



Always Low Prices

MR D.I.Y. GROUP (M) BERHAD

[Company No. 201001034084 (918007-M)]

BOARD CHARTER

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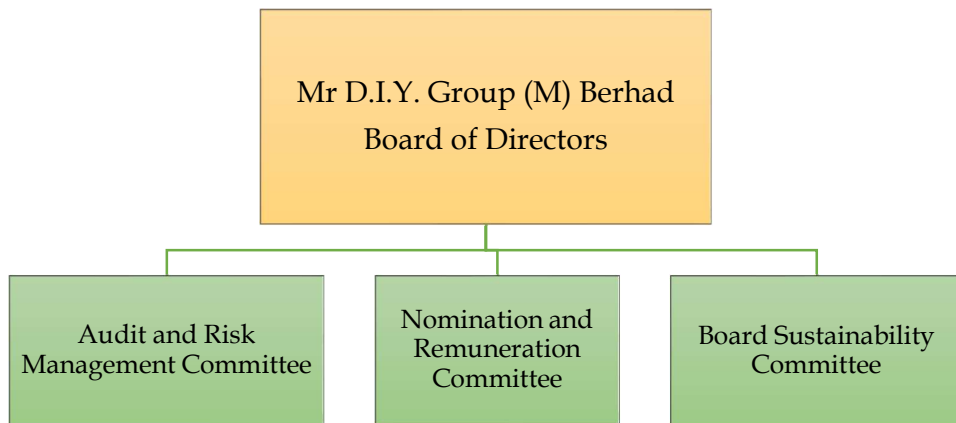
BOARD CHARTER

1. INTRODUCTION

- 1.1 This Board Charter sets out the processes, roles and responsibilities, composition and the functions of the Board of Directors (“**Board**”) of MR D.I.Y. GROUP (M) BERHAD (“**Company**”) with the aim of enhancing corporate governance practices towards accountability, transparency, sustainability and enhancing business integrity.
- 1.2 This Board Charter is established pursuant to the provisions of the Companies Act 2016 (“**Companies Act**”), the Constitution of the Company, the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa**”), Malaysian Code on Corporate Governance 2021 (“**MCCG**”) and any other applicable law or regulatory requirements.

2. PURPOSE OF THE BOARD

- 2.1 The role of the Board is to protect the interests, and to manage the business and affairs of the Company and its subsidiaries (“**Group**”).
- 2.2 The Board has the primary responsibility for the governance and management of the Company (“**Management**”), and a fiduciary obligation to act in the interests of the financial and organisational health of the Company.
- 2.3 The governance structure of the Board is as follows:



The Board established the Board Committees with their respective Terms of Reference and delegated some of the responsibilities of the Board to the Board Committees in discharging its functions and responsibilities.

- 2.4 While the Board may appropriately delegate its authority to Board Committees or Management, it should not abdicate its responsibility and should at all times exercise collective oversight of the Board Committees and Management.
- 2.5 The Board Committees report to the Board with their recommendations. The ultimate responsibility for decision-making lies with the Board.

3. BOARD STRUCTURE AND COMPOSITION

3.1 The Board shall strive to achieve an optimum balance and dynamic mix of competencies and diverse skill sets amongst its Board members. In seeking potential candidate(s) for new appointments, the Board shall take into account the objective criteria, merit and various diversity factors including skills, experience, age, cultural background and gender of the Directors to strengthen the Board composition so as to meet the objectives and strategic goals of the Company.

3.2 The Board shall comprise at least two (2) and not more than ten (10) members, of which at least two (2) or one-third (1/3), whichever is higher, must be Independent and Non-Executive Directors as defined in the MMLR.

[For information: Pursuant to the MCCG, the Board shall comprise a majority Independent and Non-Executive Directors for Large Companies.]

In the event of any vacancy in the Board, resulting in non-compliance with the above, the vacancy must be filled within three (3) months.

3.3 The Chairman of the Board shall be a Non-Executive Director and approved by the Board.

3.4 An election of Directors shall take place each year at the annual general meeting ("**AGM**") of the Company. All Directors shall retire from office at least once in every three (3) years, but shall be eligible for re-election.

3.5 Any new Director appointed during the year shall hold office until the next AGM of the Company and shall be eligible for re-election.

3.6 On gender boardroom diversity, the Board through the Nomination and Remuneration Committee ("**NRC**") will review the proportion of the female to male Board members taking into consideration the appropriate skills, experience and characteristics required of the Board Members, in the context of the needs of the Group and the recommendation of the MCCG, and subject to being able to seek suitable female candidate.

3.7 The Board, through the NRC, shall review the size, composition and effectiveness of the Board and the Board Committees on a periodic basis to ensure that members of the Board possess the relevant knowledge, skills, qualifications, competencies, functional and management experience, characteristics and mind-set to contribute effectively to the Board and to ensure an appropriate balance of skills, experience, qualifications and diversity.

3.8 The office of a Director shall become vacant if the Director:-

- (a) resigns his office by giving notice in writing to the Company;
- (b) becomes disqualified or is prohibited from being a Director under Sections 198 or 199 of the Companies Act 2016 (the "**Act**");
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;

- (d) is removed from his office as Director by ordinary resolution of the Company in a general meeting of which special notice has been given in accordance with Section 206(3) of the Act;
- (e) if becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (f) is absent from more than 50% of the total Board of Directors' meetings held during a financial year unless approval is sought and obtained from the stock exchange.

4. INDEPENDENT DIRECTOR

4.1 An Independent Director means a Director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company. The criteria for independence of Independent Director is defined in the MMLR.

4.2 Pursuant to the MCCG, the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on subject to the Independent Director's re-designation as a Non-Independent Director.

The Board must justify and seek annual shareholders' approval through a two-tier voting process in the event it intends to retain a Director who has served in the capacity as an Independent Director for more than nine (9) years.

4.3 The Board should undertake an assessment of the Independent Directors annually to assess their ability to bring unbiased and objective judgement to the Board's deliberations.

4.4 The appointment of a Senior Independent Director is approved by the Board whose role is to:-

- act as a sounding board for the Chairman;
- serve as a designated contact for direct communication with shareholders and other stakeholders on concerns that cannot be resolved through normal channels of contact with the Chairman or the Executive Director(s) ("ED(s)"); and
- act as a point of contact between the Independent Directors and Chairman on sensitive issues.

5. ROLES AND RESPONSIBILITIES

5.1 Board of Directors

5.1.1 In line with the MCCG, the Board assumes the following principal responsibilities:-

- (a) Set the corporate values and promote a good corporate governance culture within the Group, which reinforces ethical, prudent and professional behaviour and ensure that its obligations to shareholders and other stakeholders are met;
- (b) review, challenge and decide on proposals put forward by the Management for the Company, and monitor its implementation by Management;
- (c) review and oversee the implementation of the strategic business plan of the Group to ensure that it supports long-term value creation and promotes sustainability, taking into consideration the economic, environmental and social considerations including climate related risks and opportunities;
- (d) oversee the conduct of the Group's business and operations to ensure that the businesses are being properly managed;
- (e) review and ensure the adequacy and integrity of the internal controls and management systems of the Group, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- (f) identify the principal risks of the business of the Group and recognise that the business decisions involve the taking of appropriate risks;
- (g) set the risk appetite within which the Board expects the Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (h) ensure that all members of the Board and the Management team are of sufficient calibre, including having in place a process to provide for the orderly succession of the Board and the Management team;
- (i) ensure that the Company has in place the appropriate corporate disclosure procedures to ensure effective communication with its shareholders and other stakeholders;
- (j) ensure that all members of the Board are able to understand financial statements and form a view on the information presented; and
- (k) ensure the integrity of the Company's financial and non-financial reporting.

5.1.2 The following are the matters reserved for collective decision of the Board and may be varied from time to time as determined by the Board:-

Strategic and Operational

1. Business strategy/plan, performance targets, annual budget

(including capital expenditure budget) and any changes thereof.

2. Investment or divestment in a company, business, property, undertaking or capital project which represents a significant diversification from the existing business activities.
3. Major changes in the business activities and any other significant business decision of the Company.
4. Treasury policies and bank mandate.
5. Related Party Transactions.
6. Implementation of key policies, corporate governance policies and practices.
7. Sustainability strategy and initiatives.

Financial

1. Interim and annual financial statements and release of the said financial announcements.
2. Directors' Report and Statutory Accounts.
3. Interim dividends, recommendation of final dividends and making of any other distribution.
4. Financing facilities and banking arrangements including changes to authorised signatories and approval limit.
5. Adoption of accounting policies.
6. Review the effectiveness of the Group's system of internal controls. This function is delegated to the Audit and Risk Management Committee which will in turn report to the Board on its findings.

Conduct of the Board

1. Appointment of Directors and Chairman, and recommendation for removal of Directors.
2. Appointment and removal of Company Secretaries.
3. Establishment of Board Committees and appointment/changes of Board Committees' members.
4. Terms of reference of Board Committees and amendments thereto.
5. Appointment of Executive Director(s) of the Company and their duties and the continuation (or not) of their service.

Remuneration and Succession Planning

1. Recommendation of the Directors' fee/remuneration arrangements for Non-Executive Directors.
2. Remuneration structure and policy for ED(s).
3. Remuneration packages for ED(s).
4. Recommendation of any proposed Employees' Share Option Scheme and/or amendments to the scheme, subject to other approvals that may be required by laws or regulations.
5. Succession planning for the Board of Directors and ED(s).

Other Matters

1. The granting of powers of attorney by the Company.
 2. The entering into of any indemnities or guarantees.
 3. Recommendation for alteration of the Company's Constitution.
 4. Change of accounting reference date, registered office and name of the Company.
 5. Recommendation for purchase of own shares by the Company.
 6. Issue of any debt instruments.
 7. Scheme of reconstruction or restructuring.
 8. Any other matters requiring the convening of a general meeting of shareholders or any class of shareholders.
 9. Any other matters as may be required by the laws or the governing authorities.
- 5.1.3 The Board is supported by the Company Secretary to provide sound governance advice, ensure adherence to company and securities regulations and listing requirements and advocate adoption of corporate governance best practices.

5.2 Directors

- 5.2.1 A Director shall at all times exercise his powers for a proper purpose and in good faith in the best interests of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

- 5.2.2 A Director shall at all times avoid conflict of interest, and shall as soon as practicable after the relevant facts have come to his knowledge, declare the nature of his interest at a meeting of the Directors of the Company. Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Companies Act.
- 5.2.3 Each Director shall not hold more than five (5) directorships in listed companies or such other limit as prescribed by the MMLR. Before accepting any new directorship, Directors shall notify the Chairman of the Board, the notification of which shall include an indication of time that will be spent on the new appointment.

5.3 Non-Executive Directors

- 5.3.1 Non-Executive Directors are persons of calibre, credibility and have the necessary skills and experience to bring an independent judgement to bear on the issues of strategy, performance and resources, including key appointments and standard of conduct.
- 5.3.2 Non-Executive Directors are required to:-
- (a) make an independent assessment of the information, reports or statements, having regard to the directors' knowledge, experience and competency, to provide an independent view and demonstrate objectivity in reviewing and challenging the Management's proposal at meetings;
 - (b) act as a channel of communication between the Management, shareholders and other stakeholders, and provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied; and
 - (c) commit to their responsibility to the Company, including in the exercise of their fiduciary and leadership roles.

5.4 Independent Non-Executive Directors

The responsibilities of the Independent Non-Executive Directors include the following:-

- (a) Provide independent and objective views, advice and judgment to ensure that the interests of the Group, shareholders and stakeholders are well taken into account;
- (b) Bring impartiality and scrutiny to Board deliberations and decision-making, and also serve to stimulate and challenge the Management in an objective manner;
- (c) Constructively challenge and contribute to the development of the business strategies and direction of the Group.

5.5 Chairman

5.5.1 The Chairman of the Board is primarily responsible for the orderly conduct and functioning of the Board, instilling good corporate governance practices, leadership and ensure effectiveness of the Board.

5.5.2 The key responsibilities of the Chairman of the Board include:

- (a) providing leadership to the Board and overseeing the Board in the effective discharge of its fiduciary duties;
- (b) setting the agenda for Board meetings and ensuring efficient and effective conduct of the Board meetings;
- (c) ensuring that complete and accurate information is are provided to the Board members in a timely manner to facilitate decision-making;
- (d) leading Board meetings and encouraging active participation and allowing dissenting views to be freely expressed;
- (e) Promoting constructive and respectful relations between Board members and managing the interface between the Board and Management;
- (f) ensuring that appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and
- (g) leading the Board in establishing and monitoring good corporate governance in the Company.

5.5.3 The Chairman of the Board shall also act as Chairman at all Board meetings and general meetings. In the absence of the Chairman in any meeting, the person chairing the Board meeting and general meetings shall be determined in accordance with the provisions set out in the Company's Constitution.

5.6 Executive Director(s)

The ED(s) are responsible for implementing the policies and strategies as approved by the Board for the purpose of running the business and the day-to-day management of the Group, within the authorities as delegated by the Board.

The primary roles of the ED(s) are strategy development, implementing, monitoring and tracking; business development; compliance with regulation; performance management; human resources management; risk management; and stakeholder management.

6. THE CHAIRMAN AND THE EXECUTIVE DIRECTOR(S)

- 6.1 The roles of the Chairman and the ED(s) are distinct and separate, and are to be held by separate individuals, to ensure there is a balance of power and authority, such that no one individual has unfettered powers of decision-making.
- 6.2 The responsibilities of the Chairman include leading the Board in its collective oversight of Management.
- 6.3 The ED(s) shall be appointed by the Board and is responsible for implementing the policies and strategies approved by the Board for the purposes of running the business and the day-to-day management of the Group. The ED(s) are supported by a management team and other committees which are tasked to oversee key operating areas.

7. BOARD COMMITTEES

- 7.1 The Board has delegated some of its powers and functions to each of the following Board Committees to assist it in carrying out its responsibilities:

7.1.1 Audit and Risk Management Committee (“ARMC”)

The ARMC assists and supports the Board primarily in the areas of financial reporting in liaison with the external auditors, the Group’s system of risk management and internal controls in liaison with the internal auditors and the review of related party transactions and conflict of interest situations.

The terms of reference of the ARMC is attached as **Appendix A** of this Charter.

7.1.2 Nomination and Remuneration Committee (“NRC”)

The NRC assists the Board on matters relating to the selection and assessment of Directors as well as implementing policies and procedures on matters relating to the remuneration of Directors and Senior Management.

The terms of reference of the NRC is attached as **Appendix B** of this Charter.

7.1.3 Board Sustainability Committee (“BSC”)

The BSC assists the Board in overseeing the governance of the Group’s business towards achieving sustainability in the social, economic and environmental conditions in furtherance to the pursuit of profitability and ensure continued success for the Group.

The terms of reference of the BSC is attached as **Appendix C** of this Charter.

8. BOARD MEETINGS

- 8.1 The Board shall meet at least 4 times in a financial year, with additional meetings to be convened as and when necessary.
- 8.2 Notices and agenda of meetings together with the relevant Board papers shall be distributed at least five (5) working days prior to the Board meetings via facsimile, electronic mail or by any means of telecommunication in permanent written form, unless otherwise agreed by the Board.
- 8.3 The quorum for Board meetings, shall be at least two (2) of the number of Directors. Each member of the Board is entitled to one (1) vote in deciding on matters deliberated at meetings of the Board of Directors, and all resolutions shall be made by a simple majority of votes by the Board. The Chairman of the Board shall have a casting vote, save in cases where there are only two (2) Directors present and voting.
- 8.4 Each Director shall attend at least 50% of the total Board Meetings held during the year. The Directors of the Company may attend the Board meetings in conference via telephone, video, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, in which event such Director shall be deemed to be present at the meeting.
- 8.5 A resolution in writing signed by a majority of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. A signed Directors' Circular Resolution transmitted by any electronic means shall be deemed to be an original.
- 8.6 Directors are required to inform the Board of conflicts or potential conflict of interest that may have in relation to a particular subject matter or business transaction. These Directors shall abstain from deliberation and determination of those matters.
- 8.7 The Directors should have direct access to the key management and have unrestricted access to all information pertaining to the Group in a timely manner for the discharge of their duties effectively. The Board is entitled to obtain independent professional advice at the cost of the Company.
- 8.8 The Company Secretary shall act as the Secretary of the Board who shall be in attendance and shall be responsible for keeping minutes of all Board Meetings. The Board also has access to any form of independent professional advice, information and the advice and services of the Company Secretary, if and when required, in carrying out its functions.
- 8.9 The minutes shall record the proceedings of the meeting, the tabling of pertinent issues, the substance of inquiry and response, relevant suggestions and decision made, including whether any Director abstained from voting or deliberating on a particular matter, as well as the rationale behind those decisions. Minutes of meeting should be circulated to all members of the Board in a timely manner.

9. REMUNERATION

- 9.1 The fees and benefits payable to the Directors shall be subject to annual shareholder approval at a general meeting.
- 9.2 The Board has established a formal and transparent process for approving the remuneration of the Non-Executive Directors and the Executive Director(s), whereby the Remuneration Committee is responsible for reviewing the remuneration policy and making recommendations on the same to the Board for approval. In its review, the Remuneration Committee considers various factors including the Non-Executive Directors' fiduciary duties, time commitments expected of them and the Company's performance.
- 9.3 No Director, whether Executive or Non-Executive, shall be involved in deciding his own remuneration.

10. PERFORMANCE AND EFFECTIVENESS EVALUATION OF BOARD, BOARD COMMITTEE AND INDIVIDUAL DIRECTORS

The NRC is entrusted by the Board to review the performance and effectiveness of the Board and Board Committees, including individual Directors, and independence of the Independent Directors, annually, with the assessment report, together with a report on the Board balance covering the required mix of skills, qualifications, experience and other qualities of Board members, be tabled to the Board for discussion.

This exercise is carried out after the end of each financial year or such other time as may be deemed appropriate.

The assessment results from the evaluation form the basis of the recommendation by the NRC to the Board for the re-election and/or re-appointment of Directors and Board Committee members as well as for further development of the Board and Board Committees.

11. TRAINING AND DEVELOPMENT

- 11.1 All Directors (who have not attended such training) are required to complete the Mandatory Accreditation Programme (MAP) as required under the MMLR.
- 11.2 All Directors shall attend appropriate training on a continuous basis to ensure that they keep abreast of regulatory changes, other developments and broad business trends, and to improve their skill sets to effectively discharge their duties as Board members.

12. DIRECTORS' CODE OF ETHICS

As prescribed by Section 213 of the Companies Act, 2016, the Directors shall at all times act in good faith and in the best interest of the Company. The Directors shall adhere to the general principles of integrity, objectivity, accountability, openness, honesty and leadership. The Directors' Code of Ethics are set out in **Appendix D**.

13. REVIEW OF THIS BOARD CHARTER

- 13.1 The Board shall review this Board Charter as the Board deems necessary.
- 13.2 This Board Charter was reviewed and approved by the Board on 9 August 2023.

**AUDIT AND RISK MANAGEMENT COMMITTEE
TERMS OF REFERENCE**

I. PURPOSE

The Audit and Risk Management Committee (“ARMC” or “the Committee”) shall be established by the Board of Directors (“Board”) of MR D.I.Y. Group (M) Berhad (“the Company” or “MR DIY”) with the following fundamental responsibilities:-

- (i) overseeing financial reporting process to ensure accurate and timely financial reporting and compliance with applicable financial reporting standards;
- (ii) evaluating the internal and external audit processes;
- (iii) overseeing the risk management and internal control framework and policies of the Company and its subsidiaries (“Group”), and assessing the processes related to the Group’s risks and control environment;
- (iv) overseeing the Group compliance with applicable laws, rules and regulations and has in place an appropriate code of business conduct;
- (v) reviewing related party transactions and conflict of interest situations; and
- (vi) overseeing the implementation and monitoring of the Whistleblowing Policy and Procedures for the Group, and ensuring effective administration thereof.

2. AUTHORITY

2.1 The ARMC has the authority to carry out the functions as stated in its Terms of Reference and report to the Board with recommendations.

2.2 The ARMC for the performance of its duties, shall in accordance with the same procedures adopted by the Board and at the cost of the Group:-

- (a) has authority to investigate any activity within its Term of Reference;
- (b) has the resources which are required to perform its duties;
- (c) has full and unrestricted access to any employee and information pertaining to the Group;
- (d) has direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity for the Group including convening meetings with them without the attendance of other Directors and employees of the Company, whenever deemed necessary; and
- (e) be able to engage independent professional advisers or other advisers and to secure attendance of other 3rd parties with relevant experience and expertise if it considers necessary.

3. MEMBERSHIP

3.1 Members of the ARMC shall be appointed by the Board upon recommendation of the Nomination and Remuneration Committee (“NRC”).

3.2 The ARMC shall comprise of all Non-Executive Directors, with a majority of them being Independent Directors.

- 3.3 The ARMC shall elect amongst its members as its Chairman. The Chairman of the ARMC should not be the Chairman of the Board.
- 3.4 At least one (1) member of the ARMC must meet the criteria set under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa LR”) as follows:-
- (a) Must be a member of the Malaysian Institute of Accountants; or
 - (b) If he/she is not a member of the Malaysian Institute of Accountants, he/she must have at least 3 years’ post-qualification working experience in accounting or finance and
 - (i) he/she must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
 - (ii) he/she must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or
 - (iii) a degree/masters/doctorate in accounting or finance; or
 - (iv) a member of any professional accountancy organization which has been admitted as a full member of the International Federation of Accountants; or
 - (c) at least 7 years’ experience being a chief financial officer of a corporation or having the function of being primarily responsible for the management of the financial affairs of a corporation; or
 - (d) fulfils such other requirements as prescribed or approved by the Exchange.
- 3.5 No alternate directors shall be appointed to the ARMC.
- 3.6 If a former key audit partner is recommended for appointment as member of the ARMC, he/she must observe a cooling-off period of at least three (3) years before his/her appointment.
- 3.7 In the event of any vacancy in the ARMC resulting in the non-compliance of the Bursa LR, the vacancy shall be fulfilled within 3 months.
- 3.8 The ARMC members shall be financially literate and collectively:-
- (a) have sufficient understanding and knowledge of the Group’s business and industry in which the Group operates; and
 - (b) have the ability to understand key business and financial risks and related controls and control processes.

4. FUNCTIONS AND DUTIES

The ARMC shall carry out the following functions and duties:-

4.1 Financial Statements

- 4.1.1 Review the quarterly results and year-end financial statements of the Company and Group prior to the approval by the Board, focusing

particularly on the following:-

- (a) any changes in or implementation of major accounting policy changes;
- (b) significant matters highlighted including financial reporting issues, significant judgments made by Management, significant and unusual events or transactions, and how these matters are addressed;
- (c) significant adjustments resulting from audit;
- (d) the going concern assumption; and
- (e) compliance with accounting standards and other legal requirements.

4.2 Risk Management and Internal Control

- 4.2.1 Review the principal risks and ensure implementation of appropriate risk management system to effectively identify, manage, monitor, treat and mitigate the risks impacting the Group.
- 4.2.2 Review and approve the procedures and guidelines for managing risks within the Group as well as monitor and assess the risk appetite and risk tolerance for the Group.
- 4.2.3 Review and deliberate the reports on significant risk findings and recommendations.
- 4.2.4 Review and assess the impact of cyber risk when undertaking any new activities, including but not limited to any investment decision, merger and acquisition, adoption of new technology and outsourcing arrangements.
- 4.2.5 Assess the quality, effectiveness and efficiency of the internal control in systems and processes of the Group's operations, particularly those relating to areas of significant risks.
- 4.2.6 Review the evaluation by the internal and external auditors of the Group's system of internal control and Management's responses, and ensure that appropriate action is taken and thereafter report the same to the Board.
- 4.2.7 Review the annual Statement on Risk Management and Internal Control to be published in the Annual Report.

4.3 Internal Audit

- 4.3.1 Approve the Internal Audit Charter and review the adequacy of the scope, functions, experience, competency and resources of the internal audit function, and whether it has the necessary authority to carry out its work.
- 4.3.2 Review the internal audit plan and results of the internal audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function and of the ARMC and thereafter report the same to the Board, where necessary.

- 4.3.3 Evaluates the performance of the internal audit function, including having an external review periodically to assess the competency of the function;
- 4.3.4 Approve any appointment or termination of senior staff members of the internal audit function namely the Head of Internal Auditor and his/her Deputy, if any.
- 4.3.5 Review appraisal or assessment of performance of the Head of Internal Auditor and his/her Deputy, if any.
- 4.3.6 Take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.
- 4.3.7 Direct any special investigations to be carried out by Internal Audit as and when necessary and consider the major findings of the internal investigations and Management's response.
- 4.3.8 Review the ARMC Report to be published in the Annual Report.

4.4 External Audit

- 4.4.1 Recommend the nomination and re-appointment of external auditors, their audit fees and any question of resignation or dismissal of external auditors and thereafter report the same to the Board.
- 4.4.2 Discuss with the external auditors before the audit commences, the nature and scope of the audit (including reviewing the audit plan) and thereafter report the same to the Board.
- 4.4.3 Review the audit report and discuss problems and reservations arising from the internal and final audits, including assistance given by the employees and any matters which the external auditors may wish to discuss, without the presence of the Management or Executive Directors, at least twice a year or where necessary.
- 4.4.4 Review the external auditors' management letter and Management's response.
- 4.4.5 Review and approve the policies and procedures to assess the suitability, objectivity and independence of the external auditors annually to safeguard the quality and reliability of audited financial statements.
- 4.4.6 Review and approve a policy to ensure the non-audit services provided by the external auditors do not impair, or appear to impair, the auditor's independence or objectivity. The non-audit services shall be approved by the ARMC before they are rendered by the external auditor and its affiliates taking into account the nature and extent of the non-audit services and the appropriateness of the level of fees.

- 4.4.7 Review and report to the Board any significant audit findings, difficulties encountered or material weaknesses reported by the external auditors.

4.5 Compliance

- 4.5.1 Review the effectiveness of the system for monitoring compliance with applicable laws, regulations, rules, directives and guidelines, and the results of Management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- 4.5.2 Review the findings of any examinations by regulatory authorities.
- 4.5.3 Obtain updates from the Management and the legal counsel regarding regulatory compliance matters.
- 4.5.4 Review and consider any related party transaction and conflict of interest situation that arose, persist or may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity, and the measures taken to resolve, eliminate or mitigate such conflicts.

4.6 Whistleblowing

- 4.6.1 Exercise its powers and carry out its responsibilities as may be required from time to time under the Whistleblower Policy and Procedures for the Group.
- 4.6.2 Report to the Board any suspected frauds or irregularities, serious internal control deficiencies or suspected infringement of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.

4.7 Employees Share Option Scheme ("ESOS")

- 4.7.1 Verify the allocation of share options given to the eligible employees is in accordance with the criteria for the ESOS and the Bursa LR at the end of each financial year.

4.8 Other Responsibilities

- 4.8.1 Review and assess the adequacy of the Terms of Reference of the ARMC (where necessary), with the assistance of Management, the external auditors and Legal Counsel.
- 4.8.2 Perform any other duties as may be mutually agreed by the ARMC and the Board from time to time.

5. MEETINGS

- 5.1 Meetings of the ARMC shall be held at least four (4) times during the financial year of the Company i.e. on a quarterly basis with additional meetings be convened as and when required by any member of the ARMC, the Head of

Internal Auditor or the External Auditor to consider any matters brought up by them.

- 5.2 If an ARMC member is unable to be physically present at a meeting, the ARMC member may choose to participate at a meeting by way of video or teleconferencing or by means of other communication equipment in which event such ARMC member shall be deemed to be present at the meeting.
- 5.3 The quorum for a meeting of the ARMC shall be two (2) members, whom shall be Independent Directors.
- 5.4 In the absence of the Chairman, the members present shall elect a chairman for the meeting from amongst the members present.
- 5.5 Each member of the ARMC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the ARMC. In the event of an equality of votes, the Chairman of the ARMC shall be entitled to a second or casting vote.
- 5.6 A resolution in writing described as "Circular Resolutions of the ARMC" signed by a majority of the ARMC members shall be valid and effectual as if it had been passed at a meeting of the ARMC duly called and constituted. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The resolution in writing may be accepted as sufficiently signed by the ARMC member if transmitted to the Company via facsimile or other forms of electronic communications.
- 5.7 The meetings of the ARMC shall normally be attended by the Head of Finance, Head of Internal Audit and a representative of the External Auditors (as and when necessary) and the Management of MR DIY who shall be represented by the Executive Director(s).
- 5.8 The ARMC may request other Directors, employees, counsels and consultants as applicable to participate in meetings, specific to the relevant meeting, as and when necessary.
- 5.9 An ARMC member shall excuse himself/herself from the meeting during discussion or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for the ARMC member.
- 5.10 The Secretary of the ARMC shall be the Company Secretary of the Company or any other person as the ARMC may decide.
- 5.11 ARMC meeting agendas shall be the responsibility of the ARMC Chairman with input from the ARMC members. The Chairman may also ask Management and others to participate in this process.
- 5.12 Unless a meeting is called on a short notice basis, the agenda for each meeting and the meeting papers shall be circulated to the ARMC members at least five (5) full working days before each meeting.
- 5.13 The ARMC shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the ARMC. Such minutes shall be signed by the Chairman of the meeting at which the

proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

- 5.14 Minutes of the ARMC meetings shall be tabled to the Board for notation.
- 5.15 The ARMC, through its Chairman, shall report matter(s) discussed and deliberated by ARMC to the Board, which requires attention and approval of the Board. When presenting any recommendation to the Board, the ARMC will provide such background and supporting information as may be necessary for the Board to make an informed decision.

6. MISCELLANEOUS

- 6.1 The Chairman of the ARMC should engage on a continuous basis with the Chairman of the Board, Executive Director(s), Head of Finance, Head of Internal Audit, Senior Management and/or the External Auditors in order to be kept informed of matters affecting the Group.
- 6.2 Where the ARMC is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Bursa LR, the ARMC has the responsibility to promptly report such matter to Bursa Malaysia Securities Berhad.
- 6.3 The term of office and performance of the ARMC and each of the members shall be reviewed by the NRC for recommendation to the Board annually to determine whether the ARMC and its members have carried out their duties in accordance with their Terms of Reference.
- 6.4 The provisions under this Terms of Reference have been drafted in a manner to also incorporate the provisions under the Bursa LR and other statutes, regulations and guidelines applicable to the ARMC. In the event the applicable provisions of the Bursa LR and/or relevant governing statutes, regulations and guidelines relating to ARMC are from time to time amended, modified or varied, such amendments, modifications and variations shall be deemed inserted herein whereupon this Terms of Reference shall be read and construed subject to and in accordance with the amended, modified or varied Bursa LR, statutes, regulations and guidelines.

**NOMINATION AND REMUNERATION COMMITTEE
TERMS OF REFERENCE**

1. PURPOSE

The Nomination and Remuneration Committee (“**NRC**”) shall be established by the Board of Directors (“**Board**”) of MR D.I.Y. Group (M) Berhad (“**the Company**” or “**MR DIY**”) to assist the Board in discharging the following responsibilities:-

- (i) ensure that the Board and the Board Committees have an effective and balance composition with a diverse mix of skills, knowledge, qualifications, experience, age, cultural background and gender to discharge their responsibilities respectively;
- (ii) conduct an annual assessment on the effectiveness of the Board and the Board Committees and the contribution of each individual Director and the independence of Independent Directors;
- (iii) assess the performance of the Executive Director(s) against the key performance indicators (“**KPI**”) set for them.
- (iv) ensure that the Group has in place a remuneration policy and framework consistent with the Group’s business strategy, and a competitive remuneration structure so as to link rewards with corporate and individual performance to attract and retain the right talent of the appropriate calibre, skills, experience and quality needed in the Board (which includes the Executive Director(s)) in order to drive and achieve the Group’s long term objectives;
- (v) ensure that a succession plan is in place for the Board and Executive Director(s) of the Company; and
- (vi) ensure that the Employees’ Share Option Scheme of MR DIY (“**ESOS**”) is fairly and properly administered and implemented in accordance with the ESOS By-Laws.

In carrying out the duties, members of the NRC shall have no interest direct or indirect with the outcome of the decision and having due regard to the interest of Shareholders and to the continuing financial and commercial health of the Group.

2. AUTHORITY

2.1 The NRC has the authority to carry out the functions as stated in its Terms of Reference and report to the Board with recommendations for the Board’s decision.

2.2 The NRC, whenever necessary and reasonable for the performance of its duties, shall in accordance with the same procedures adopted by the Board and at the cost of the Group:-

- (a) has full and unrestricted access to any employee, information pertaining to the Group and resources; and
- (b) be able to engage independent professional advisers or other advisers and to secure attendance of external parties with relevant experience and expertise if it considers necessary.

3. MEMBERSHIP

- 3.1 The members of the NRC shall be appointed by the Board of MR DIY and shall consist of not less than three (3) members. If the membership for any reason falls below three members, the Board shall, within three (3) months of that event, appoint such number of new members as may be required to fulfil the minimum requirement.
- 3.2 The NRC shall comprise only Non-Executive Directors, a majority of whom shall be Independent Directors. The Chairman of the NRC shall be an Independent Director or a Senior Independent Director.
- 3.3 The appointment of a NRC member terminates when the NRC member ceases to be a Director, or as determined by the Board.

4. RESPONSIBILITIES

- 4.1 In respect of nomination matters, the NRC shall:-
 - (a) recommend to the Board suitable candidates for appointment as Directors and Executive Director(s), taking into consideration the following aspects when considering new appointments on the Board:-
 - (i) the candidates' skills, qualifications, knowledge, expertise, experience, professionalism and integrity;
 - (ii) in the case of candidates for the position of Independent Non-Executive Directors, the ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors; and
 - (iii) the Board's diversity in terms of age, gender and culture.
 - (b) propose to the Board the membership and Chairmanship of Board Committees;
 - (c) review annually the Board structure, size, balance and composition to ensure that the Board has the appropriate mix of skills, experience and other qualities including core competencies to function effectively and efficiently and is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa LR");
 - (d) periodically review and recommend to the Board succession planning for the Board Chairman, Executive Director(s) and Board Committee;
 - (e) recommend Director(s) who are retiring (by casual vacancy and by rotation) for re-election at the Company's Annual General Meeting;
 - (f) recommend Independent Director(s) who has/have served a cumulative term limit of nine (9) years for re-appointment at the Company's Annual General Meeting;
 - (g) deliberate and recommend any termination of membership of any Director of the Company (if necessary) due to appropriate reasons in accordance with the relevant laws and regulations;

- (h) ensure that all Directors undergo appropriate induction and continuous training programmes to enhance their performance;
- (i) recommend to the Board, the terms of employment and KPI of the Executive Director(s), and assess the performance of the Executive Director(s) against these KPIs; and
- (l) assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director, including Independent Non-Executive Directors. The NRC shall ensure that all assessments and evaluations carried out by the NRC in the discharge of all its functions shall be properly documented.

4.2 In respect of remuneration matters, the NRC shall:-

- (a) review and recommend to the Board for approval the remuneration policies and procedures for the Board, Board Committees, the Executive Director(s) and senior management. Independent professional advice may be obtained in determining the remuneration framework;
- (b) recommend to the Board, proposal on the Executive Director's remuneration and benefits including share option and compensation payment in the event of termination of the employment/service contracts (if any) by the Company and/or the Group. The recommendation should be made based on their respective performance relative to the KPI set;
- (c) review and recommend to the Board the Directors' Fees and benefits (if any) payable to the Non-Executive Directors for recommendation to the shareholders of the Company for approval;
- (d) establish a trust to be administered by the trustee for the purpose of subscribing for new Company shares and transferring them to the eligible employee(s) of the Group as and when the NRC deem fit in accordance to the ESOS By-Laws, where applicable;
- (e) consider and determine the selection of eligible employee(s) of the Group based on the conditions of eligibility as stipulated in the ESOS By-Laws;
- (f) consider and determine the overall share options allocation, including number of shares to be granted to a selected employee and vested in him/her subject to the provisions in the ESOS By-Laws;
- (g) consider and determine the allocation framework under the ESOS, as well as the performance target based on performance measure i.e. KPI to be achieved under the ESOS;
- (h) make an offer to selected employee(s) of the Group in the form and manner as may be prescribed by the NRC in accordance with the ESOS By-Laws;

- (i) recommend to the Board for approval, where it deems necessary, any amendment, modification, addition or deletion of the ESOS By-Laws;
 - (j) enter into any transactions, agreements, deeds, documents or arrangement and make rules, regulation or impose terms and conditions or delegate part of its power relating to the administration of the ESOS as the NRC deem fit, necessary and/or expedient subject to the provisions of the ESOS By-Laws for the time being in force; and
 - (k) take all other actions within the purview of the NRC pursuant to the ESOS By-Laws for the necessary and effective implementation and administration of the ESOS.
- 4.3 Consider other matters as may be referred to the NRC by the Board from time to time.

5. MEETINGS

- 5.1 Meeting of the NRC shall be held at least once in each financial year of the Company with additional meetings be convened as and when required.
- 5.2 If an NRC member is unable to be physically present at a meeting, the NRC member may choose to participate at a meeting by way of video or tele-conferencing or by means of other communication equipment in which event such NRC member shall be deemed to be present at the meeting.
- 5.3 The quorum for a meeting of the NRC shall be two (2) members, whom shall be Independent Directors.
- 5.4 In the absence of the Chairman, the members present shall elect a chairman for the meeting from amongst the members present.
- 5.5 Each member of the NRC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the NRC. In the event of an equality of votes, the Chairman of the NRC shall be entitled to a second or casting vote.
- 5.6 A resolution in writing described as "Circular Resolutions of the NRC" signed by a majority of the NRC members shall be valid and effectual as if it had been passed at a meeting of the NRC duly called and constituted. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The resolution in writing may be accepted as sufficiently signed by the NRC member if transmitted to the Company via facsimile or other forms of electronic communications.
- 5.7 The NRC may request other Directors, members of Management, counsels and consultants, as applicable, to participate in meetings, as and when necessary.
- 5.8 A NRC member shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to a situation of an actual or perceived conflict of interest for the NRC member.
- 5.9 The Secretary of the NRC shall be the Company Secretary of the Company or any other person as the NRC may decide.

- 5.10 The NRC meeting agendas shall be the responsibility of the NRC Chairman with input from the NRC members. The Chairman may also ask Management and others to participate in this process.
- 5.11 Unless a meeting is called on a short notice basis, the agenda for each meeting and the meeting papers shall be circulated to the NRC members at least five (5) full working days before each meeting.
- 5.12 The NRC shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the NRC. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
- 5.13 Minutes of the NRC meetings shall be tabled to the Board for notation.
- 5.14 The NRC, through its Chairman, shall report matter(s) discussed and deliberated by NRC to the Board, which requires attention and approval of the Board. When presenting any recommendation to the Board, the NRC will provide such background and supporting information as may be necessary for the Board to make an informed decision.

6. DEEMING PROVISIONS

- 6.1 The provisions under this Terms of Reference have been drafted in a manner to incorporate the provisions under the Bursa LR and other statutes, regulations and guidelines applicable to the NRC (if any). In the event the applicable provisions of the Bursa LR and/or relevant governing statutes, regulations and guidelines relating to the NRC are from time to time amended, modified or varied, such amendments, modifications and variations shall be deemed inserted herein whereupon this Terms of Reference shall be read and construed subject to and in accordance with the amended, modified or varied Bursa LR, statutes, regulations and guidelines.

**BOARD SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE**

1. PURPOSE

The Board Sustainability Committee (“BSC”) shall be established by the Board of Directors (“Board”) of MR D.I.Y. Group (M) Berhad (“the Company” or “MR DIY”) to assist the Board in overseeing the governance of MR DIY business towards achieving sustainability in the social, economic and environmental conditions in furtherance to the pursuit of profitability and ensure continued success for the Group.

2. AUTHORITY

2.1 The BSC has the authority to carry out the functions as stated in its Terms of Reference and report to the Board with recommendations, where necessary.

2.2 The BSC wherever necessary and reasonable for the performance of its duties, shall in accordance with the same procedures adopted by the Board and at the cost of the Group:-

- (a) has full and unrestricted access to any employee, information pertaining to the Group and resources; and
- (b) be able to engage independent professional advisers or other advisers to obtain professional advice on any matters within its Terms of Reference.

3. MEMBERSHIP

3.1 The members of the BSC shall be appointed by the Board of MR DIY and shall consist of not less than three (3) members, a majority of whom shall be Non-Executive Directors. If the membership for any reason fall below three members, the Board shall, within three (3) months of that event, appoint such number of new members as may be required to fulfil the minimum requirement.

3.2 The Chairman of the BSC shall be a Non-Executive Director.

3.3 The appointment of a BSC member terminates when the BSC member ceases to be a Director, or as determined by the Board.

4. RESPONSIBILITIES

The responsibilities of the BSC shall be to :-

4.1 provide oversight for the governance of sustainability in the Group including setting the Group’s long term sustainability strategies, priorities and targets as well as ensuring the effective identification, management and reporting of material sustainability matters (i.e. risks and opportunities) affecting the economic, environmental and social aspects of the Group’s businesses towards achievement of sustainability goals across the Group.

4.2 ensure that the Group’s strategic plan supports long-term value creation and includes strategies on economic, environmental, social and governance considerations underpinning sustainability, human rights as well as climate-

related risks and opportunities.

- 4.3 ensure that the Group's sustainability strategies, priorities and targets as well as performance against these targets are communicated to the Group's internal and external stakeholders through appropriate means such as engagements and disclosures.
- 4.4 oversee and monitor the strategic management of material sustainability matters, risks as well as opportunities driven by the Board and senior management and monitor progress against the achievement of the Group's sustainability targets (sustainability key performance indicators).
- 4.5 review the Sustainability Reporting to be issued together with the Annual Report.
- 4.6 Review and approve the Corporate Social Responsibility ("CSR") annual plan to be undertaken by the Company and monitor its performance thereof, as well as approve the amount of expenditure for each CSR activities.
- 4.7 Review on an annual basis the expenditure and other commitments by the Group on corporate donations, product donations, community programmes and charitable support of any kind.
- 4.8 Ensure that appropriate communications policies are in place and working effectively to build and protect the Group's reputation both internally and externally.
- 4.9 consider other matters as may be referred to the BSC by the Board.

5. MEETINGS

- 5.1 Meeting of the BSC shall be held four (4) times in each financial year of the Company i.e. on quarterly basis.
- 5.2 If a BSC member is unable to be physically present at a meeting, the BSC member may choose to participate at a meeting by way of video or tele-conferencing or by means of other communication equipment in which event such BSC member shall be deemed to be present at the meeting.
- 5.3 The quorum for a meeting of the BSC shall be two (2) members.
- 5.4 In the absence of the Chairman, the members present shall elect a chairman for the meeting from amongst the members present.
- 5.5 Each member of the BSC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the BSC. In the event of an equality of votes, the Chairman of the BSC shall be entitled to a second or casting vote.
- 5.6 A resolution in writing described as "Circular Resolutions of the BSC" signed by a majority of the BSC members shall be valid and effectual as if it had been passed at a meeting of the BSC duly called and constituted. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The resolution in writing may be accepted as

sufficiently signed by the BSC member if transmitted to the Company via facsimile or other forms of electronic communications.

- 5.7 The BSC may request other Directors, members of Management, counsels and consultants as applicable to participate in meetings, as and when necessary.
- 5.8 A BSC member shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to a situation of an actual or perceived conflict of interest for the BSC member.
- 5.9 The Secretary of the BSC shall be the Company Secretary of the Company or any other person as the BSC may decide.
- 5.10 The BSC meeting agendas shall be the responsibility of the BSC Chairman with input from the BSC members. The Chairman may also ask Management and others to participate in this process.
- 5.11 Unless a meeting is called on a short notice basis, the agenda for each meeting and the meeting papers shall be circulated to the BSC members at least five (5) full working days before each meeting.
- 5.12 The BSC shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the BSC. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
- 5.13 Minutes of the BSC meetings shall be tabled to the Board for notation.
- 5.14 The BSC, through its Chairman, shall report matter(s) discussed and deliberated by BSC to the Board, which requires attention and approval of the Board. When presenting any recommendation to the Board, the BSC will provide such background and supporting information as may be necessary for the Board to make an informed decision.

DIRECTORS' CODE OF ETHICS

The Directors shall observe the Directors' Code of Ethics as follows:-

- (i) Compliance at all times with this Code of Ethics, the Board Charter and regulatory requirements expected to be adhered to by Directors of the Company;
- (ii) Observe high standards of corporate governance at all times;
- (iii) Act in good faith and in the best interests of the Company and Group;
- (iv) Not misuse information gained in the course of duties for personal gain or for any other purpose, nor seek the opportunity of the service as Directors to promote private interests or those of connected persons, firms, businesses or other organisations;
- (v) Safeguard the Company's assets and resources;
- (vi) Directors shall not accept positions in Board Committees or working groups where a conflict of interest is likely to arise, without first declaring their interest at Board meeting;
- (vii) Directors shall declare any personal, professional or business interests that may conflict with their responsibilities as Directors of the Company. Guidance on declaration of interests and conflict of interest are given in the section entitled "Declaration of Interests" and "Conflict of Interests" below.
- (viii) Directors shall adhere to the regulatory requirements pertaining to trading in the Company's shares, including insider trading. Guidance on dealing in shares and insider trading are given in the section entitled "Dealing in Securities" and "Insider Trading" below.

Declaration of Interests and Conflict of Interests

Directors should avoid conflicts of interest as far as possible.

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company or any of its subsidiaries shall declare the Director's interest in accordance with the Companies Act, 2016. The Director concerned shall not participate in deliberations and shall abstain from casting votes in any matter arising thereof unless as otherwise provided for in the Companies Act, 2016.

Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, with the Company or its subsidiaries, and to abstain from any deliberation and voting on the matter relating thereto.

[Note : This section is to be read in conjunction with the Conflict of Interest Policy of the Company.]

Dealing in Securities

1. Definitions

“*Dealing*” includes any one or more of the following actions, whether undertaken as principal or as agent -

- (a) acquiring or disposing (including transfer) of securities or any interest in securities; or
- (b) subscribing for or underwriting securities;
- (c) making or offering to make with any person, or inducing or attempting to induce any person to enter into or to offer to enter into:-
 - (i) any agreement for or with a view to acquiring or disposing of securities or any interest in securities;
 - (ii) any agreement for or with a view to subscribing for or underwriting securities; or
 - (iii) any agreement the purpose or avowed purpose of which is to secure a profit to any of the parties from the yield of securities or by reference to fluctuations in the values of securities; and
- (d) granting, accepting, acquiring, disposing of, exercising or discharging an option (whether for the call or put or both) or any other right or obligation, present or future, conditional or unconditional, to acquire or dispose of securities or any interest in securities.

“*Price-sensitive information*” means information that “on becoming generally available would or would tend to have a material effect on the price or value of securities” as referred to in Section 185 of the Capital Markets Services Act 2007.

“*Closed period*” means a period commencing 30 calendar days before the targeted date of announcement up to the date of the announcement of the quarterly results to Bursa Securities via Bursa LINK.

2. General Restriction on Dealings

Directors may conduct their dealings in securities of MR DIY during trading window period or outside closed period. The procedures as detailed in item 4.2 below should be adhered to.

A Director must not deal in the securities of MR DIY as long as he is in possession of price-sensitive information relating to the securities of MR DIY.

Directors are prohibited from dealing in securities during closed period.

[However, if an exceptional situation arise that compels the Director to deal during closed period, it is a mandatory requirement to adhere to the procedures as detailed in item 4.1 and 4.2 below.]

3. Exemptions and Subsequent Dealings

The categories of dealings that are exempted from the restrictions are:-

- (a) the acceptance or exercise of options or rights under an employee share or share option scheme;
- (b) the exercise of warrants;
- (c) the conversion of convertible securities;
- (d) the acceptance of entitlements under an issue or offer of securities where such issue or offer is made available to all holders of a public listed company's securities or to all holders of a relevant class of its securities, on the same terms;
- (e) the undertaking to accept, or the acceptance of a take-over offer; and
- (f) the undertaking to accept, or acceptance of securities as part of a merger by way of a scheme of arrangement.

Subsequent dealings in securities obtained as a result of the abovementioned exemption, are not exempted from the restriction.

4. Procedures for Dealings

4.1 ***Procedure for Dealings During Closed Period***

A Director who wishes to deal in the listed securities of MR DIY during a closed period must comply with the following procedures:

- (a) before the proposed dealing, must give notice of intention to deal in writing to the Company Secretary 2 full market days prior to the intended dealing;
- (b) upon receipt of such notice, the Company Secretary must immediately announce to the Exchange.
- (c) the proposed dealing can only be effected after 1 full market day from the date of the announcement made pursuant to item (b) above;
- (d) must give notice of the dealing in writing to the Company Secretary within 1 full market day after the dealing has occurred for immediate announcement to the Exchange.

4.2 ***Procedure for Dealings Outside Closed Period or Trading Window Period***

Where a Director deals in the listed securities of MR DIY outside closed period or trading window period, the Director must give notice of the dealing in writing to the Company Secretary, within 3 market days after the dealing has occurred, for immediate announcement to the Exchange.

INSIDER TRADING

Directors who possess Inside Information shall not :-

- a) deal in securities; or

- b) communicate such information to any unauthorised persons, for the benefit of himself/herself or any other persons.

When dealing in the securities, a Director shall comply with the relevant laws on trading in securities and observe the processes and procedures of Dealing in Securities as set out above.

ANTI-CORRUPTION/ BRIBES

The Directors (whether acting in their own capacity or on the Group's behalf) are expected to observe high standards of business, professional and ethical conduct, by refraining themselves from offering, giving or receiving any gifts and any other form of benefits (in kind, cash, advantages and/or favour and etc) from persons or entities who deal with the Group where the gift would reasonably be expected to influence the performance of the Director's duties in any aspect.

BOARD DIVERSITY POLICY

The Company seeks to maintain a diverse Board by having mix of diversity in terms of age, ethnicity and gender, which will provide the necessary range of perspectives, skills, qualifications, experience and expertise required to strengthen the Board composition to achieve the objectives and strategic goals of the Company.

The NRC is responsible for reviewing and assessing the composition and performance of the Board and individual Board members, as well as identifying and recommending appropriate qualified new candidates to fill Board positions.

In reviewing the composition and evaluating the performance of the Board, as well as identifying suitable candidates for appointment or re-election to the Board, the NRC will consider the benefits of diversity, the merits and the appropriate skills, qualifications, experience and knowledge required of the candidates, in the context of the needs of the Company in order to maintain an optimum mix of skills, qualifications, knowledge and experience on the Board.

The NRC will periodically review and report to the Board on the requirement to create and maintain a balanced diversity on the Board. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

The Board adheres to the recommendation by MCCG of having at least 30% women Directors on the Board. In identifying suitable candidates for appointment on the Board, the Board through the NRC, will take into consideration the merits of the candidate and the required skills, qualifications, knowledge and experience based on the requirements of the Company, and subject to the availability of suitable female candidate.