

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5296
COMPANY NAME : Mr D.I.Y. Group (M) 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 ("Board") is accountable and responsible for the overall management and business affairs of Mr D.I.Y. Group (M) Berhad and its subsidiaries ("Group"). This includes ensuring an effective corporate governance structure is in place to safeguard the Group's interests while creating, protecting, and enhancing value for shareholders' and other stakeholders to support long-term business sustainability.</p> <p>To assist the Board in fulfilling its duties and responsibilities, the Board delegates some of its functions to the following Board Committees, each operating within its defined Terms of Reference as outlined in the Board Charter, which is accessible on the corporate website at www.mrdiy.com.</p> <ul style="list-style-type: none">i) Audit and Risk Management Committee ("ARMC");ii) Nomination and Remuneration Committee ("NRC"); andiii) Board Sustainability Committee ("BSC") <p>The Board assumes the following principal responsibilities:-</p> <ul style="list-style-type: none">a) <u>Promote Good Corporate Governance</u> The Board has adopted various policies, including a Whistleblowing Policy, Anti-Bribery and Corruption Policy, Conflict of Interest Policy, Gifts and Entertainment Policy, Code of Business Ethics, Code of Conduct, Vendor Code of Conduct, Social Media House Rules and Limit of Authority Policy to establish corporate values and promote a culture of ethical, prudent, and professional conduct within the Group. The Board also ensures the Group meets its obligations to shareholders and stakeholders in alignment with the Malaysian Code on Corporate Governance ("MCCG"), Bursa

	<p>Malaysia's Corporate Governance Guide ("CG Guide"), Bursa Malaysia's Main Market Listing Requirements ("MMLR"), Companies Act 2016 ("Act") and other applicable laws, regulations and guidelines.</p> <p>b) <u>Review Material Proposals</u> The Board is responsible for reviewing and monitoring the implementation of material proposals to ensure that the Group complies with good corporate governance practices. Any proposal of 5% or more of the Group's net assets is tabled to the Board for review, deliberation, and approval. The Board delegates authority to the Executive Directors ("EDs") to exercise their discretion in reviewing and approving non-material proposals below the 5% threshold, in good faith and in the best interests of the Group.</p> <p>c) <u>Oversee Strategic Business Plan & Budget</u> The Board is collectively responsible for setting and leading the Group's strategic direction.</p> <p>Periodic Board Strategy Meetings, involving the Board and certain key management personnel, are held to review the progress of the Group's strategic business plan and budget to ensure alignment with the Group's vision for long-term value creation and sustainability, incorporating economic, environmental, social, and governance considerations, including climate related risks and opportunities.</p> <p>At quarterly Board meetings, the Board evaluates the Company's strategic, operational, and financial performance to ensure alignment with the approved strategic business plan and budget.</p> <p>d) <u>Conduct of Business Operations</u> The EDs are responsible for managing the Group's day-to-day business and operations, while implementing the Board's strategies, objectives, and decisions within the framework of delegated authority, corporate values, and policies of the Group.</p> <p>Monthly Management meetings, involving the EDs and Heads of Department ("HODs") from business operations, Finance, and Human Resource Management, are held to review and track the Group's monthly business and financial performance against the approved strategic business plan and budget. These meetings also address key operational and human capital management issues.</p>
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	<p>The Board oversees the conduct of the Group's business and operations to ensure proper management. The EDs are responsible for reporting any significant issues to the Board for information and further guidance.</p> <p>e) <u>Oversee Risk Management and Internal Control Systems</u> The Group has adopted an Enterprise Risk Management ("ERM") Framework, developed in consultation with an Independent Risk Management Consultant ("Consultant"), to systematically identify potential risks and implement relevant internal controls that mitigate financial and non-financial risks. This framework also establishes mechanisms for effective risk monitoring and evaluation.</p> <p>The HODs undergo a rigorous risk identification and profiling process with the Consultant to assess principal risks based on likelihood and impact. They are also responsible for monitoring and implementing mitigation action plans to manage and/or mitigate these potential risks.</p> <p>The Chief Executive Officer ("CEO"), Chief Operating Officer ("COO"), and Chief Financial Officer ("CFO") ensure appropriate measures are in place to identify, analyse, evaluate, manage, and monitor significant financial risks, based on the risk appetite and risk tolerance set by the Board.</p> <p>Departmental risk profiles are reviewed annually to assess its ongoing relevance and applicability to the Company's business model and the effectiveness of mitigation action plans. During this validation process, HODs update their respective risk profiles to reflect any business adjustments before submitting them to the Consultant for verification and assessment.</p> <p>The Consultant presents an annual risk profile dashboard and recommendations for improvement to the ARMC and the Board for endorsement, reinforcing the Group's risk management practices.</p> <p>Additionally, the Internal Audit Department ("IAD") conducts periodic audits to ensure the proper implementation and effectiveness of risk mitigation action plans.</p> <p>f) <u>Business Continuity Management ("BCM") Framework</u> The Group has established a BCM framework to manage and mitigate financial and non-financial losses resulting from any business disruptions while ensuring operational continuity.</p>
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	<p>The Business Continuity Plan, developed based on a Business Impact Analysis, outlines recovery priorities for each department, providing clear guidance on crisis response and business recovery.</p> <p>Effective crisis management minimises downtime, enabling operations to resume as quickly as possible while reducing potential damage and losses.</p> <p>g) <u>Sustainability</u> The BSC oversees the Group's sustainability governance, including setting long-term sustainability strategies, priorities, and targets. It ensures the effective identification, management, and reporting of material sustainability matters - covering economic, environmental, social, and governance aspects, including climate-related risks and opportunities - towards achieving the Group's sustainability goals.</p> <p>BSC reports the progress and achievements of sustainability initiatives to the Board on a half-yearly basis.</p> <p>h) <u>Board Evaluation</u> The NRC is responsible for assisting the Board in conducting a formal and objective annual evaluation of the effectiveness of the Board, Board Committees, Individual Directors, and Independent Directors. This ensures that the Board and Board Committees maintain an effective and balanced composition with a diverse mix of skills, knowledge, qualifications, experience, age, cultural backgrounds, gender, independence, and fit-and-proper elements to discharge their responsibilities effectively.</p> <p>The process and mechanism of the annual Board Effectiveness Evaluation ("BEE") for the financial year ended 31 December 2024 are detailed in the NRC Report on pages 85 to 86 of the Integrated Report 2024.</p> <p>i) <u>Effective Communications</u> The Board values continuous engagement with stakeholders and adheres to the MMLR of Bursa Securities to ensure timely and transparent corporate disclosures. Material information is communicated through announcements made via Bursa Link, updates on the corporate website, and investors' briefings, where necessary.</p> <p>Internally, the Human Resources Management Department utilises the Intranet as a centralised repository for company knowledge, news, documents, and updates, ensuring efficient internal communication among employees.</p>
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	<p>j) <u>Financial Reporting</u> The Group's financial statements for each financial year are prepared in accordance with the Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS"), and the Companies Act ("Act") to ensure a true and fair view of the Group's financial position.</p> <p>The Finance Department is responsible for maintaining accurate accounting and financial records to ensure compliance with MFRS, IFRS, and the Act.</p> <p>Quarterly financial results are prepared by the Finance Department to ensure accuracy, completeness, and compliance. These results are presented to the ARMC for deliberation and, if deemed appropriate, recommended to the Board for approval before dissemination via Bursa Link, and publication on the corporate website.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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>Dato' Azlam Shah bin Alias, an Independent Non-Executive Director ("INED"), serves as Chairman of the Board, playing a vital role in providing leadership, upholding good corporate governance, and ensuring the Board functions effectively with a cohesive working relationship among its members.</p> <p>The key responsibilities of the Chairman, as outlined in the Board Charter (accessible on the corporate website at www.mrdiy.com), include:</p> <ul style="list-style-type: none">i) Providing leadership to the Board and ensuring the effective discharge of its fiduciary duties;ii) Setting the agenda and ensuring the efficient and effective conduct of Board meetings;iii) Ensuring Board members receive complete and accurate information in a timely manner for informed decision-making;iv) Leading Board discussions, encouraging active participation, and allowing dissenting views to be freely expressed;v) Promoting constructive and respectful relationships among Board members, and facilitating communication between the Board and Management;vi) Ensuring effective communication with stakeholders and conveying their views to the Board;vii) Leading the Board in establishing and monitoring good corporate governance in the Company.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The roles of the Chairman and CEO are distinct and held by different individuals to ensure a balance of power and authority, preventing undue influence in Board discussions and decision-making.</p> <p>The Chairman provides leadership to the Board, ensuring its effectiveness and upholding the Group's good governance practices. He oversees the orderly conduct, functioning, and effectiveness of the Board.</p> <p>The CEO serves as a the link between the Board and Management, leading the execution of the Group's strategic plan and policies while managing the day-to-day management of the Group, within the authority delegated by the Board.</p> <p>The CEO's key responsibilities include:</p> <ul style="list-style-type: none">- Strategy Development & Implementation – Formulating, executing, and tracking the Group's strategic initiatives.- Business Development – Driving growth and expansion.- Regulatory Compliance – Ensuring adherence to laws and industry regulations.- Performance Management - Monitoring operational and financial performance.- Human Resources Management – Overseeing talent development and workforce planning.- Risk Management – Identifying and mitigating business risks.- Stakeholder Management – Engaging with key stakeholder, including investors, regulators, and business partners. <p>Ong Chu Jin Adrian ("Adrian Ong"), the Non-Independent Executive Director ("NIED") and CEO, is responsible for the Group's day-to-day operations, focusing on corporate management, business affairs, and financial oversight.</p>
Explanation for departure	:	

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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	:	<p>The Chairman of the Board, Dato' Azlam Shah bin Alias, is not a member of the ARMC or the NRC. He does not participate in these committees' meetings to avoid the risk of self-review, which could compromise the objectivity of both the Chairman and the Board when considering the observations and recommendations presented by the ARMC or NRC.</p> <p>This separation reinforces the system of checks and balances, ensuring that the Board conducts independent and objective reviews in its decision-making.</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 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by the Corporate Secretarial Department, led by the Company Secretary, Wong Mun Sin, a Chartered Secretary from The Institute of Chartered Secretaries and Administrators (ICSA), United Kingdom. She is an Associate Member of the Chartered Secretary and a Chartered Governance Professional of both the Chartered Governance Institute of London and the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"). She is also qualified to act as a Company Secretary under Section 241 of the Act.</p> <p>The Company Secretary plays an advisory role to the Board, providing guidance on corporate governance, board policies, and regulatory compliance while promoting corporate governance best practices..</p> <p>Key responsibilities of the Company Secretary include:</p> <ul style="list-style-type: none">- Governance & Compliance: Advising the Board on statutory and regulatory requirements and ensuring compliance with corporate governance best practices.- Board & Board Committee Meetings: Managing Board and Board Committee meeting processes, ensuring proper conduct and adherence to regulations, and accurately recording deliberations and decisions.- Communication & Record-Keeping: Maintaining statutory records and facilitating effective communication between the Board, Committees, and key management.- Director Training & Development: Organising orientation programmes for new Directors and coordinating continuous education on governance, regulatory changes, and industry best practices.- Professional Development: Staying updated on regulatory developments through seminars, workshops, and conferences by MAICSA, Bursa Securities, Securities Commission, and Companies Commission of Malaysia.
Explanation for departure	:	

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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><u>Scheduling & Agenda Planning</u></p> <p>Board and Board Committees' meetings are scheduled in advance, with agendas planned and set prior to the commencement of each financial year.</p> <p>The agenda is communicated to Management to facilitate the preparation of necessary board papers and meeting materials.</p> <p><u>Notices & Distribution of Meeting Materials</u></p> <ul style="list-style-type: none">- Notices and agendas are sent to the Directors at least ten (10) days in advance before the meeting via email or other electronic means in permanent written form.- Board papers and meeting materials are distributed to the Directors at least five (5) working days before the meetings.- Meeting materials are reviewed and approved by the CEO before circulation to ensure they provide comprehensive and accurate information for Directors to make informed decision-making in the best interests of the Company.- Directors can securely access and review meeting materials anytime, through a paperless boardroom solution. <p><u>Access to Information & Professional Advice</u></p> <p>Board members have direct and timely access to key management staff and unrestricted access to all relevant information pertaining to the Group, enabling them to effectively discharge their duties. The Board is also entitled to seek independent professional advice, at the Company's expense, to support them in fulfilling their responsibilities.</p> <p><u>Meeting Minutes & Follow-Ups</u></p> <ul style="list-style-type: none">- Draft minutes of meetings are produced and circulated in a timely manner to all Board members after each meeting. The minutes capture:<ul style="list-style-type: none">o Key discussions, inquiries and responses.o Significant concerns, suggestions, and decisions made.

	<ul style="list-style-type: none"> ○ Any abstentions by interested Directors from deliberating and voting on specific matters, along with the rationale for such actions. - The Company Secretary extracts and communicates key deliberations and decisions to the respective Management representatives for appropriate action. - Follow-ups on the action items are tracked and updated at subsequent Board/Board Committee meetings until resolved. - Final minutes are tabled for confirmation at the next Board or Board Committee meetings. The minutes of Board Committees' meetings are also tabled for the Board's notation and the Board receives updates on key deliberations and decisions from the Chair of Board Committees during quarterly Board meetings. <p><u>Directors' Written Resolutions</u></p> <p>For administrative matters, Board approval may be sought via Directors' Written Resolutions, where appropriate. These resolutions are subsequently tabled at quarterly Board meetings for notation.</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 has adopted a Board Charter that outlines the purpose, processes, authority, roles, responsibilities, and composition of the Board and Board Committees. It serves to enhance corporate governance practices, ensuring accountability, transparency, sustainability, and business integrity.</p> <p>The Board Charter outlines the roles and responsibilities of the Chairman, EDs, Independent Non-Executive Directors, and the Senior Independent Director.</p> <p>The Board Charter was established in accordance with the Companies Act 2016 ("Act"), the Company's Constitution, MMLR of Bursa Securities, MCCG, and other applicable laws or regulatory requirements.</p> <p>The Terms of Reference of the Board Committees are embedded within the Board Charter, clearly setting out the fundamental responsibilities and delegation of authority by the Board to the Board Committees.</p> <p>The matters reserved for the Board's collective decision-making are explicitly defined in the Board Charter and may be varied from time to time as determined by the Board.</p> <p>The Board periodically reviews the Board Charter to ensure its continued relevance and alignment with the Board's objectives, evolving business environment, and regulatory requirements.</p> <p>The Board Charter was last reviewed and updated on 9 August 2023.</p>

	The Board Charter is accessible on the corporate website at www.mrdiy.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 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has adopted the following policies to promote good business conduct and uphold a healthy corporate culture of integrity, transparency and fairness among the Board, Management, employees, and other stakeholders:</p> <p>i) <u>Whistleblowing Policy ("WB Policy")</u> The WB Policy provides a structured mechanism for employees, third parties and the public to disclose misconduct, unethical behaviour, or malpractice through a proper reporting channel.</p> <p>ii) <u>Anti-Bribery and Corruption Policy ("ABC Policy")</u> The Group is committed to conducting business with the highest ethical standards, ensuring all operations are free from bribery and corruption.</p> <p>The ABC Policy was established following the enforcement of Section 17A of the Malaysian Anti-Corruption Commission Act 2009 and outlines the Group's stance on bribery, improper solicitation, and corruption. It also provides guidance for employees, business associates, and third parties on addressing ethical concerns and compliance issues that may arise in the course of business.</p> <p>iii) <u>Conflict of Interest Policy ("COI")</u> The COI Policy safeguards employees, shareholders, and stakeholders by ensuring transparency in situations that may lead to a conflict of interest. It establishes clear procedures for declaring and managing actual, potential, and perceived conflicts of interest.</p>

	<p>iv) <u>Gifts and Entertainment Policy</u> The Group upholds a “No Gift Policy”, with only limited exceptions. Employees are strictly prohibited from offering, providing, or receiving gifts and entertainment that may unduly influence business decisions or create a perception of favouritism or impropriety.</p> <p>v) <u>Code of Business Ethics (“COBE”)</u> The COBE sets out the Group’s standards and expectations for maintaining the highest ethical and legal standards in business operations. It serves as a guideline for appropriate professional conduct that all employees must adhere to.</p> <p>vi) <u>Vendor Code of Conduct (“VCC”)</u> The VCC outlines the ethical and professional standards expected of vendors and business partners engaging with the Group. It establishes obligations related to business integrity, compliance and responsible business practices</p> <p>vii) <u>Social Media House Rules (“SMHR”)</u> The SMHR sets forth the principles for managing social media content and ensuring responsible engagement across the Group’s social media platforms. Key principles include responsibility, relevance, respect, data privacy, transparency and monitoring.</p> <p>The above policies are accessible on the corporate website at www.mrdiy.com.</p> <p>The Legal Department conducts annual awareness sessions on these policies for all the employees. Additionally, new hires receive policy briefings as part of their orientation programme.</p> <p>The Legal Department is also responsible for updating the Board on the following matters:</p> <p>(i) Half-yearly progress reports on the implementation of ABC action plans. (ii) Annual risk assessments on ABC, complemented by an external review every three (3) years. (iii) Annual training participation of staff related to the ABC policy. (iv) Yearly reports on whistleblowing cases.</p>
<p>Explanation for departure</p>	<p>:</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 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 adopted a WB Policy as part of its commitment to the highest standards of integrity, transparency, and accountability in conducting business.</p> <p>The Board aims to foster a culture of openness and responsibility, providing a secure and confidential channel for employees, third parties, and the public ("Whistleblowers") to report real or suspected incidents of corruption or misconduct without fear of reprisal.</p> <p>The WB Policy facilitates and supports Whistleblowers in reporting misconduct, including but not limited to:</p> <ul style="list-style-type: none">a) Fraud (e.g. embezzlement, forgery, theft, misappropriation)b) Bribery and corruptionc) Money launderingd) Criminal breach of trust, abuse of power or positione) Improperities and irregularities in accounting and financial reportingf) Unauthorised disclosure or misuse of confidential informationg) Sexual harassmenth) Conflicts of interesti) Other unethical conduct (e.g. miscarriage of justice, deliberate concealment of malpractice)j) Non-compliance with laws, regulations, or statutory requirementsk) Violations with the Group's internal policies, procedures, or internal controls <p>Whistleblowers may submit complaints or allegations regarding bribery, corruption, or other misconduct by emailing the Whistleblowing Form to my.whistleblower@mrdiy.com.</p> <p>Upon receipt of the complaint:</p> <ol style="list-style-type: none">1. The Whistleblowing Unit will review the nature of the complaint and establish an investigation team for further action.

	<p>2. Investigations will be conducted with the highest standards of integrity, accuracy, and fairness to determine the validity of the report.</p> <p>3. If any Whistleblowing Unit member is implicated in the complaint, they will be automatically disqualified from handling the case.</p> <p>If the complaint involves a Director, the Whistleblowing Unit will escalate the report to the Chairman of the Board, who will refer it to the Board for an independent investigation. A designated Director will oversee the investigation and make recommendations to the Board, which will make the final decision.</p> <p>If the complaint involves the Chairman of the Board, the Whistleblowing Unit will escalate it to the Chairman of the ARMC, who will refer it to the Board. A Director will be assigned to conduct an investigation and provide recommendations, with the Board making the final decision.</p> <p>The Whistleblowing Unit consists of:</p> <ul style="list-style-type: none"> a) Independent Director b) Vice President, Human Resources Management Department c) Head, Internal Audit Department d) Head/Senior Manager, Legal Department <p>The WB Policy is available on the corporate website at www.mrdiy.com.</p>	
Explanation for departure		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure		
Timeframe		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board holds ultimate responsibility for embedding sustainability considerations into the Group's decision-making and strategic planning processes. As outlined in the Board Charter, the Board's key sustainability-related responsibilities include:</p> <ul style="list-style-type: none">- Reviewing and overseeing the implementation of the Group's strategic business plan to ensure it supports long-term value creation and promotes sustainability.- Ensuring a robust risk management framework is in place, aligned with the current business environment. <p>Supporting the Board and its Committees, the Management Team, ("MT"), led by the CEO, is responsible for:</p> <ul style="list-style-type: none">- Implementing strategy effectively.- Monitoring company performance against key goals, including sustainability targets. <p>At the operational level, the Sustainability Committee ("SC") was established to develop, implement, and oversee the Group's sustainability initiatives while maintaining accurate records of the operations and outcomes.</p> <p>The Sustainability Committee structure:</p> <ul style="list-style-type: none">- Chaired by: Chief Operating Officer (COO)- Reports to: Executive Vice Chairman & CEO- Comprises members from: Various departments and functions- Meets: Quarterly <p>The SC ensures sustainability is fully integrated into the Group's operations and reports on progress to senior leadership.</p>

	<p>The Group has implemented a Sustainability structured around four (4) strategic themes:</p> <ol style="list-style-type: none"> 1. The Business and Sustainability of Profits 2. The Environment 3. Our People 4. The Communities Around Us. <p>Specific targets have been established for each theme to foster accountability and enable the monitoring of sustainability progress. These targets are integrated into a performance scorecard, allowing for performance assessment and to drive continuous improvement.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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, through disclosures and data in the Sustainability Report, ensures that internal and external stakeholders are regularly informed about the Group's sustainability strategies, targets, commitments, and progress.</p> <p>Additionally, the Group has outlined long-term sustainability targets, including initiatives on:</p> <ul style="list-style-type: none"> - Energy management - Renewable energy adoption - Waste reduction. <p>These targets are set after considering past performance levels and action plans to drive continuous improvement.</p> <p>Details of stakeholder groups, engagement efforts, and targets, along with the Company's performance against these targets, are available in the Sustainability Report issued alongside the Integrated Annual Report 2024. Both reports can be accessed on our corporate website at www.mrdiy.com.</p>	
Explanation for departure	:		
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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>To achieve its sustainability objectives, the Board remains informed of the latest tools, insights, and developments, particularly regarding climate-related risks and opportunities, to effectively fulfil its duties.</p> <p>Throughout the year, the Board and Management Team actively participated in various sustainability-related conferences and training sessions, including those focused on climate risks. A comprehensive listing of the training and development programmes attended by our Directors can be found in the Corporate Governance Overview Statement of the Integrated Report 2024, detailed on pages 60 to 61.</p> <p>The Fit and Proper Policy serves as a guide for the NRC and the Board in evaluating Board candidates and Directors seeking re-election. The assessment process includes considerations such as the candidates' understanding of corporate governance and sustainability issues, ensuring that Directors can effectively discharge their responsibilities.</p> <p>Additionally, the Company conducts an annual Board Effectiveness Evaluation to assess the Board, its Committees, and individual Directors. In 2023, Directors participated in both self-assessments and peer assessments, evaluating criteria such as their skills, competencies, and contributions towards achieving the Group's sustainability goals.</p> <p>To maintain transparency and ensure the Board remains well-informed, the Sustainability Committee provides bi-annual updates on the Group's sustainability progress. These updates cover:</p> <ul style="list-style-type: none">- Key sustainability initiatives- Emerging industry trends- Regulatory developments

	Moving forward, the Board remains committed to staying abreast of sustainability issues and evolving regulatory requirements, ensuring the Group continues to integrate sustainable practices into its long-term strategy.	
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group actively engages with stakeholders to gain deeper insights into their concerns and expectations. These engagements are followed by a materiality assessment to identify the key sustainability issues that are most significant to the Group and its business.</p> <p>The materiality assessments guide the Group's sustainability strategy, ensuring that long-term sustainability goals are aligned with clear strategies, specific targets, and decisive actions. The Board plays a crucial role in overseeing the organisation's progress towards these sustainability targets.</p> <p>To enhance the effectiveness of the Sustainability Framework, the Group has set specific targets under each of its Strategic Themes. These targets are integrated into a performance scorecard, which is linked to the remuneration structure of the CEO and Executive Vice Chairman. Further details on the progress of our sustainability targets are available on page 16 of the Sustainability Report 2023.</p> <p>Additionally, the NRC has established a clear sustainability performance and reward framework for EDs. This framework aligns with the Group's long-term sustainability objectives, ensuring that performance assessments and incentives are structured to motivate and drive sustainable business practices.</p> <p>The Annual Performance Evaluation of the Executive Vice Chairman and CEO is designed to assess leadership effectiveness, corporate governance, and accountability while promoting continuous improvement. This evaluation includes:</p> <ul style="list-style-type: none">- Review of performance metrics- Collecting feedback from Board members and relevant stakeholders- Assessment of compliance with governance best practices- Self-assessment to identify areas for growth and development

	<p>The evaluation outcomes are used to refine strategies and address any identified gaps, ensuring alignment with international best practices and demonstrating the Group's commitment to strong corporate governance and sustainability.</p> <p>The annual Board Effectiveness Evaluation includes a review of the Board's commitment to sustainability when developing and implementing the Group's strategies, business plans, major initiatives, and risk management efforts. This ensures that sustainability considerations remain central to the Group's long term success.</p> <p>The relevant sustainability performance measures are reviewed annually to evaluate the effectiveness of the performance and reward framework for both the Board and Senior Management.</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.

<i>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.</i>	
Application	: Adopted
Explanation on adoption of the practice	<p>The Sustainability Committee ("SC") is responsible for overseeing of the development and implementation of the Group's sustainability strategies and initiatives. It is also tasked with maintaining accurate records of operational outcomes and progress to ensure transparency and accountability.</p> <p>Chaired by the Chief Operating Officer, the SC representatives from key departments including:</p> <ul style="list-style-type: none">- Finance- Human Resource Management- Procurement- Retail Operations- Warehouse & Distribution- Marketing- Investor Relations- Legal- And other relevant functions. <p>This cross-functional representation ensures that sustainability considerations are integrated into all aspects of the Group's operations and business strategies.</p> <p>To maintain effective governance, the Chairman or an appointed nominee of the Sustainability Committee provides an update to the Board Sustainability Committee and the Board every six (6) months, detailing;</p> <ul style="list-style-type: none">- Progress on sustainability initiatives- Key achievements- Insights into global and local sustainability trends and developments.

	By keeping the Board well-informed, the SC ensures sustainability remains a core focus in the Group's strategic direction and decision-making.
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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 conducts periodic reviews of the Board and Board Committees' composition through the annual Board Effectiveness Evaluation ("BEE"). This ensures that the Board maintains a diverse mix of skills, knowledge, qualifications, experience, age, cultural backgrounds, tenure, and genders, enabling it to discharge its responsibilities effectively.</p> <p>The tenure of office for each Director on the Board and Board Committees is also assessed to identify any gaps in composition. This assessment supports the NRC in:</p> <ul style="list-style-type: none">- Identifying and selecting new Board members- Ensuring a well-balanced composition- Enhancing the effectiveness of the Board and its Committees <p>Based on the BEE carried out in respect of the financial year ended 31 December 2024, the NRC and the Board concluded that the Board, Board Committees and individual Directors had performed satisfactorily and effectively. Notably:</p> <ul style="list-style-type: none">- Directors successfully completed the Fit & Proper assessment, as per the Fit & Proper Policy, through self-declaration and peer assessment.- Independent Directors demonstrated their ability to exercise unbiased and objective judgement in Board deliberations, ensuring decisions were made in the best interests of the Company. <p>The NRC and Board also reviewed the ARMC in accordance with Paragraph 15.20 of the MMLR of Bursa Securities and concluded that the ARMC and its members had discharged their duties effectively, in line with their Terms of Reference.</p> <p>For Directors retiring and seeking re-election at the AGM, the BEE results were taken into consideration by the NRC before making recommendations to the Board and shareholders. Their performance, character, experience, integrity, competence, and</p>

	time commitment were assessed to ensure their continued ability to effectively discharge their duties.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>As at 31 December 2024, the Board comprised six (6) Directors, of whom four (4) (67%) are Independent Non-Executive Directors ("INEDs").</p> <p>Upon their appointment, all INEDs provided Bursa Securities with a letter affirming their independence as defined under Paragraph 1.01 of the MMLR of Bursa Securities.</p> <p>An annual assessment to evaluate the independence of INEDs in respect of FY2024 was conducted based on the independence test prescribed under Paragraph 1.01 of the MMLR. This assessment ensured that each INED could exercise unbiased and objective judgement in Board deliberations.</p> <p>All four (4) INEDs - Dato' Azlam Shah bin Alias, Ms. Ng Ing Peng, Ms. Leng Choo Yin, and Dato' Hamidah binti Naziadin had successfully met the independence criteria. They also:</p> <ul style="list-style-type: none"> - Confirmed their independence from management; - Affirmed they have no business or relationship that could compromise their independent judgement; - Declared their commitment and ability to act in the best interests of the Company.
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	:	In August 2021, the Board adopted Practice 5.3 in its Board Charter, reinforcing its commitment to good governance and board independence.										
		As per the MMLR, should the Board wish to retain an Independent Director beyond nine (9) years, shareholders’ approval must be obtained through a two-tier voting process. However, the tenure shall not exceed twelve (12) years in accordance with the MMLR.										
		For the financial year under review (FY2024), none of the four (4) INEDs exceeded the nine (9) year term limit.										
		The length of service of the INEDs as at 31 December 2024 is summarised below:										
		<table><tr><th>Name of INED</th><th>Length of Service</th></tr><tr><td>Dato’ Azlam Shah bin Alias</td><td>6 years</td></tr><tr><td>Ng Ing Peng</td><td>6 years</td></tr><tr><td>Leng Choo Yin</td><td>6 years</td></tr><tr><td>Dato’ Hamidah binti Naziadin</td><td>3 years</td></tr></table>	Name of INED	Length of Service	Dato’ Azlam Shah bin Alias	6 years	Ng Ing Peng	6 years	Leng Choo Yin	6 years	Dato’ Hamidah binti Naziadin	3 years
Name of INED	Length of Service											
Dato’ Azlam Shah bin Alias	6 years											
Ng Ing Peng	6 years											
Leng Choo Yin	6 years											
Dato’ Hamidah binti Naziadin	3 years											
Explanation for departure	:											
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>												
Measure	:											
Timeframe	:											

Intended Outcome

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	:	Adopted
Explanation on adoption of the practice	:	<p>Although Practice 5.3 has been adopted in the Board Charter, the Board intends to limit the tenure of Independent Directors to nine (9) years, with no further extensions.</p> <p>Upon completing the nine-year term, an Independent Director may continue to serve on the Board, provided they are re-designated as a Non-Independent Director.</p>

Intended Outcome

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

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	: Applied
Explanation on application of the practice	<p><u>Appointment of Board</u></p> <p>The NRC follows a structured process for the selection, nomination, and appointment of Directors, as adopted by the Board. This process includes sourcing candidates from various channels, conducting a gap analysis of the Board and Board Committees' composition, and assessing candidates against the Group's business needs. The analysis maps the required skill set with the qualifications and capabilities of potential candidates while identifying areas for strengthening within the Board. A comprehensive checklist is applied, covering independence, suitability, and alignment with the Company's strategic objectives.</p> <p>New appointments also take into consideration the relevant requirements and best practices for appointment of Directors pursuant to the Act, MMLR of Bursa Securities and the MCGG.</p> <p>In sourcing suitable candidates for appointment of new Directors, the NRC considers recommendations from:</p> <ul style="list-style-type: none"> - Existing Board members - Management - Major shareholders - Business associates - Independent sources, such as professional corporate director recruitment agencies. <p>When assessing and recommending candidates, the NRC evaluates objective criteria, including:</p> <ul style="list-style-type: none"> - Skills, knowledge, and expertise - Professionalism and integrity - Experience and other relevant qualities - Character, competence and commitment - Time availability and number of existing directorships

For Independent Director appointments, additional consideration is given to the candidate's ability to bring objectivity and independent judgment, in line with Paragraph 1.01 and Practice Note 13 of the MMLR of Bursa Securities.

As part of the assessment process, background/reference checks are conducted through the Credit Reporting Agency and/or Central Credit Reference Information System before shortlisting candidates for appointment.

The Board, through the NRC, continuously evaluates the need for diversity in its composition. It aims to maintain a balanced and diverse board, improving key aspects of diversity as required.

Currently, the Board comprises six (6) Directors, of whom three (3) are women, representing 50% of the Board. This composition, ensures a diverse mix of skill sets, knowledge, and expertise.

Diversity in the current Board composition is as follows:

a) Skill sets

Category	Percentage (%)
Strategy and Entrepreneurship	81
Legal and Regulatory Requirements	78
CG, Risk Management and Internal Controls, Sustainability	87
Audit, Accounting, Financial Reporting and Taxation	76
Human Capital	89
Sales and Marketing	81
Information Technology and Cyber Security	75
Production and Quality Assurance	89
General Business and Economics	83

b) Board balance and composition

Category	No. of Director	Percentage (%)
INEDs	4	67
EDs	2	33

c) Gender

Category	No. of Director	Percentage (%)
Men	3	50
Women	3	50

d) Age

Category	No. of Director	Percentage (%)
51 - 55	3	50
56 - 60	0	0
61 - 65	2	33.3
66 - 70	1	16.7

e) Ethnicity

Category	No. of Director	Percentage (%)
Malay	2	33
Chinese	4	67

f) Tenure of Office

Category	No. of Director	Percentage (%)
1-5 years	1	17
6-10 years	5	83

Appointment of Senior Management ("SM")

1. The EDs and CEO are entrusted by the Board to ensure that the SM team is adequately staffed to support the Company's strategies, growth, and sustainability. The composition and size of the SM team are assessed to be sufficient for the effective discharge of their responsibilities. Appointments are made objectively in the best interests of the Company, incorporating diverse perspectives and insights.
2. The Company's policy emphasises a diverse and structured selection process to ensure that all key and critical positions are filled with the right talent. This approach provides the Group with the strong leadership necessary to achieve its corporate goals and objectives. The policy promotes fair and equitable compensation practices, fosters professional promotes development, and supports career progression based on performance and achievement.

The Company adheres to an equal opportunity policy, ensuring recruitment and advancement are free from discrimination based on orientation, ethnicity, gender, age, religion, disability and geographical background.

	<div>3. The Board, through the recommendations of the EDs, ensures that SM appointments consider:<ul style="list-style-type: none">- Diversity in skills, qualifications, expertise, and experience- Age, gender, and ethnicity- Industry knowledge and integrity- Competencies necessary to drive strategic initiatives.</div> <div>This ensures that SM members can effectively discharge their duties and drive initiatives that align with the Company’s goals and objectives.</div> <div>4. The diversity composition of SM’s are as follows:<div>i) Gender<table><tr><th>Category</th><th>No. of SM</th><th>Percentage (%)</th></tr><tr><td>Men</td><td>8</td><td>80</td></tr><tr><td>Women</td><td>2</td><td>20</td></tr></table></div><div>ii) Age<table><tr><th>Category</th><th>No. of SM</th><th>Percentage (%)</th></tr><tr><td>31-40</td><td>2</td><td>20</td></tr><tr><td>41-50</td><td>4</td><td>40</td></tr><tr><td>51-60</td><td>4</td><td>40</td></tr></table></div><div>iii) Ethnicity<table><tr><th>Category</th><th>No. of SM</th><th>Percentage (%)</th></tr><tr><td>Malay</td><td>0</td><td>0</td></tr><tr><td>Chinese</td><td>10</td><td>100</td></tr><tr><td>Indian</td><td>0</td><td>0</td></tr></table></div></div>	Category	No. of SM	Percentage (%)	Men	8	80	Women	2	20	Category	No. of SM	Percentage (%)	31-40	2	20	41-50	4	40	51-60	4	40	Category	No. of SM	Percentage (%)	Malay	0	0	Chinese	10	100	Indian	0	0
Category	No. of SM	Percentage (%)																																
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<div>Measure :</div>																																		
<div>Timeframe :</div>																																		

Intended Outcome

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

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has adopted a formal and transparent process for the selection, nomination, and appointment of Directors, ensuring that candidates meet the necessary skills, experience, personal attributes, and diversity - both individually and collectively.</p> <p>To identify suitable candidates, the NRC considers recommendations from:</p> <ul style="list-style-type: none">- Existing Board members- Management- Major shareholders- Business associates- Independent sources, such as professional corporate director recruitment agencies <p>The selection process is also aligned with the current Board composition, gap analysis, and specific appointment criteria to ensure the Board maintains a well-balanced mix of expertise and perspectives.</p> <p>As part of the assessment process, background and reference checks on proposed candidates are conducted by the Credit Reporting Agency and/or Central Credit Reference Information System before shortlisting and recommending a candidate for appointment.</p> <p>The final decision on the appointment of Directors rests with the full Board, following recommendations from the NRC.</p> <p>The detailed process for the selection, nomination, and appointment of Directors is outlined in the NRC Report on pages 83 to 85 of the Integrated 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

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>Tan Yu Yeh and Leng Choo Yin retired by rotation at the 13th AGM of the Company held on 5 June 2024. Being eligible, both sought re-election pursuant to Clause 130 of the Company's Constitution, which stipulates that one-third of the Directors must retire by rotation at every AGM, ensuring that each Director retires from office at least once every three (3) years and is eligible for re-election.</p> <p>In evaluating their re-election, the Board, through the NRC, conducted an assessment of their performance and suitability via the annual Board Effectiveness Evaluation for FY2023, carried out in March 2024.</p> <p>Based on the evaluation results, the NRC and Board agreed that Tan Yu Yeh and Leng Choo Yin met the necessary criteria of character, experience, integrity, competence, and time commitment, as prescribed under Paragraph 2.20A of the MMLR of Bursa Securities.</p> <p>Additionally, Leng Choo Yin, an Independent Non-Executive Director, fulfilled the independence criteria as set out in the MMLR and remained independent in her judgment and in the discharge of her duties.</p> <p>Tan Yu Yeh, Executive Vice Chairman of the Group, is the founder of the business and has been instrumental in its growth since 2005. He has led the Group's Management since 2014, overseeing operations and setting strategic direction.</p> <p>Leng Choo Yin, Independent Non-Executive Director, holds a Bachelor of Arts (Hons) and possesses chartered financial planning, trust and estate planning, and investment-link life insurance qualifications. She has over 25 years of experience in</p>

	<p>financial management and private banking, and brings strong financial investment discipline, a rich corporate network, and a wealth of management expertise to the Board.</p> <p>Both Tan Yu Yeh and Leng Choo Yin undertook a fit and proper assessment pursuant to the Company's Fit & Proper Policy, which includes peer assessment and self-declaration. Based on the assessment results, the NRC and Board confirmed that both Directors satisfied the fit and proper criteria, covering:</p> <ul style="list-style-type: none"> - Character and integrity - Experience and competence - Time commitment <p>The profile of both Directors seeking re-election were disclosed in the Annual Report 2023.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied
Explanation on application of the practice	:	<p>As at 31 December 2024, the NRC comprised of three (3) members, all of whom are Independent Non-Executive Directors. Dato' Hamidah binti Naziadin was redesignated as Chairperson of the NRC on 13 August 2024.</p> <p>The NRC is entrusted by the Board to assist in discharging its oversight responsibilities on:</p> <ul style="list-style-type: none"> - Board Composition & Appointment – Identifying and nominating suitable candidates for Board appointments - Performance Assessment – Evaluating the effectiveness of the Board, Board Committees, and individual Directors, including independence of Independent Directors - Executive Directors' Performance - Setting Key Performance Indicators ("KPIs") and assessing ED's performance against these KPIs - Remuneration Review – Reviewing the remuneration policy and framework for the Board and EDs - Succession Planning – Overseeing succession planning for the Board, EDs and critical positions, - Employee Share Option Scheme ("ESOS") – Ensuring that the ESOS is fairly and properly administered and implemented in accordance with the ESOS By-Laws. <p>A summary of the NRC's activities for FY2024 is disclosed in the NRC Report on pages 82 to 83 of the Integrated 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

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to upholding the best practices outlined in the MCCG, particularly the recommendation of having at least 30% women representation on the Board.</p> <p>As at 31 December 2024, the Board comprised six (6) Directors, with three (3) women Directors, representing 50% of the Board composition. This gender diversity enhances Board's collective skill set, knowledge, and expertise.</p> <p>The profiles of the women Directors are disclosed on pages 46 to 47 of the Integrated Report 2024.</p> <p>In identifying suitable candidates for Board appointments, the NRC prioritises qualifications, experience, and competencies aligned with the Group's business needs. While gender diversity remains a key consideration, appointments are based on merit, with a commitment to identifying and appointing suitable women candidates whenever available.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.10

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

Application	:	Applied									
Explanation on application of the practice	:	<p>The Board Diversity Policy, adopted by the Board, aligns with the MCCG recommendation of having at least 30% women representation on the Board.</p> <p>In identifying suitable candidates for Board appointments, the NRC prioritises qualifications, experience, and competencies based on the Group's business needs, while also considering the availability of suitable woman candidates.</p> <p>As at 31 December 2024, the Board comprised six (6) Directors, three (3) of whom were INEDS - Ms. Ng Ing Peng, Ms. Leng Choo Yin, and Dato' Hamidah binti Naziadin – representing 50% of the Board composition. Their profiles are disclosed on pages 46 to 47 of the Integrated Report 2024.</p> <p>During the period under review, women made up 20% of the Senior Management (SM) team.</p> <p>The gender composition of the SM are as follows:</p> <table border="1"> <thead> <tr> <th>Category</th><th>No. of SM</th><th>Percentage (%)</th></tr> </thead> <tbody> <tr> <td>Men</td><td>8</td><td>80</td></tr> <tr> <td>Women</td><td>2</td><td>20</td></tr> </tbody> </table>	Category	No. of SM	Percentage (%)	Men	8	80	Women	2	20
Category	No. of SM	Percentage (%)									
Men	8	80									
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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 is entrusted by the Board to:</p> <ul style="list-style-type: none">- Review the performance and effectiveness of the Board, Board Committees, and individual Directors annually;- Conduct an annual fit and proper assessment of Directors;- Evaluate the independence of the INEDs, annually. <p>The assessment results, along with a Board composition report covering the required mix of skills, qualifications, experience, and other qualities, are tabled to the Board for discussion.</p> <p>The Board Effectiveness Evaluation (“BEE”) results serve as the basis for:</p> <ul style="list-style-type: none">- The NRC’s recommendations to the Board regarding the re-election of Directors and Board Committee members;- Facilitating the ongoing development of the Board, Board Committees, and individual Directors. <p>For the financial year under review, an online annual assessment of the Board, Board Committees, individual Directors, and the independence of the INEDs was conducted through self-assessment and peer assessment, facilitated internally by the Company Secretary. The assessment results and responses were tabled to the NRC and Board for review and deliberation.</p> <p>The types of assessment, areas covered, and results for FY2024 are detailed below:</p>

No.	Types of Evaluation	Areas of Assessment	Results
1.	Board (Self-assessment)	<ul style="list-style-type: none"> - Roles and responsibilities - Board mix and composition - Information provided to the Board - Conduct of Board meetings - Performance evaluation - Board's relationship with the Management - Sustainability. 	Satisfactory
2.	Board Committees (Self-assessment) <ul style="list-style-type: none"> ➤ ARMC ➤ BSC 	<ul style="list-style-type: none"> - Composition - Meetings - Information flow - Skills and competencies - Board communication - Committee outcomes - Sustainability. 	<ul style="list-style-type: none"> ➤ Satisfactory ➤ Above Satisfactory
3.	Board Committees (Self-assessment) <ul style="list-style-type: none"> ➤ NRC 	<ul style="list-style-type: none"> - Composition - Meetings - Information flow - Skills and competencies - Board communication - Committees outcomes 	Satisfactory
4.	Individual Directors (Peer assessment) <ul style="list-style-type: none"> ➤ DAS ➤ TYY ➤ AO ➤ NIP ➤ LCY ➤ DHN 	<ul style="list-style-type: none"> - Fit and proper - Contribution and performance - Calibre and personality 	<div> <div></div> Satisfactory </div>
5.	ARMC (Peer assessment) <ul style="list-style-type: none"> ➤ NIP ➤ LCY ➤ DHN 	<ul style="list-style-type: none"> - Fit and proper - Contribution and performance - Calibre and personality 	<ul style="list-style-type: none"> ➤ Satisfactory ➤ Above average ➤ Satisfactory
6.	Individual Directors' skills set matrix	<ul style="list-style-type: none"> ➤ Strategy and Entrepreneurship ➤ Legal and Regulatory Requirements 	81% 78%

	<p>independence of the INEDs, based on the annual assessment conducted. Accordingly, the NRC recommended the same to the Board for consideration. After due deliberation, the Board affirmed that the Board, Board Committees, and individual Directors, including the INEDs, had responsibly discharged their duties and responsibilities.</p> <p>To further enhance its effectiveness, the Board identified the following areas for improvement:</p> <ul style="list-style-type: none"> • Strengthening sustainability governance - Maintaining a strong, evidence-based, and performance-driven sustainability framework, demonstrating the Group's commitment to achieving sustainability targets while fostering a strong sustainability culture across the organisation. • Leveraging Artificial Intelligence (AI) and automation – Enhancing operational efficiency and value creation through AI and automation in business operations. • Bolstering cybersecurity measures - Strengthening the organisation's cybersecurity framework to safeguard against emerging risks and threats. <p>The Board remains committed to conducting periodic board evaluations facilitated by a professional, independent, and experienced external party at least once every three (3) years. This ensures an objective assessment by providing an unbiased perspective on Directors' performance and their ability to contribute effectively. The most recent external evaluation, conducted by the Institute of Corporate Directors Malaysia ("ICDM"), was for FY2022, with the next assessment scheduled for FY2025.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application :	Applied
Explanation on application of the practice :	<p>The Board has established a formal and transparent remuneration policy and review process for determining the remuneration of Non-Executive Directors ("NEDs"), EDs and Key Senior Management ("KSM"). This policy aims to attract and retain high-calibre talent with the necessary skills, experience, and expertise to drive the Group's long-term growth and sustainability objectives, while creating value for shareholders.</p> <p>The NRC is responsible for reviewing and recommending the remuneration policy to the Board for approval.</p> <p><u>Remuneration of NEDs</u></p> <p>The Board, guided by recommendations from the NRC, determines the remuneration of NEDs. In line with best governance practices, NEDs do not participate in any discussions or decisions relating to their own remuneration. Additionally, NEDs who are also shareholders abstain from deliberation and voting on resolutions pertaining to their remuneration in Board meeting and/or general meeting.</p> <p>In accordance with Section 230 of the Companies Act 2016, fees and benefits payable to NEDs are subject to shareholders' approval at the Annual General Meeting.</p> <p>In reviewing the remuneration of NEDs, the NRC considers factors such as fiduciary duties, responsibilities, expected time commitment, and the Company's overall performance. The remuneration is benchmarked against comparable public-listed companies in the</p>

retail sector and the top 40 largest companies by market capitalisation on Bursa Malaysia, ensuring competitiveness and alignment with market rates.

At the 13th AGM of the Company held on 5 June 2024, shareholders approved a remuneration package for NEDs of up to RM700,000 for the period from 1 July 2024 to the next AGM in June 2025, based on the following framework:

Type of Fees/Benefits	Amount (RM)
Board Chairman's Fee	159,000 per annum
Non-Executive Director Fee	115,800 per annum
Meeting Allowance	1,000 per meeting
Chairman's Allowance	60,000 per annum

The Chairman's allowance is provided to the Board Chairman in recognition of his time commitment and involvement in corporate responsibilities and activities undertaken by the Group.

The remuneration for NEDs is paid on a monthly basis in arrears and/or as incurred, based on services rendered as members of the Board and Board Committees.

Remuneration of EDs and KSM

A structured and effective remuneration framework is essential for attracting, motivating, and retaining Executive Directors (EDs) and Key Senior Management (KSM) with the necessary experience and expertise to drive the Company's long-term success. The remuneration structure remains competitive within the industry while aligning with the Company's strategic objectives and performance expectations.

The framework considers the scope of responsibilities, individual contributions, and market benchmarks. It includes:

- Base compensation
- Allowances
- Variable bonuses
- Long-term equity ownership and option plans
- Other benefits.

The base compensation is determined based on:

- The scope and complexity of duties and responsibilities

	<ul style="list-style-type: none"> • Performance against annual Key Performance Indicators (KPIs) aligned with the Company's strategic objectives; and • Market competitiveness within the industry and comparable companies or sectors. <p>For KSM, remuneration packages are benchmarked against managerial talent in comparable industries, ensuring alignment with market standards. Sustainability-related KPIs are also incorporated into the remuneration structure, reinforcing the Company's commitment to responsible business practices.</p> <p>The performance of the respective divisions of the KSM and their individual performance is linked to the Company's overall performance and assessed through KPIs aligned with corporate objectives. The evaluation of KPI achievements against target performance standards for KSM and Senior Management is reviewed and approved by the EDs.</p> <p><u>Sustainability-Linked Remuneration</u></p> <p>Sustainability objectives are integrated into the performance evaluation framework for EDs, assessed based on FTSE4Good criteria. The sustainability performance weightage is structured as follows:</p> <ul style="list-style-type: none"> • Executive Vice Chairman (EVC) – 5% • Chief Executive Officer (CEO) – 10% <p>The FTSE4Good assessment is based on three key pillars:</p> <ol style="list-style-type: none"> 1. Environmental (E) 2. Social (S) 3. Governance (G) <p>A total of 241 criteria are evaluated under these pillars, ensuring a comprehensive assessment of the Company's sustainability efforts.</p> <p>The performance of KSM divisions and individual contributions are directly linked to the Company's overall performance. KPIs are reviewed and approved by EDs to ensure alignment with corporate objectives.</p> <p><u>Remuneration Review and Governance</u></p> <p>The remuneration framework for EDs is reviewed annually by the NRC before being recommended to the Board for approval. The NRC also periodically assesses the effectiveness of the remuneration</p>
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	policy and procedures for both EDs and KSM, recommending any necessary amendments or revisions to the Board.	
	The Company's remuneration policy is publicly accessible on its corporate website at www.mrdiy.com .	
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 7.2

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 NRC is entrusted by the Board to carry out the following functions relating to the remuneration of the Board, EDs and KSM:-</p> <ul style="list-style-type: none">a) Review and recommend to the Board for approval the remuneration policies and procedures of the Board, Board Committees, the EDs and KSM. Independent professional advice may be obtained in determining the remuneration framework;b) Recommend to the Board the proposal for EDs' remuneration and benefits, including share options and compensation payments in the event of termination of the employment/service contracts (if any) by the Company and/or the Group. The recommendation is made based on their performance relative to the KPIs set; andc) Review and recommend to the Board, the Directors' Fees and benefits payable to the NEDs for recommendation to the shareholders of the Company for approval. <p>The Terms of Reference of the NRC, which prescribes its roles and responsibilities in relation to remuneration matters, is embedded in the Board Charter and accessible on the corporate website at www.mrdiy.com.</p> <p>The Remuneration Policy for EDs and KSM adopted by the Board is designed to align rewards with their scope of duties, responsibilities, skills, experience, and performance. It takes into account both corporate and individual achievements, including the attainment of annual key performance indicators. The</p>

	<p>remuneration package is benchmarked against similar roles within the industry to ensure competitiveness and alignment with industry standards, supporting the Group's goal of maintaining a high-performing leadership team.</p> <p>The Remuneration Policy is structured to provide a fair remuneration through a combination of short and long-term compensation and incentives critical to attract, retain and motivate the EDs and KSM. They are aligned to the interests of stakeholders, the long-term goals of the Company, and to ensure business sustainability and stable long-term growth.</p> <p>The remuneration package for EDs is subject to review by the NRC and approval by the Board, whereas the remuneration package for KSM is subject to review and approval by the EDs.</p> <p>The NRC shall conduct an annual review of the criteria used to determine the remuneration package for EDs when setting their annual KPIs and if it thinks fit, recommends the same to the Board for endorsement.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The breakdown of remuneration of individual Directors comprising fees, allowances, salaries, bonuses, benefits-in-kind and other emoluments for FY2024 are as set out below:

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	Dato' Azlam Shah bin Alias	Independent Director	159	69	NIL	NIL	NIL	NIL	228	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Tan Yu Yeh	Executive Director	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	72	926	*	NIL	116	1,114
3	Ong Chu Jin Adrian	Executive Director	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	66	871	156	NIL	201	1,294
4	Ng Ing Peng	Independent Director	116	18	NIL	NIL	NIL	NIL	134	NIL	NIL	NIL	NIL	NIL	NIL	NIL
5	Leng Choo Yin	Independent Director	116	15	NIL	NIL	NIL	NIL	131	NIL	NIL	NIL	NIL	NIL	NIL	NIL
6	Dato' Hamidah binti Naziadin	Independent Director	116	15	NIL	NIL	NIL	NIL	131	NIL	NIL	NIL	NIL	NIL	NIL	NIL
7	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
8	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
9	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

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

Note: *Voluntarily offered to waive the bonus entitlement for redistribution into the bonus pool.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
Explanation on application of the practice	:	The breakdown of remuneration of the top five (5) SM comprising salary, allowance, bonus, benefits in-kind and other emoluments in bands of RM50,000 in respect of FY2024 are as set out below:	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Tan Yu Wei	Executive Vice President, Procurement	700,001-750,000	0-50,000	0-50,000	0-50,000	50,001-100,000	850,001-900,000
2	Gan Sau Liang	Chief Operating Officer	650,001-700,000	50,001-100,000	150,001-200,000	0-50,000	150,001-200,000	1,050,001-1,100,000
3	Lim Chen Hwee	Chief Financial Officer	600,001-650,000	50,001-100,000	100,001-150,000	0-50,000	50,001-100,000	900,001-950,000
4	Soo Sze Yang	Senior Vice President, Group Strategy	450,001-500,000	50,001-100,000	100,001-150,000	0-50,000	50,001-100,000	700,001-750,000
5	Lau Boon Teck	Vice President, Retail Operations	450,001-500,000	0-50,000	50,001-100,000	0-50,000	50,001-100,000	600,001-650,000

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Adopted
Explanation on adoption of the practice	:	Instruction – Please disclose the required information in the table below. Sole reference to the annual report, without disclosing the required information in the table provided is not allowed.

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Tan Yu Wei	Executive Vice President	732	48	*	-	91	871
2	Gan Sau Liang	Chief Operating Officer	652	70	169	-	163	1,054
3	Lim Chen Hwee	Chief Financial Officer	615	70	128	-	95	908
4	Soo Sze yang	Senior Vice President, Group Strategy	454	66	111	-	72	703
5	Lau Boon Teck	Vice President, Retail Operations	456	36	69	2	79	642

Note: *Voluntarily offered to waive the bonus entitlement for redistribution into the bonus pool.

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 Chairman of the ARMC is Ms. Ng Ing Peng, whilst the Chairman of the Board is Dato' Azlam Shah bin Alias. The Chairman of the ARMC is not the Chairman of the Board to ensure overall effectiveness and independence of the ARMC.	
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 Board has adopted the best practice of requiring a cooling-off period of at least three (3) years if a former key audit partner is to be recommended for appointment as a member of the ARMC.</p> <p>None of the members of the ARMC were former key audit partners and the Board has no intention of appointing any such person as a member of the ARMC at this juncture.</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 Board has delegated the responsibility of assessing the suitability, performance, objectivity and independence of the Group's appointed external audit to the ARMC.</p> <p>Guided by an External Auditor Assessment, the ARMC reviews and assesses the suitability, performance, objectivity and independence of the external auditor in the following areas:-</p> <ul style="list-style-type: none">a) Calibre of the external audit firm;b) Quality processes;c) Audit team;d) Audit scope;e) Communication;f) Technical expertise; andg) Audit governance & independence. <p>In accordance with the Malaysia Institute of Accountants' By-Laws to ensure their independency, the engagement partner in charge for the Group audit is subject to rotation every seven (7) years, which is also in line with the Group's External Auditor Assessment Policy.</p> <p>The ARMC and Management representatives have conducted the annual assessment of the external auditor, BDO PLT, in respect of FY2024. Overall, the performance of BDO PLT as a whole was satisfactory.</p> <p>During FY2024, the ARMC held two (2) meetings with the external auditors on 27 March 2024 and 14 November 2024, without the presence of the Management team to discuss relevant issues and obtain feedback for improvements from the external auditors.</p> <p>BDO PLT has annually confirmed to the ARMC their independence to the Group within the meaning of the provisions</p>

	<p>of the By-Laws on Professional Independence of the Malaysian Institute of Accountants and the International Code of Ethics for Professional Accountants.</p> <p>The Board, following the recommendation of the ARMC, endorsed the re-appointment of BDO PLT as the Company's external auditor. This recommendation will be tabled for shareholders' approval at the forthcoming 14th Annual General Meeting of the Company, scheduled to be held on 5 June 2025.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	As at 31 December 2024, the ARMC was composed exclusively of three INEDs. The Committee is chaired by Ms. Ng Ing Peng, the Senior Independent Director, whose role is separate and independent from that of the Chairman of the Board.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC is chaired by Ms. Ng Ing Peng, who is a member of the Institute of Chartered Accountants in England and Wales and the Malaysian Institute of Accountants. With extensive experience in financial and accounting functions across diverse industries, she brings sound expertise and judgement to her role as Chair of the ARMC.</p> <p>Ms. Leng Choo Yin, a member of the ARMC, holds a Bachelor of Arts (Hons) from the University of Toronto, Canada, and professional qualifications in Chartered Financial Planning, Trust and Estate Planning, and Investment-linked Life Insurance. She offers a wide-ranging perspective drawn from her experience in wealth management and private banking.</p> <p>Dato' Hamidah binti Naziadin, also a member of the ARMC, graduated with a Bachelor of Law from the University of Wolverhampton, United Kingdom, and holds a Certificate in Personnel Management from the Malaysian Institute of Human Resource Management. Her background in human capital development, talent management and succession planning contributes valuable insight to the Committee's deliberations.</p> <p>The profiles of the ARMC members are set out on pages 46 to 47 of the Integrated Report 2024.</p> <p>Collectively, the ARMC members possess the necessary qualifications, expertise and experience to discharge their responsibilities effectively. They demonstrate financial literacy</p>

	<p>and a clear understanding of matters under the Committee's purview, including the financial reporting process.</p> <p>The Board evaluates the performance and effectiveness of the ARMC and its members as part of the annual Board Effectiveness Evaluation. Based on the outcomes of the evaluation for FY2024, the Board was satisfied that the ARMC and its members discharged their responsibilities in accordance with the Terms of Reference.</p> <p>A summary of the ARMC's activities during FY2024 is provided in the ARMC Report on pages 76 to 78 of the Integrated Report 2024.</p> <p>Throughout the year, the ARMC members participated in relevant professional development programmes to remain informed of developments in accounting and auditing standards, regulatory practices and the evolving role of the audit committee. Details of these training sessions are disclosed on pages 60 to 61 of the Integrated Report 2024. The External Auditors also briefed the Committee periodically on relevant updates to accounting and auditing standards.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises its responsibility for maintaining a robust risk management and internal control framework to protect shareholders' interests and safeguard the Group's assets. This includes oversight of material organisational risks and the evaluation of strategic decisions through a risk-informed lens. In line with this, the Group has completed a Business Continuity Management (BCM) review, which led to the establishment and implementation of a Group-wide Business Continuity Framework. This framework is designed to uphold operational resilience and maintain continuity of key functions in the event of a crisis affecting the organisation.</p> <p>The Board is supported in these efforts by the ARMC, which oversees the Group's risk management and BCM matters. The ARMC plays an active role in advancing the Group's Enterprise Risk Management (ERM) agenda, supported by a dedicated Risk Management Function that facilitates regular risk identification, evaluation and reporting, including updates on mitigation strategies.</p> <p>Regular reviews are conducted to assess the alignment of the Group's risk strategy, policies and processes with its defined risk appetite and the evolving business landscape. These reviews ensure that the risk management framework remains responsive and relevant to the Group's operations.</p> <p>The Group's ERM Framework is aligned with ISO 31000:2018 Risk Management – Guidelines and the Committee of Sponsoring Organisations (COSO) Enterprise Risk Management standards, providing a sound foundation for managing risk in a structured and systematic manner. Further details of the Group's approach to risk management are set out in the Statement on Risk Management and Internal Control (SORMIC) within the Integrated 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 Company's risk management and internal control framework is designed to manage, rather than eliminate, risk and is structured to provide reasonable, though not absolute, assurance against the occurrence of events that could lead to material misstatement or financial loss.</p> <p>Aligned with ISO 31000:2018 Risk Management – Guidelines, the Company's Enterprise Risk Management (ERM) Framework is further detailed in the SORMIC. The Framework outlines the following key components:</p> <ul style="list-style-type: none">• Risk governance, which defines the risk operating model, including the three lines of defence structure;• Risk management process, which outlines the methodology for identifying, assessing and rating risks across a scale ranging from Low to Extreme; and• Risk categorisation, which classifies risks into Strategic, Operational, Financial and Compliance categories. <p>Risk assessments are facilitated by the Risk Management function on a semi-annual basis across all departments. This includes the consolidation and identification of key organisational risks, followed by the development of appropriate mitigation plans in consultation with respective risk owners. Identified key risks are then escalated to Management, the ARMC and the Board for review and oversight.</p> <p>The ERM Framework is consistent with international standards, including ISO 31000:2018 and the COSO Enterprise Risk Management Framework. A formal review of the risk management framework was undertaken in February 2024 to assess its continued adequacy and relevance within the evolving risk landscape.</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 10.3 - 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>Given the nature of the Company's operations and the lean composition of its Board and Board Committees, oversight of the Company's risk management framework and related policies has been entrusted to the ARMC. The ARMC is comprised exclusively of INEDs, ensuring objective and impartial oversight in the governance of risk-related matters.</p> <p>The ARMC is entrusted by the Board to oversee the following risk management and internal control functions:-</p> <ul style="list-style-type: none">i) Review the principal risks and ensure implementation of an appropriate risk management system to effectively identify, manage, monitor, treat and mitigate the risks impacting the Group;ii) 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 of the Group;iii) Review and deliberate the reports on significant risk findings and recommendations;iv) 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;v) 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;vi) Review the evaluation of the Group's system of internal control and Management's responses by the internal and external auditors, and ensure that appropriate action is taken, and thereafter report the same to the Board;vii) Provide oversight of sustainability reporting by 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

	<p>Group's businesses towards achievement of sustainability goals across the Group; and</p> <p>viii) Review the annual Statement of Risk Management and Internal Control and Sustainability Reporting published in the Annual Report.</p>
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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 Audit and Risk Management Committee ("ARMC") holds ultimate oversight of the Company's internal audit function ("IAF"). This function operates independently under the Internal Audit Department ("IAD"), which reports functionality to the ARMC, and administratively to the Chief Executive Officer ("CEO"). The Head of IAD has unrestricted access to the ARMC and communicates directly with it. All members of the IAD are free from any relationship or conflicts of interest that could impair their objectivity and independence.</p> <p>The responsibilities of the IAD is to provide an independent, objective assurance and consulting activity designed to add value and improve operations. IAD helps the Group to accomplish its objective by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the Group's risk management, internal controls and governance processes.</p> <p>The IAD comprises eleven internal auditors, including the Head of Internal Audit ("HIA"), all possessing relevant experience and professional qualifications. To remain aligned with industry standards, regulatory developments and best practices, the IAD attends targeted training programmes and industry conferences. During 2024, the team collectively undertook 82 training days, averaging seven days per auditor.</p> <p>The IAD's activities follow a risk-based annual audit plan approved by the ARMC. Each year, the ARMC evaluates the adequacy of the internal audit scope, function and resources, ensuring the effective discharge of the IAD's responsibilities.</p> <p>On 14 November 2024, the ARMC reviewed and approved the Internal Audit Plan for the financial year 2025 ("Audit Plan FY2025"). This plan adopts a risk-based methodology and is aligned with the strategic objectives of the Group. Quarterly reviews of the Audit Plan FY2025 ensure responsiveness to evolving business and risk environments. Guided by this plan, internal audit assignments evaluate the adequacy, effectiveness</p>

	<p>and efficiency of internal controls within selected operational areas. Significant audit findings, along with updates on outstanding management action plans, are reported by the HIA to the ARMC quarterly.</p> <p>Key focus areas covered under the Audit Plan FY2024 included:</p> <ul style="list-style-type: none">• Evaluation of internal control adequacy and effectiveness across critical business processes in all major Business Units, including assessments of information technology systems and cybersecurity.• Review of governance and compliance frameworks to ensure adherence to internal policies, procedures, laws and regulations. <p>Comprehensive details on IAD's activities and annual effectiveness assessment can be found within the ARMC Report on page 81 of the Integrated Report 2024.</p> <p>The ARMC conducts an annual performance evaluation of the IAF. Based on the FY2024 evaluation, the ARMC confirmed its satisfaction with the performance and effectiveness of the IAF.</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 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>In accordance with the Internal Audit Charter, the IAD serves as an independent and objective assurance function, supporting the Group in achieving its strategic objectives by employing a systematic, disciplined approach to evaluate and enhance the effectiveness of risk management, internal control and governance processes.</p> <p>The IAD's independence is confirmed through signed declarations by the HIA and all internal auditors, attesting their adherence to the Group's Code of Conduct and Business Ethics and the professional standards established by the Institute of Internal Auditors ("IIA"). Furthermore, the HIA and audit team have declared freedom from any relationships or conflicts of interest that could impair their objectivity or independence in audit engagements.</p> <p>The department is led by Miss Ng Siew Ean, the HIA, who possesses extensive experience managing internal audit functions across retail and credit industries. Miss Ng is a qualified member of the Association of Chartered Certified Accountants ("ACCA") and holds the Certified Internal Auditor ("CIA") designation. The IAD comprises eleven internal auditors, each with relevant tertiary or professional qualifications, several of whom also hold the CIA designation.</p> <p>Internal Audit activities adhere to the mandatory guidance provided by the IIA, including the Definition of Internal Auditing, Code of Ethics, and International Standards for the Professional Practice of Internal Auditing ("Standards"). These guidelines underpin professional audit practices and assessments of corporate governance effectiveness.</p>

	Additionally, Internal Audit engagements comply with the Group's applicable policies, procedures and a standard operating procedures manual for assurance activities, which aligns with the Standards.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of providing timely, effective and transparent communication to the Company's stakeholders, to facilitate mutual understanding of each other's objectives and expectations and to enable the stakeholders to make informed decisions.</p> <p>The Company is guided by the continuous disclosure requirements under the MMLR of Bursa Securities and the Corporate Disclosure Guide issued by Bursa Malaysia on information for disclosure.</p> <p>The Company leverages on various communication channels/platforms to reach out to its shareholders and stakeholders including:-</p> <p>i) <u>Announcements to Bursa Securities</u> The Company releases all financial information, annual reports, circulars to shareholders and various announcements to Bursa Securities in compliance with the MMLR of Bursa Securities via Bursa LINK. Such financial information and announcements are accessible on Bursa Securities' website at www.bursamalaysia.com and also the corporate website at www.mrdiy.com.</p> <p>ii) <u>Corporate Website</u> All relevant information on the Group such as corporate profile, quarterly financial results, audited financial statements, annual reports, circulars to shareholders, general announcements, press releases, Board Charter, Constitution, policies, minutes of general meetings, quarterly investors' presentations, share price information, financial highlights, as well as business-related events/activities and promotions are accessible on the corporate website at www.mrdiy.com.</p>

	<p>iii) <u>Annual Report and Circular to Shareholders</u> The annual report serves as a vital source of information for shareholders, investors and the general public. It communicates comprehensive information on the Group's financial performance, business activities, other key developments such as operational updates and challenges, as well as governance structure and practices, and the sustainability efforts of the Group.</p> <p>Circulars to shareholders provides information on corporate proposal/exercises undertaken by the Group.</p> <p>iv) <u>Annual General Meeting ("AGM") and General Meeting ("GM")</u> The AGM and GM are the principal forums for dialogue and engagement between the Board and the shareholders, to enable shareholders to enhance their understanding and seek clarification of the business and performance of the Group. It also provides for two-way dialogue between the Board and shareholders; a direct avenue for the former to understand the expectations of shareholders.</p> <p>v) <u>Media Releases</u> Media releases are made upon the release of quarterly financial results to Bursa Securities, providing an update and overview of the business and financial performance, as well as other general updates of the Group to the investment community, shareholders, and general public. Media releases are also announced to Bursa Securities prior to circulation to the media.</p> <p>vi) <u>Investor Relations Channel</u> The Company also maintains its communication channel with shareholders, potential investors, analysts, fund managers and the investment community, through its Investor Relations channel. Stakeholders are encouraged to channel their enquiries to our IR personnel whose name, contact number and e-mail address are as follows:-</p> <p>Investor Relations: Contact person : Jason Teh Tel. No. : +603 8961 1338 (8.30 am – 5.30 pm, Monday – Friday) Email : investor.query@mrdiy.com</p> <p>vii) <u>Quarterly Briefing</u> Quarterly briefings are held with fund managers, financial analysts and media after the quarterly financial results are released to Bursa Securities, to provide them with an overview</p>
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	of the business highlights, financial performance, as well as outlook and prospects of the Group. The quarterly briefing presentations are accessible on the corporate website at www.mrdiy.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

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	:	Applied	
Explanation on application of the practice	:	<p>The 2024 Integrated Annual Report ("2024 IAR") marks our first year of adoption of integrated reporting.</p> <p>2024 IAR was prepared in accordance with the International Framework published by the International Integrated Reporting <IR> Council. The main purpose of integrated reporting is to communicate to stakeholders how an organisation creates and preserves value over the time, based on six (6) categories of capitals, namely financial, manufactured, intellectual, human, natural and lastly social and relationship.</p> <p>2024 IAR describes the way we utilise our resources (capitals) to create value for our stakeholders, and how it contributes to the achievement of our long-term goals.</p> <p>We will continue to create value for our stakeholders by enhancing the quality of disclosure with clearer articulation on value creation.</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	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Others	Work in progress

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 13th AGM was issued to the shareholders on 26 April 2024 i.e at least 28 days prior to the date of the AGM scheduled on 5 June 2024.</p> <p>A copy of the notice of the 13th AGM was made available on the corporate website at www.mrdiy.com and was advertised in a nationally-circulated English daily newspaper.</p> <p>The notice of the 13th AGM outlined the resolutions tabled at the 13th AGM, together with explanatory notes and statements accompanying the notice, to enable shareholders to make informed decisions when exercising their voting rights.</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>General meetings serve as the principal forum for dialogue and engagement between the Board and shareholders, enabling shareholders to gain a deeper understanding of the Group’s business and performance, and to make informed voting decisions at general meetings.</p> <p>All the Directors, the Chairs of Board Committees, the Chief Financial Officer, the Company Secretary, and the External Auditors were present at the 13th AGM held on 5 June 2024 to provide meaningful responses to questions addressed to them.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate—

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company held its 13th Annual General Meeting ("AGM") virtually on 5 June 2024, streamed live from the designated Broadcast Venue at VE Hotel & Residence Kuala Lumpur, Achieve Room, Level M3, Bangsar South City, Kuala Lumpur, Malaysia, and hosted through the TIIH Online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor"), accessible at https://tiih.online.</p> <p>This virtual AGM arrangement was authorised under the Companies Act 2016 ("the Act"), the Company's Constitution, and aligned with the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission of Malaysia ("SC Guidance").</p> <p>In compliance with Section 327(2) of the Act and Note 1.2 of the SC Guidance, the Chairman and essential personnel attended physically at the Broadcast Venue.</p> <p>Shareholders, proxies, and authorised representatives actively participated by submitting questions both prior to and during the meeting via live text submission and voted remotely using the Remote Participation and Voting ("RPV") facilities through the TIIH Online platform.</p> <p>All resolutions tabled during the AGM were voted upon electronically, complying with Paragraph 8.29A of the Main Market Listing Requirements ("MMLR") of Bursa Securities. Tricor served as the Poll Administrator for the electronic voting process, while Asia Securities Sdn. Bhd. acted as Independent Scrutineer, verifying and validating the poll outcomes.</p> <p>Participation at the AGM was substantial, with 279 attendees comprising members, proxies, and authorised representatives</p>

	<p>holding a total of 8,769,637,191 shares, representing 92.77% of the Company's total issued shares.</p> <p>The Group remains committed to upholding the highest standards of ethical conduct in all its business activities, as detailed in its Code of Business Ethics, covering aspects of data protection and confidentiality for shareholder and stakeholder information. To this end, Tricor implemented comprehensive IT and Information Security Policies, endpoint controls, and data classification practices to ensure robust cyber hygiene. The TIIH Online platform operates within a secure, ISO27001-certified cloud environment. To enhance security and confidentiality, Secure Sockets Layer ("SSL") encryption is employed on the Company's website, safeguarding personal data transmission from unauthorised access. Data is encrypted during transit and decrypted securely at the receiving end.</p> <p>The Board consistently reviews its practices to ensure ongoing compliance and adequate protection of shareholders' personal data in line with the Personal Data Protection Act 2010.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

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.

Application	:	Applied
Explanation on application of the practice	:	<p>All the Directors including the Executive Vice Chairman and CEO, CFO and External Auditors were present at the 13th AGM to address any enquiries from the shareholders.</p> <p>The CEO, on behalf of the Board, provided a comprehensive overview of the Group's business and financial performance for FY2023, its outlook and prospects moving forward, which encompassed the following:-</p> <ul style="list-style-type: none">a) Financial year 2023 at a glance;b) Store network as at 31 December 2023;c) 5-year growth plan : 2024-2028;d) Key Profitability Metrics;e) 8 years of continuous growth;f) Key Balance Sheet Items;g) MR. D.I.Y. Plus;h) Cumulative dividends: Return to shareholder;i) Laying the foundation for growth;j) Economic, Environmental and Social; andk) Vision & mission. <p>Full details of the CEO presentation and a copy of the slide presentation can be viewed on the Company's website at www.mrdiy.com.</p> <p>The Company received a total of 36 questions from shareholders, including the questions from the Minority Shareholders Watch Group ("MSWG") prior to and via real time submission during the 13th AGM. A summary of the nature of questions is as follows:-</p> <ul style="list-style-type: none">a) Business operation and performance;b) Financial;

	c) Sustainability; d) Annual Report; and e) E-voucher/ e-wallet/ door gift f) Miscellaneous. For an efficient AGM, most of the pertinent questions posed were responded to during the 13 th AGM. All questions posted with the corresponding responses were uploaded on the corporate website at www.mrdiy.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

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 13th AGM of the Company held on 5 June 2024 was conducted virtually via online meeting platform on the TIIH online website, as provided by the Share Registrar, Tricor. The online meeting platform provides shareholders and proxies/authorised representatives the facility to submit proxy forms, participate remotely in the meeting via live streaming, pose questions through the query box and online poll voting.</p> <p>At the commencement of the 13th AGM, the Chairman briefed that every shareholder, proxy, and authorised representative who present virtually at the 13th AGM has the right to ask any question and to vote on the proposed resolutions as tabled in the agenda of the 13th AGM.</p> <p>A question and answer session was conducted during the 13th AGM as a mode of interaction with the shareholders, where the questions submitted by the shareholders prior to the 13th AGM and also in real time, together with Management's responses to the questions, were made visible to all meeting participants during the 13th AGM, with the Chairman reading out the questions and responses.</p> <p>The complete list of questions posted by the shareholders prior to and during the 13th AGM, together with the corresponding responses, was published on the corporate website at www.mrdiy.com.</p> <p>Upon reviewing a few proposals from the potential service providers which offer the RPV, the Company decided to engage</p>

	<p>its Share Registrar, Tricor, to facilitate the virtual 13th AGM, using the online meeting platform on the TIH Online website. This decision took into consideration the key features and reliability of the RPV system, scope of services, charges and other terms of engagement offered by Tricor to ensure a smooth broadcast of the AGM and a seamless experience for shareholders.</p> <p>In addition, in selecting the service provider, the Company also took into consideration compliance with the Personal Data Protection Act 2010 and cyber hygiene practices of the RPV system to ensure data privacy and security to prevent cyber threats.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Minutes of the 13 th AGM of the Company held on 5 June 2024 detailing the meeting proceedings, including the questions raised by the shareholders and the responses from the Board, was published on the corporate website at www.mrdiy.com on 4 July 2024.
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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