as Independent Non-Executive Directors of the Company based on the following justifications:</p> <ul style="list-style-type: none">(i) They fulfilled the criteria under the definition of "Independent Directors" as stated in the Listing Requirements and are able to bring independent and objective judgement to the Board;(ii) They possess vast experience in their respective industries, which provides the Board with a diverse set of experience, expertise and independent judgement;(iii) They have an in-depth understanding of the Company's and its subsidiary's business operations;(iv) They have devoted sufficient time and attention to their responsibilities as Independent Directors of the Company; and(v) They have exercised due care during their tenure as Independent Non-Executive Directors, carrying out their duties in the best interest of the Company and its shareholders. <p>At the Company's forthcoming 10th Annual General Meeting ("AGM") scheduled to be held on 23 May 2025, the Company shall obtain the shareholders' approval through a two-tier voting process to retain Dr Lim Pang Kiam and Mr Yap Yoon Kong to continue to act as Independent Non-Executive Directors of the Company until the conclusion of the next AGM in 2026.</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

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	:	The Board is supportive of boardroom diversity as it can offer greater depth and breadth compared to non-diverse board. The Board practices no discrimination in terms of appointment of Directors as well as hiring employees wherein the Directors and Senior Management are recruited based on their merit, skills and experiences and not driven by age, cultural background and gender. For the FYE 2024, there are 2 female Directors on the Board.	
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

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	:	In searching for suitable candidates, the Board may receive suggestions from existing Board Members, Management, and major shareholders. The Board is also open to referrals from external sources available, such as industry and professional associations, as well as independent search firms. Where and when appropriate, the Board will prioritise the appointment of more female Directors to the Board and senior management, based on needs and merits.	
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 performance of retiring Directors who are recommended for re-election at the forthcoming AGM would be assessed through the Board and Board Committee evaluations which includes the independence of the Independent Non-Executive Director, if any.</p> <p>The Board has included a Statement in the Explanatory Notes accompanying the Notice of AGM that the Board recommended for the re-election of retiring directors.</p> <p>The profile of the Directors who are due for retirement and eligible for re-election, which includes the nature of interest with the Company, if any, are set out in the Annual Report 2024 of the Company.</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

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	:	During the FYE2024, the NRC was chaired by Ms Au Foong Yee, an Independent Director of the Company. The NRC Chairperson led the annual review of Board effectiveness, ensuring that the performance of each individual Director is independently assessed and lead future appointments of Board members (if any).	
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

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	:	The Board recognises that a gender-diverse Board could offer greater depth and breadth whilst the diversity at key senior management would lead to better decision-making. For the FYE 2024, the Board comprised of 2 female Directors which complies with the Listing Requirements of Bursa Securities.	
		The Board affirms that the appointment of more woman representatives to the Board and senior management will be prioritised when vacancies arise and when suitable candidates are identified.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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	:	Although the Group does not have a written policy on gender diversity, the Board is supportive of diversity in gender, ethnicity and age as such diversification would enlarge the pool of skills, talents, perspective, and ideas within the Board. The Group is an equal opportunity employer and does not practise discrimination of any form, whether based on age, gender, race, and religion, throughout the organisation.	
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 NRC assess and evaluate the performance and effectiveness of the Board and Board Committees as a whole and the contribution of each individual Director.</p> <p>In FYE2024, the conducted the following annual assessments:</p> <ul style="list-style-type: none">• Directors' self and peer assessment.• Evaluation on the effectiveness of the Board as a whole and Board Committees.• Confirmation of independence by Independent Directors.• Review of the term of office and performance of AC.• Assessed and recommended the re-election of Directors who were due to retire at the AGM pursuant to the Company's Constitution, to the Board for recommendation to the shareholders for approval. <p>In respect of the annual performance evaluation for the FYE2024, it was concluded that:</p> <p>(a) the Board and Board Committees had discharged their duties and responsibilities effectively; and</p> <p>(b) each Director continued to perform effectively and demonstrated commitment to his/her role.</p> <p>The NRC is satisfied with the current Board size and composition remains appropriate, taking into account the Group's businesses and the size of its business operations.</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 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 had, through the NRC, adopted a Directors' Remuneration Policy to attract and retain Directors of the Company.</p> <p>The Remuneration Policy is available on the Company's corporate website at www.intabina.com.</p> <p>The remuneration of the Executive Directors is made up of basic salaries, bonuses/incentives and other benefits-in-kind, while the remuneration of Non-Executive Directors consists of Directors' fees and other benefits.</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 remuneration package for executive directors is reviewed by the NRC and recommended to the Board for approval. It is then decided by the Board without the respective executive directors' participation in determining their remuneration.</p> <p>Bonuses payable to executive directors are performance based and relate to the individual and the Company's as well as Group's achievement of specific goals. The non-executive directors do not receive any performance related remuneration.</p> <p>The Terms of Reference of the RC is available at www.intabina.com</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	:	<p>The detailed disclosure on named basis for remuneration of individual directors including fees, salary, bonus, benefits-in-kind received/receivable are set out in the table below.</p> <p><i>Note :</i></p> <ul style="list-style-type: none">- <i>Bonus for the Executive Directors includes Performance Incentive payments</i>- <i>Allowance for Independent Directors comprise of meeting allowances</i>

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	Lim Ooi Joo	Executive Director	120	Input info here	Input info here	Input info here	Input info here	Input info here	120	120	Input info here	684	198.8	21.25	167.73	1,191.78
2	Teo Hock Choon	Executive Director	60	Input info here	Input info here	Input info here	Input info here	Input info here	60	60	Input info here	558	159.25	21.25	78.89	877.39
3	Ahmad bin Awi	Executive Director	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	156	36.54	5	21.62	219.16
4	Chau Yik Mun	Executive Director	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	311.64	85.88	7	48.93	453.45
5	Dr Lim Pang Kiam	Independent Director	80	3	Input info here	Input info here	Input info here	Input info here	83	80	3	Input info here	Input info here	Input info here	Input info here	83
6	Yap Yoon Kong	Independent Director	80	6.1	Input info here	Input info here	Input info here	Input info here	86.1	80	6.1	Input info here	Input info here	Input info here	Input info here	86.1
7	Dato' Leanne Koh Li Ann	Independent Director	80	5.5	Input info here	Input info here	Input info here	Input info here	85.5	80	5.5	Input info here	Input info here	Input info here	Input info here	85.5
8	Au Foong Yee	Independent Director	80	4.6	Input info here	Input info here	Input info here	Input info here	84.6	80	4.6	Input info here	Input info here	Input info here	Input info here	84.6
9	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	Input info here
10	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
11	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
12	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
13	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
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	:	Departure											
Explanation on application of the practice	:												
Explanation for departure	:	<p>The Board is of the view that the disclosure of the Senior Management's remuneration components will not be in the best interest of the Group given the competitive human resources environment as such disclosure may give rise to talent recruitment and retention issue. Also premised on the confidentiality of the remuneration package of our Senior Management, the Board has adopted a disclosure of our Senior Management remuneration in bands of RM50,000 on an unnamed basis.</p> <table border="1"><thead><tr><th>Remuneration Value</th><th>Number of Senior Management</th></tr></thead><tbody><tr><td>RM100,000 - RM150,000</td><td>3</td></tr><tr><td>RM150,001 - RM200,000</td><td>2</td></tr><tr><td>RM200,001 - RM250,000</td><td>4</td></tr><tr><td>RM250,001 - RM300,000</td><td>3</td></tr></tbody></table> <p>Not applicable</p>		Remuneration Value	Number of Senior Management	RM100,000 - RM150,000	3	RM150,001 - RM200,000	2	RM200,001 - RM250,000	4	RM250,001 - RM300,000	3
Remuneration Value	Number of Senior Management												
RM100,000 - RM150,000	3												
RM150,001 - RM200,000	2												
RM200,001 - RM250,000	4												
RM250,001 - RM300,000	3												
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>													
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.											
Timeframe	:	Choose an item.											

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	:	

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	:	The AC is chaired by Mr Yap Yoon Kong, the Senior Independent Non-Executive Director of the Company, which is a separate person from the Chairman 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

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 AC was updated on 25 August 2021 to include the recommendation of the MCCG 2021 for a former partner of the external audit firm of the Company to observe a cooling off period of at least three (3) years before being appointed as a member of the AC.</p> <p>No former partner of the Company’s external audit firm has been appointed to the Board and/or AC.</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 9.3

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 AC has procedures to assess the suitability, objectivity and independence of external auditors and such assessment would be carried out annually.</p> <p>During the year under review, the AC carried out an annual performance assessment of the External Auditors. The AC was satisfied with the overall performance of the External Auditors in FYE2024.</p> <p>The annual evaluation form provides a checklist for the AC to carry out a formal review of the independence, effectiveness and efficiency of the External Auditors of the Company that consider, among others, the following criterias:</p> <ul style="list-style-type: none">• Adequacy of resources and experience of the audit firm;• Quality processes of the audit firm;• Competency of audit engagement team;• Audit governance and independence;• Audit fee, scope and planning; and• Audit communications <p>The AC and the Board proposed and recommended that Baker Tilly Monteiro Heng PLT be re-appointed as the external auditors of the Company and this shall be tabled to the shareholders of the Company at the forthcoming 10th AGM 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

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	:	During the FYE2024, our AC comprised solely of the following Independent Non-Executive Directors: (a) Mr Yap Yoon Kong - Chairman (b) Dato' Leanne Koh Li Ann - Member (c) Ms Au Foong Yee – Member

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>As promulgated by the MCCG, the AC should collectively possess a wide range of necessary skills to discharge its duties, and all members should be financially literate and are able to understand matters under the purview of the AC including the financial reporting process.</p> <p>The AC Chairman, Mr Yap Yoon Kong is a member of the MIA. The qualification and experience of the individual AC members is disclosed in the Directors' Profile segment in the Annual Report 2024.</p> <p>All AC members had kept themselves abreast of relevant development in accounting and auditing standards, practices and rules. The trainings and courses attended by the AC members are disclosed in the Annual Report 2024.</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 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has ultimate responsibility for reviewing the Company's risks, approving the risk management framework and policy and overseeing the Company's strategic risk management and internal control framework to achieve its objectives within an acceptable risk profile as well as safeguarding the interest of stakeholders and shareholders and the Group's assets.</p> <p>The Board is supported by the Risk Management Committee which reports to the Board regarding the Group's risk exposures, including a review of risk assessment model used to monitor the risk exposures and the Management's view on the acceptable and appropriate level of risks faced by the Group. The RMC will continue to evaluate, review and monitor the Group's risk management framework and activities on on-going basis to identify, assess and monitor the key business risks of the Company to safeguard shareholders' investment and Company's assets.</p> <p>The information on risk management and internal control is set out in the Statement on Risk Management and Internal Control in the Annual Report 2024.</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 has disclosed the features of its risk management and internal control framework, the adequacy and the effectiveness of this framework are set out in the Statement on Risk Management and Internal Control (“SORMIC”) in the Annual Report 2024.</p> <p>The SORMIC which has been reviewed by the external auditor provides an overview of the state of risk management and internal control within the Group governed by the frameworks.</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	:	Adopted
Explanation on adoption of the practice	:	<p>The Risk Management Committee is chaired by Mr Lim Ooi Joo and comprises of the following members:</p> <ul style="list-style-type: none">(a) Mr Lim Ooi Joo – Chairman(b) Mr Teo Hock Choon – Member(c) Mr Yap Yoon Kong – Member(d) Ms Au Foong Yee – Member

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 of the Company is carried out by an outsourced professional service firm, BDO Governance Advisory Sdn Bhd, that assists the Audit Committee and the Board in managing the risks and establishment of the internal control system and processes of the Company by providing an independent assessment on the adequacy, efficiency and effectiveness of the Company's risk management and internal control system and processes.</p> <p>The internal auditors report directly to both the Audit Committee and the Board. The internal auditors have and will continue to keep abreast with developments in the profession, relevant industry and regulations.</p> <p>The internal audit function is independent of the operations of the Company and provides reasonable assurance that the Company's system of internal control is satisfactory and operating effectively.</p> <p>On 26 February 2025, the AC completed its annual assessment of the Internal Auditors and was satisfied with the overall performance of the Internal Auditors in FYE2024.</p> <p>The details of the internal audit function and activities are set out in the AC Report in Annual Report 2024.</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 function is outsourced to BDO Governance Advisory Sdn. Bhd. and the internal audit staff on the engagement are free from any relationships or conflicts of interest, which could impair their objectivity and independence.</p> <p>The Engagement Partner has a diverse professional experience in internal audit, risk management and corporate governance advisory. The staff involved in the internal audit reviews possess professional qualifications and/or members of the Institute of Internal Auditors Malaysia and MIA.</p> <p>The internal audit was conducted using a risk-based approach and was guided by the International Professional Practice Framework (IPPF).</p> <p>Upon the evaluation of the performance of the Internal Auditors for the FYE 2024, the AC concluded it was of the view that:</p> <ul style="list-style-type: none">• The Internal Auditors have sufficient experience and resources to satisfy their terms of reference; and• The Internal Auditors have sufficient resources to adequately deliver quality services to the Group.
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>Information about our Group's business and corporate developments are disseminated through the Annual Report, various disclosures to Bursa Securities including quarterly financial results, changes in composition of the Board, changes in shareholdings and other announcements in accordance with the Listing Requirements of Bursa Securities were made from time to time.</p> <p>Our Group maintains a website at www.intabina.com where shareholders or investors may access information of our Group encompassing corporate information, latest financial results, annual reports, announcements to Bursa Securities, Board Charter, other Board policies and Board Committees' terms of reference.</p> <p>Another key avenue of communication with its shareholders is the Company's AGM, which provides a useful forum for shareholders to engage directly with the Company's Directors. During all General Meetings, shareholders are at liberty to raise questions or seek clarification on the agenda items of the general meeting from the Company's Directors.</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 the 9th AGM was sent to the shareholders on 29 April 2024 i.e. 28 days prior to the date of the AGM of our Company held on 28 May 2024. The Notice of 9th AGM included the details of the proposed resolutions and the explanatory notes to enable shareholders to make an informed decision in exercising their voting rights.</p> <p>The 10th AGM of the Company has been fixed on 23 May 2025 and the Notice of the AGM was issued on 25 April 2025.</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>All Directors attended the 9th AGM of the Company held on 28 May 2024.</p> <p>During the proceedings of the 9th AGM, the Chairman invited shareholders to raise questions pertaining to the Company’s audited financial statements and other agendas tabled for approval at the meeting.</p> <p>Our Chairman ensured that sufficient opportunities were given to shareholders and proxies to raise questions relating to the affairs of the Company and that adequate responses were given.</p> <p>The Board of Directors shall also attend the forthcoming 10th AGM scheduled to be held on 23 May 2025.</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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company did not facilitate the remote shareholders' participation as the 9th AGM held on 28 May 2024 was conducted physically.</p> <p>However, the Management always ensures that the AGM is convened at a venue which is easily accessible. Those shareholders who are unable to attend the AGM is entitled to appoint any person(s) as their proxy(ies) to attend, participate and vote on their behalf at the AGM, in accordance with the Company's Constitution.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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 ensures that the general meetings cater an important opportunity for effective communication with, and constructive feedback from the shareholders. All documents relating to the meetings were available for perusal and download from the Company's website besides published at Bursa's website. The notices of meetings had included detailed explanatory notes and requisite information on the proposed resolutions, where applicable, to enable shareholders to make informed decisions regarding to the respective business agenda of the meetings. At the 9th AGM held on 28 May 2024, the Chairman of the AGM ensured that sufficient opportunities were given to shareholders to raise issues relating to the affairs of the Company by providing ample time during the Question-and-Answer session. The Managing Director also presented to the shareholders, information of the company's financial and non-financial performance as well as the company's long-term strategies. All Directors, Senior Management and External Auditors also attended the 9th AGM to respond to questions posted by shareholders.
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	:	Not applicable – only physical general meetings were conducted in the financial year	
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 13.6

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 the 9th AGM, which includes the questions raised by shareholders together with the responses by the Company and outcome of the voting results, was made available to the shareholders within thirty (30) business days after the AGM at www.intabina.com
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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