

CORPORATE GOVERNANCE OVERVIEW STATEMENT



DEAR SHAREHOLDERS,

As the Chairman of MRCB, it is my pleasure to present to you this year's Corporate Governance Overview Statement.

Dato' Mohamad Nasir AB Latif
Non-Independent Non-Executive Chairman



Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels

Our unwavering commitment to the highest standards of corporate governance serves as the cornerstone of MRCB's vision of sustainable business performance, rooted in our core values of being accountable, customer-centric, courageous, creative, and driven. By adopting the United Nations Sustainable Development Goals (UN SDGs), particularly Goal 16: Peace, Justice & Strong Institutions, and aligning our business strategies with the broader UN SDG agenda, we pledge to foster good governance, ethical practices, and transparent decision-making across our diverse workforce. This commitment is further reinforced by the embedment of sustainability practices throughout our culture and operations, aiming to enhance operational efficiencies and build more resilience in our business, to ensure long-term value creation for all stakeholders. We remain dedicated to delivering sustained long-term growth while minimising our impact on the environment, reinforcing our role as a responsible corporate citizen.



Further details on our sustainability initiatives and efforts are set out in Our Approach to Sustainability section on pages 142 to 161 of this report.

We acknowledge that maintaining a strong Quality, Environmental, Safety, and Health (QESH) management framework, developed based on best practices and international ISO Standards, is essential to our value creation efforts and is a key factor in driving long-term business growth. In 2024, our subsidiaries made notable strides in maintaining and attaining ISO certifications. These achievements exemplify our dedication to quality, environmental responsibility, and occupational health and safety standards across our business operations:

Subsidiary	ISO Management System Certification	2024 Activity
MRCB Builders Sdn Bhd (MBSB)	ISO 9001:2015 (Quality)	Re-certified
	ISO 14001:2015 (Environmental)	
	ISO 45001:2018 (Occupational Health & Safety)	
Semasa Parking Sdn Bhd (SPSB)	ISO 9001:2015 (Quality)	Continued Certification
MRCB Environmental Services Sdn Bhd (MESSB)	ISO 9001:2015 (Quality)	Continued Certification
Transmission Technology Sdn Bhd (TTSB)	ISO 9001:2015 (Quality)	Continued Certification
	ISO 14001:2015 (Environmental)	Certified
	ISO 45001:2018 (Occupational Health & Safety)	Certified

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Our Anti-Bribery Management System (ABMS), now in its 6th year of ISO 37001:2016 certification by an international certification body, continues to reassure our stakeholders of our adherence to relevant laws, regulations, and internal policies and procedures in effectively combating bribery and corruption. In 2024, we undertook several ABMS-related initiatives to continue to reinforce the Group's firm stance against all forms of bribery and corruption. These efforts include upskilling employees to provide them with the tools and knowledge necessary to identify, prevent, and respond to bribery risks effectively and communicating our policies and expectations in this regard to our external stakeholders.

 A comprehensive list of our ABMS initiatives undertaken in 2024 is detailed on page 327 of this report.

Our dedication to continuously enhancing our governance practices has been recognised through the accolades and high rankings we achieved in assessments conducted by the media and index providers in 2024, serving as a testament to our commitment to integrity, governance, and transparency in corporate reporting.

EXTERNAL RECOGNITION OF MRCB'S CORPORATE GOVERNANCE ECOSYSTEM

GOLD Award

for its Integrated Annual Report 2022 at the
Australasian Reporting Awards 2024

Gold - Excellence Award

for Companies with Less Than RM2 Billion in Market Capitalisation at the
National Annual Corporate Report Awards (NACRA) 2024

Excellence Award 2024

and ranked
44th out of the 854
listed companies assessed at the
National Corporate Governance & Sustainability Awards (NACGSA) 2024

Constituent of the
FTSE4Good Bursa Malaysia Index
since 2014,
increasing its overall
Index score to 3.9 in 2024
(from 3.6 in 2023)
and ranking in the Top 14% of all
listed companies


Gold Award

for the Most Consistent
Performer Over Five Years at
The Edge ESG Awards 2024

**MSCI ESG Rating of
'AA' in 2024**

CORPORATE GOVERNANCE PHILOSOPHY

Guided by our vision of "**Setting the Standard**", we strive to ensure our operations are financially sound, environmentally responsible, and socially conscious by adopting best governance practices and global sustainability standards, anchored on high standards of integrity and ethics, which we believe is the cornerstone of good corporate governance. The Board takes a strategic approach to align governance practices with its core values, aiming to drive long-term value creation for its stakeholders. By continuously adapting to regulatory changes and evolving best governance practices and focusing on a sustainable, agile business model, we aim to provide innovative solutions that deliver value to all our stakeholders.

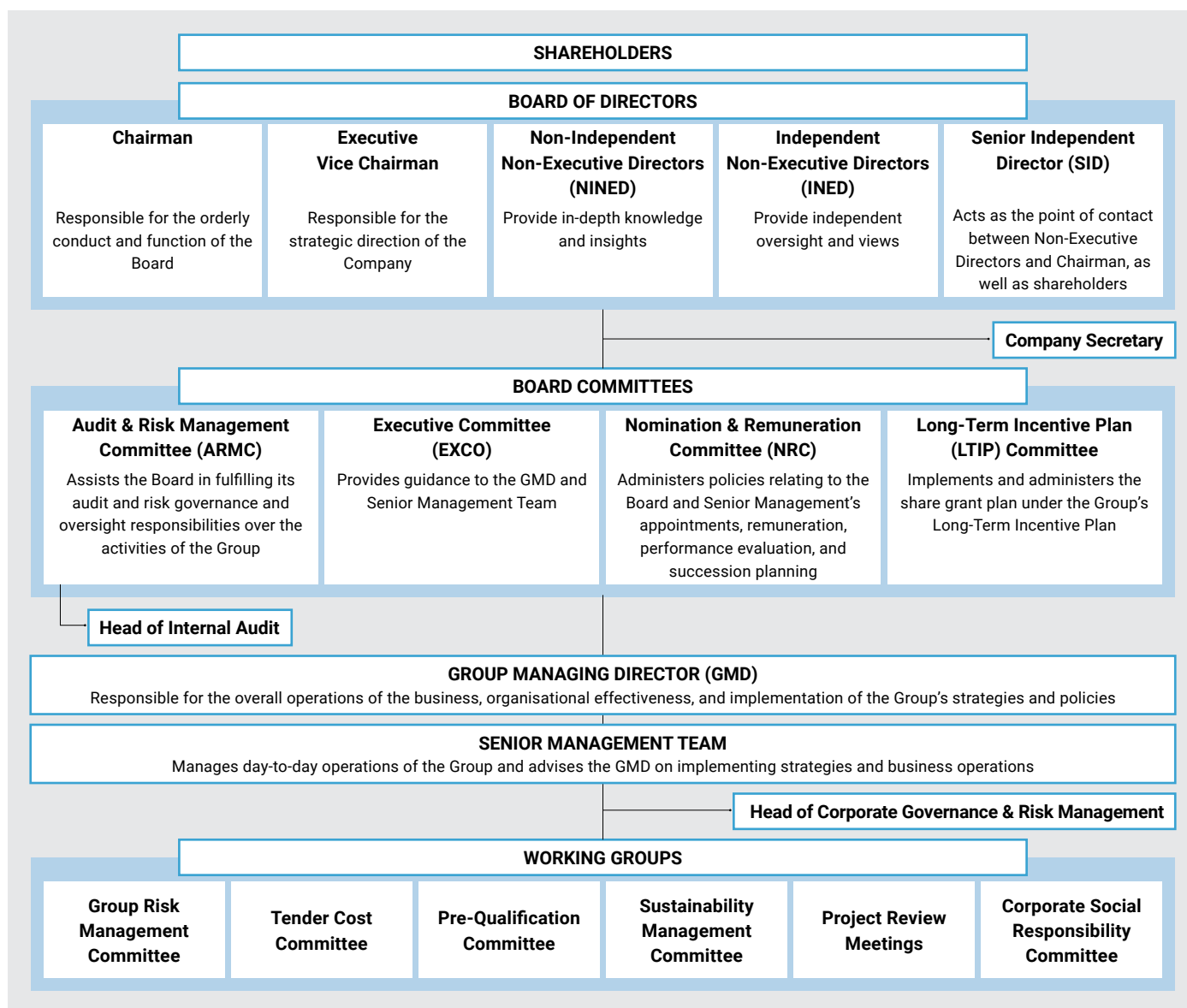
 Further details on our corporate governance achievements, future plans, and aspirations are set out in the ensuing sections of this Corporate Governance Overview Statement.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CORPORATE GOVERNANCE FRAMEWORK

The Board is resolute in ensuring the establishment of a robust and effective corporate governance system that underpins the successful execution of the Group's strategy. This is accomplished through a delegated authority framework, which strengthens accountability and responsibility in decision-making, extending up to the Board level.

The diagram below depicts MRCB's governance framework, which provides an overview of the key Board Committees and various Management Working Groups that provide support to our Board in key areas such as financial review, human capital development, internal control and risk management, as well as governance, procurement, and sustainability matters:







CORPORATE GOVERNANCE OVERVIEW STATEMENT

CORPORATE GOVERNANCE PRACTICES





MRCB's Corporate Governance Practices are shaped by adhering to the statutory requirements, principles, and best practices mandated in the Main Market Listing Requirements (MMLR) of Bursa Malaysia, the Companies Act 2016 (CA 2016), and the Malaysian Code on Corporate Governance (MCCG) 2021, in addition to being benchmarked against the ASEAN Corporate Governance Scorecard and other applicable laws, regulations, and guidelines.

MRCB's Compliance with MCCG Over the Years

Practices Adopted

2021		39/43
2022		41/43
2023		41/43
2024		42/43

Step-Up Practices Adopted

2021		3/5
2022		3/5
2023		4/5
2024		4/5

We comply with 42 out of the 43 Practices stipulated in the Malaysian Code on Corporate Governance 2021 (MCCG 2021), along with 4 out of the 5 optional Step-Up Practices that aim to raise the bar well beyond current regulatory requirements. Explanations for the departures are provided below:

Practice 5.2

For Large Companies, the Board comprises a majority of independent Directors.

The Board presently consists of eight (8) members, of which four (4) or 50% are Independent Directors.

The Company complies with Paragraph 15.02(1) of the MMLR, which states that at least two (2) directors or one-third (1/3) of the Board members of a listed issuer are independent directors.

Although there is no majority of Independent Directors on the Board, the Board ensures that all decisions are made objectively and in the best interests of the Company, benefiting from the diverse perspectives and insights of its members. Generally, the Board's decisions are reached unanimously.

The Board is looking for appropriate candidates who can enhance the independence, diversity, skillsets, and quality of the Board to maximise the effectiveness of the Board.

Step-Up Practice 8.3

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

The top five (5) Senior Management members' individual total remuneration has been disclosed in bands of RM50,000. Their remuneration has been benchmarked against the industry and aligned with the market, ensuring that they are internally equitable and externally competitive.

This disclosure approach strikes a balance between respecting personal privacy rights and providing sufficiently precise data points that facilitate stakeholder scrutiny.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

This Corporate Governance Overview Statement should be read alongside the Corporate Governance Report (CG Report), which is prepared based on a prescribed format outlined in Paragraph 15.25(2) of the MMLR. The CG Report provides detailed substantiation of the Group's implementation and departures from the MCCG 2021 Practices.

 Please peruse our Corporate Governance Report on our corporate website at www.mrcb.com.my/corporate-governance.html.

The remainder of this Corporate Governance Overview Statement is presented based on the following core principles as set out within MCCG 2021:



MCCG PRINCIPLE A


BOARD LEADERSHIP & EFFECTIVENESS

 [Go to pages 280 to 310](#)



MCCG PRINCIPLE B

EFFECTIVE AUDIT & RISK MANAGEMENT

 [Go to page 311](#)



MCCG PRINCIPLE C

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

 [Go to pages 312 to 316](#)



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

BOARD LEADERSHIP

MRCB's Board is collectively responsible for the overall stewardship of the business and its affairs. It plays a crucial role in ensuring the establishment of effective governance control systems and frameworks in order to fulfil its strategic objectives. This is accomplished through the implementation of internal controls such as, but not limited to, the Board Charter, Code of Business Ethics, Limits of Authority, and other policies, including our Whistleblowing and Conflict of Interest policies.

 Please peruse these and other governance-related policies on our corporate website at www.mrcb.com.my/corporate-governance.html.


BOARD OPERATIONS

Board Charter

The Board operates under the scope and responsibilities prescribed in the Board Charter which sets out the principal roles, functions, responsibilities, and powers of the Board and its various committees, together with a schedule of matters reserved for the Board. The Board Charter serves as the primary reference for Directors regarding their fiduciary duties

and responsibilities. It emphasises their obligation to act in the best interests of the Company and its shareholders, while consistently exercising sound judgement and adhering to the highest ethical standards.

The Board Charter is reviewed and updated, when necessary, with the last revision being made on 27 November 2023.

 Please peruse our Board Charter on our corporate website at www.mrcb.com.my/corporate-governance.html.

Code of Business Ethics (Code)

Our Directors are expected to uphold the highest standards of ethics and professional conduct, consistent with the Group's core values. They are expected to always behave and act morally and professionally to safeguard and enhance the reputation of the Group.

Upon appointment, all Directors of the Group are given a copy of the Directors' Manual, Executive Handbook, and the Code and are required to confirm their understanding of the Code. Compliance with the provisions in these documents is considered a fundamental part of their terms of service.

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MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

The Code promotes ethical business practices and cultivates a corporate governance culture rooted in integrity, transparency, and fairness. It also outlines the expected standards of conduct and behaviour when dealing with external parties, managing conflicts of interest, preventing abuse of power, corruption, insider trading, and money laundering, and preserving the confidentiality of company information.

The Code is reviewed and updated periodically, and the last revision was made on 10 January 2022. It applies to all Directors and employees of the Group.



Please peruse our Code of Business Ethics on our corporate website at www.mrcb.com.my/corporate-governance.html.

Whistleblowing

MRCB's Whistleblowing Policy enables individuals to report potential malpractice or misconduct involving anyone associated with the Company, including Board members. It provides a confidential reporting process through a proprietary Whistleblowing E-Form, accessible from our corporate website at www.mrcb.com.my/other/whistle-blowing-policy.html, which is designed to streamline reporting and improve data handling. The E-Form automatically and electronically sends all submissions to key executives, including the Group Managing Director, Head of Integrity & Discipline (IDD), Chairman of the Board, and the Chairman of the Audit & Risk Management Committee, who is also the Senior Independent Director. The policy promotes a culture of openness, accountability, and transparency, encouraging individuals to report in good faith and ensuring protection against reprisals, discrimination, or harassment for whistleblowers, regardless of their employment status with the Group.

The Whistleblowing Policy has been an effective tool for identifying and addressing instances of misconduct within the Group. During 2024, we received three (3) reports through our whistleblowing channels that have been reviewed, investigated, and actioned accordingly. All whistleblowing cases and investigation results are presented to the Board during Anti-Bribery & Corruption Updates, which is a permanent agenda item at the Quarterly Board Meetings. The policy is reviewed and updated periodically, with the last revision taking effect on 11 June 2024.



Please peruse our Whistleblowing Policy on our corporate website at www.mrcb.com.my/corporate-governance.html.

Conflicts of Interest

Directors have a fiduciary duty to always act in the best interest of the Group, including an obligation to disclose any actual or potential conflict of interest and to maintain the confidentiality of the Group's information in performing their duties.

When a conflict of interest arises, potentially undermining the impartiality of the Director, they must promptly disclose the following to the Audit and Risk Management Committee through the Company Secretary, so that the necessary measures can be taken to manage the conflict:

- any material personal interest they have in a matter which relates to the affairs of the Group; and,
- any other interest (direct or indirect) that they believe is appropriate to disclose in order to avoid any conflict of interest, potential conflict of interest, or the perception of a conflict of interest.

Such disclosures must be recorded in the minutes of the meeting at which the disclosure is made or the next meeting held following the disclosure, as well as in the disclosure form for Directors, Senior Management, and Legal Representatives, available from the Company Secretary. Directors must also recuse themselves from participating in any Board deliberations and votes that relate to matters in which they have an interest. The Audit and Risk Management Committee reviews and reports to the Board any conflict of interest situations that arise, persist, or may arise (potential conflict of interest), along with the measures taken to resolve, eliminate, or mitigate such conflicts.



Further details on the Audit and Risk Management Committee's activities are set out on pages 332 to 335 of this report.

The Group established a Conflict of Interest Policy in 2019 to ensure that the nature and extent of any actual, potential, and perceived conflicts of interest, including interests in any competing businesses, are identified and managed effectively. It offers guidance on dealing with such situations as they arise, persist, or may arise within the Group, as well as the measures to be taken to resolve, eliminate, or mitigate such conflicts to minimise risks of bribery and corruption. This Policy applies to all employees of the Group, including those on internship or secondment and consultants engaged by the Group on a full-time basis.

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MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

The policy is reviewed and updated periodically, with the last revision taking effect on 11 June 2024.



Please peruse our Conflict of Interest Policy on our corporate website at www.mrcb.com.my/corporate-governance.html.

The Board Charter governs Directors in terms of conflict of interest declarations and management. Apart from the Board Charter, Directors must ensure compliance with any requirements under the law or regulations pertaining to conflict of interest, including but not limited to the Companies Act 2016 and Bursa Malaysia's Main Market Listing Requirements.

ROLES & RESPONSIBILITIES OF THE BOARD

The Board is entrusted with the overall governance of MRCB, setting a clear tone from the top by focusing on strategy, governance, and compliance in all aspects of our operations.

In dutifully discharging its functions, the main roles and responsibilities of the Board are as follows:

- To set the overall strategy for the Group;
- To oversee and evaluate the conduct and performance of the Group's businesses;
- To deliberate Management's proposals for the Company, which includes the overall corporate strategy, business plan, and budget, and to monitor its implementation by Management;
- To promote good corporate governance culture within the Group to reinforce ethical, prudent, and professional behaviour;
- To promote and integrate sustainability through appropriate environmental, social, and governance considerations in the Group's business strategies and establishing clear strategies, priorities, and targets, and incorporating sustainability considerations when exercising its duties, including in the development and implementation of business plans, major plans of action, and risk management, among others;
- To take climate change and transition risks and opportunities into account in the delivery of the Group's business strategy, and ensuring compliance with all laws, regulations, and disclosure and reporting standards and best practices relating to environmental matters, as well as having regard for the needs of all its stakeholders in its pursuit of generating long-term returns for its shareholders;
- To assess and identify principal risks and ensure implementation of a proper risk management system in recognition that business decisions involve the taking of appropriate risks;
- To ensure the establishment of an appropriate succession plan for members of the Board and Senior Management, emphasising diversity and incorporating a broad range of sourcing strategies;
- To review the adequacy and the integrity of the management information and internal controls system of the Group and Company;
- To establish, review, and implement policies and procedures on whistleblowing, together with the Management;
- To establish and review policies and procedures to determine the remuneration of Directors and Senior Management, taking into account the demands, complexities and performance of the Company, as well as the skills and experience required;
- To commit itself and its Directors to ethical business and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members and in the discharging of their fiduciary duties; and,
- To provide and ensure accountability to shareholders and, to the extent possible, towards a wider range of stakeholders impacted by MRCB's decisions, such as employees, customers, and the local community in areas where the Group operates.

The following matters are reserved for the Board to determine and/or approve (save to the extent that the Board resolves that determination and/or approval of any such matter shall be delegated to the Committees of the Board or Senior Management):

- Corporate plans and programmes;
- Annual budgets, including major capital commitments;
- New ventures;
- Material acquisitions and disposals of undertakings and assets; and,
- Changes to the management and control structure within the Company and its subsidiaries, including key policies.



Please peruse our Board Charter for further details on the Board's roles, responsibilities, and reserved matters, accessible via our corporate website at www.mrcb.com.my/corporate-governance.html.

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MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

SEPARATION OF POWER BETWEEN THE BOARD AND MANAGEMENT

The Board ensures that its Chairman is a non-executive member of the Board, who does not serve on any of the Board Committees. This arrangement conserves the Chairman's impartiality and strengthens the Board's checks and balances when deliberating on observations and recommendations put forward by its Committees.

Furthermore, the Board exercises a clear demarcation of duties and responsibilities between the Chairman, the Executive Vice Chairman, and the Group Managing Director to maintain a balanced distribution of power and authority within the Board. The positions are also held by three (3) different individuals. Non-Executive Directors, who are wholly independent of Management and strictly do not engage in any day-to-day management activities of the Company, are relied upon to provide oversight of the Management.

The Board also appoints a Senior Independent Director to act as a trusted intermediary between the Non-Executive Directors and the Chairman, as well as the designated point of contact for shareholders and stakeholders to raise any concerns or inquiries regarding the affairs of the Company.



DATO' MOHAMAD NASIR AB LATIF

Chairman

The Chairman of MRCB is a Non-Independent, Non-Executive Director. The Chairman is responsible for the overall leadership and efficient functioning of the Board.

Roles & Responsibilities of the Chairman

- Providing leadership to the Board to ensure that the Board functions effectively, cohesively, and independently of Management;
- Leading the Board in establishing and monitoring good corporate governance practices in the Group;
- Leading and presiding over Board meetings and Company meetings and directing Board discussions to effectively use the time available to address the critical issues facing the Company;
- Setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;
- Encouraging active participation and ensuring that decisions fairly reflect the Board's consensus, following the provision of sufficient time for detailed discussions at which dissenting views are allowed to be freely expressed;
- Promoting constructive and respectful relations between Board members and managing the interface between Board members and Management;
- Ensuring that appropriate steps are taken to provide effective communication with stakeholders and that views are communicated to the Board as a whole; and,
- Leading efforts to address the Board's developmental needs.



For more information on the Chairman's profile, please refer to page 265 of this Integrated Annual Report.

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MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS



TAN SRI MOHAMAD SALIM FATEH DIN

Executive Vice Chairman

The Executive Vice Chairman is a Non-Independent Director who is responsible to the Board for the strategic direction of the Company.

Roles & Responsibilities of the Executive Vice Chairman

- Formulating and executing development strategies to maximise the value of the Group's land bank and other assets;
- Developing Green Buildings and sustainable development projects;
- Formulating climate action strategies in support of the Group's sustainability and net-zero targets;
- Leading business development activities and promoting the Group's services and solutions; and,
- Developing and managing key client relationships and other important stakeholders to aid the Group in the management of its important projects.



For more information on the Executive Vice Chairman's profile, please refer to page 266 of this Integrated Annual Report.

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BOARD LEADERSHIP & EFFECTIVENESS



DATUK IMRAN SALIM

Group Managing Director

The Group Managing Director is responsible for the overall operations of the business, organisational effectiveness and the implementation of the Group's strategies and policies. He is assisted by the Senior Management Team, with whom he consults regularly.

Roles & Responsibilities of the Group Managing Director

- Overseeing the implementation of the Group's long-term strategy and ensuring consistent and timely progress towards achieving its mission;
- Ensuring that the Company and/or the Group's business is properly and efficiently managed, and the executive team implements the policies and strategies set by the Board and its Committees;
- Recommending suitable management structures and operating authority levels, which include delegations of responsibilities to the Management;
- Ensuring there is an effective Management team below the level of the Group Managing Director and developing an appropriate succession plan;
- Ensuring that the objectives and standards of performance expected are understood by the Management and employees;
- Ensuring that the necessary operational planning, sustainability, health & safety, risk management, and other control systems are in place;
- Business development and managing important clients and other external stakeholders;
- Ensuring the development and continued adherence to sound financial practices;
- Developing strategic marketing and sales plans to boost profits and efficiency;
- Driving performance and monitoring financial results against budgets and plans on an ongoing basis;
- Fostering a corporate culture that promotes sustainable and ethical practices, encourages individual integrity, health & safety, and fulfils MRCB's social responsibilities;
- Maintaining a positive and ethical working environment that is conducive to attracting, retaining, and motivating a diverse workforce;
- Overseeing the recruitment, employment, and dismissal of personnel;
- Ensuring continuous improvements in the quality, value, and sustainability of MRCB's products and services;
- Coordinating cross-functional efforts in pursuit of the Company's goals;
- Developing, implementing, and managing the Company's risk management and internal control systems within the risk appetite and framework approved by the Board; and,
- Keeping the Board fully informed of the condition of the organisation and all relevant factors influencing it.



For more information on the Group Managing Director's profile, please refer to page 267 of this Integrated Annual Report.

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BOARD LEADERSHIP & EFFECTIVENESS



DATO' WAN KAMARUZAMAN WAN AHMAD

Senior Independent Director

The Senior Independent Director is an important intermediary between the various Board members and external stakeholders.

Roles & Responsibilities of the Senior Independent Director

- Acting as a sounding board for the Chairman and Group Managing Director on Board matters;
- Being a conduit, as required, for views by other Non-Executive Directors on the performance of the Chairman and chairing a formal annual session of the Nomination & Remuneration Committee to agree on the Chairman's objectives and review his performance;
- Serving as the principal conduit between the Independent Directors and the Chairman on sensitive issues;
- Being the focal point for Board members for any concerns regarding the Chairman or the relationship between the Chairman and the Group Managing Director; and,
- Acting as a trusted intermediary for Non-Executive Directors and, where required, helping them challenge and contribute effectively.

The Senior Independent Director also provides an alternative, independent communication channel for shareholders and stakeholders to convey their concerns and raise issues that cannot otherwise be resolved through regular channels.

All queries relating to the Group can be channelled to the Senior Independent Director's email address, wkwa@mrcb.com or directed to the following address:

Dato' Wan Kamaruzaman Wan Ahmad

Senior Independent Director

Malaysian Resources Corporation Berhad
Level 30, Menara Allianz Sentral,
No. 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral,
50470 Kuala Lumpur, Malaysia.



For more information on the Senior Independent Director's profile, please refer to page 269 of this Integrated Annual Report.

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BOARD LEADERSHIP & EFFECTIVENESS

BOARD DIVERSITY & COMPOSITION

The composition of a Board is pivotal in shaping its effectiveness and dynamics. A diverse Board brings a broad range of experiences, knowledge, and perspectives, enhancing oversight and maintaining a competitive edge. Members should collectively possess a balanced mix of skills and insights that align with the Company's purpose, objectives, and strategic goals, fostering an environment conducive to constructive dialogue, ensuring the Board remains attuned to the diverse interests of all its stakeholders.

MRCB's Board is comprised of a strong eight-member team, each bringing a diverse set of skills, experiences, and expertise to better guide and navigate the Group. Notably, three (3) of the members have extensive working experience in our core operating activities of Property Development & Engineering and Construction, namely our Executive Vice Chairman, Tan Sri Mohamad Salim Fateh Din; our Group Managing Director, Datuk Imran Salim; and our Non-Executive Director, Mohamad Hafiz Kassim. The Board believes that its current composition and size enable it to discharge its duties and responsibilities effectively and competently, with adequate diversity and inclusion reflected in board balance, board tenure, gender, age, and other experiences.

Board Balance

Non-Independent
Non-Executive Chairman



Executive
Vice Chairman



Group Managing
Director



Non-Independent
Non-Executive Director



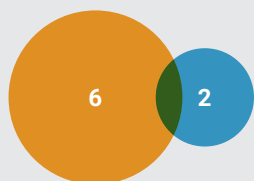
Independent
Non-Executive Directors



Board Tenure



Less than 5 years



More than 5 years

Gender Diversity



Male

5



Female

3

Background/Experience

Banking, Finance /
Investment & Economics



Assurance & Regulatory
Oversight



Property & Construction

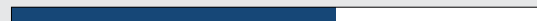


Public Administration



Key Capabilities

Strategy Formulation



5/8

Business Management



4/8

Capital Markets



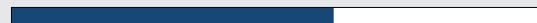
4/8

Financial Expertise



5/8

Governance & Risk Management



5/8

Regulatory Expertise



3/8

Property & Construction Industry Experience



4/8

People Leadership



6/8

Technology Experience



1/8

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BOARD LEADERSHIP & EFFECTIVENESS

BOARD INDEPENDENCE

All Directors, regardless of their independent status, are expected to always act in the best interests of MRCB and exercise independent and unbiased discretion and judgement. The Board recognises the vital role Independent Directors play in promoting good corporate governance, particularly in the area of related party transactions where they safeguard the interests of minority shareholders.

The Board evaluates the independence of its Independent Directors upon their appointment, and conducts annual assessments thereafter, or whenever new interests are disclosed. The Nomination & Remuneration Committee, chaired by the Senior Independent Director, takes responsibility for such assessments, as well as for identifying and recommending suitable new Board candidates to the Board.

To date, all our Independent Directors meet the following criteria:

- a) Independent from Management and free from any business or other relationship which could compromise their independent judgement, objectivity, or the ability to act in the Company's best interest.
- b) Not involved in the Company's day-to-day operations except when collective Board approval is required. This mitigates the risk of undue influence from third parties and allows Independent Non-Executive Directors to exercise fair judgement.
- c) Declared their interests or any potential conflict of interest in any matter tabled prior to the commencement of Board meetings. Directors are able to ascertain their involvement in any proposal as the papers are disseminated to them at least five (5) business days before each meeting. In a situation where there is a conflict of interest, Directors are required to recuse themselves and abstain from deliberations and voting to allow unbiased and free discussion and decision-making. This also holds true for and applies to Non-Independent Non-Executive Directors.

As a matter of policy, the Board has established that the tenure of Independent Directors shall not exceed a term of nine (9) years, as prolonged tenures may foster a sense of familiarity with Management and sympathy for their interests, potentially undermining an Independent Director's objectivity. In 2024, none of our Independent Directors reached the nine (9) year tenure limit.

With the appointment of Datuk Rashidah Mohd Sies, Independent Directors now constitute half of the eight-member Board. The Board is keen to restore its previous majority independent Board members position to provide the necessary checks and balances to the Board's deliberations and informed decision-making process.

BOARD MEETINGS & ATTENDANCE

The Board convenes regular meetings, not less than four (4) times a year. All Board meetings are pre-scheduled before the start of the financial year to give Directors ample time to plan and incorporate the meeting dates into their respective schedules, ensuring full attendance at meetings. Board meetings are held after the finalisation of the Company's quarterly and annual results, allowing the Board to review and approve them prior to announcing them to Bursa Malaysia. Other business propositions and corporate proposals are also evaluated and deliberated, with relevant members of the Senior Management attending by invitation to report to the Board on matters pertinent to their areas of responsibility. In arriving at Board decisions, the will of the majority prevails.

In addition to scheduled quarterly meetings, the Board convenes as and when necessary to consider and deliberate urgent proposals. Approvals by way of circular resolutions are another option available to the Directors for urgent proposals that arise in between scheduled Board meetings; however, these are generally used sparingly.

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BOARD LEADERSHIP & EFFECTIVENESS

The Board also participates in an annual offsite Strategy Meeting, which provides an opportunity to engage with Management in an informal setting, review the Group's business direction, strategic plans, and priorities, and assess the competitive landscape. Additionally, the offsite Strategy Meeting offers valuable time and space for Board members to foster accountability, enhance group participation, and develop much greater insights into the Group.

Directors are expected to dedicate sufficient time to allow the proper and effective discharge of their various duties and obligations. If physical attendance at a meeting is not feasible for any reason, Directors have the option to participate remotely via video conferencing solutions. Moreover, Directors may also express their views and opinions to other Directors and the Company Secretary via secured collaborative software. In all cases, Directors are expected to attend to Board matters personally and are not permitted to appoint proxies to participate on their behalf.

Before accepting any new directorships on the Board of other listed or non-listed entities, Directors must notify the Chairman and disclose the time commitment involved in such new appointments. In line with Bursa Malaysia's Main Market Listing Requirements (MMLR), Directors may hold no more than five (5) directorships in listed issuers at any given time.



The list of directorships held by each Director is detailed in their respective Board of Directors' Profile on pages 265 to 272 of this report.

Throughout the financial year, all Directors participated fully in Board meetings, engaging in active discussions and freely expressing their opinions, views, and concerns on various matters. The Directors' total commitment towards their duties and responsibilities was evident from their consistent attendance at Board meetings held during the financial year. All Directors surpassed the minimum attendance requirement of at least 50% of the Board meetings pursuant to Paragraph 15.05(3)(c) of Bursa Malaysia's MMLR.

Schedule of Meetings in 2024

Meeting	Q1	Q2	Q3	Q4
Annual General Meeting (AGM)	-	24 May	-	-
Executive Committee (EXCO)	-	22 April	12 August	14 October
Audit & Risk Management Committee (ARMC)	28 February 28 March	27 May	28 August	27 November
Nomination & Remuneration Committee (NRC)	28 February 28 March	14 May	16 August	-
Long-Term Incentive Plan Committee (LTIP)	-	-	-	-
Board of Directors	11 January 29 February 29 March	30 May	30 August	27 November 13 December
Strategy Meeting	-	-	EXCO - 3 August	-

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

Directors' Attendance at Meetings in 2024

No.	Board Member	Attendance					
		Board	Committees				AGM
			EXCO	ARMC	NRC	LTIP	
Non-Independent Non-Executive Chairman							
1.	Dato' Mohamad Nasir Ab Latif	7/7	-	-	-	-	1/1
Executive Vice Chairman							
2.	Tan Sri Mohamad Salim Fateh Din	7/7	-	-	-	-	1/1
Group Managing Director							
3.	Datuk Imran Salim	7/7	3/3	-	-	-	1/1
Non-Independent Non-Executive Director							
4.	Mohamad Hafiz Kassim	7/7	3/3	-	4/4	-	1/1
Independent Directors							
5.	Dato' Wan Kamaruzaman Wan Ahmad	7/7	3/3	5/5	4/4	-	1/1
6.	Dato' Dr Junaidah Kamarruddin	6/7	3/3	5/5	4/4	-	1/1
7.	Lim Fen Nee	7/7	-	5/5	-	-	1/1
8.	Datuk Rashidah Mohd Sies	3/3	-	-	-	-	-
Overall attendance		98.1%	100%	100%	100%	-	100%

Notes:

- On 1 March 2024, Dato' Mohamad Nasir Ab Latif was redesignated as Chairman.
- On 29 March 2024, the following changes to the designations within the Board Committees were implemented:
 - Dato' Mohamad Nasir Ab Latif resigned as the Chairman of EXCO.
 - Mohamad Hafiz Kassim was redesignated as the Chairman of EXCO.
 - Dato' Dr Junaidah Kamarruddin was appointed as a member of the EXCO.
 - Lim Fen Nee was appointed as the Chairman of LTIP.
- On 13 June 2024, Datuk Rashidah Mohd Sies was appointed as an Independent Director.
- On 27 November 2024, Datuk Rashidah Mohd Sies was appointed as a member of the NRC.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

HIGHLIGHTS OF BOARD ACTIVITIES IN 2024

Performance & Strategy

- Strategy Deliberation and Formulation
- Operational Progress Updates
- HR Strategies, such as Compensation & Benefits, Succession Planning, and Learning & Development Updates
- Digitalisation & Automation Implementation Updates

Governance, Risk & Compliance

- Board Committee Updates
- Key Enterprise Risks, Risk Registers, and Risk Mitigation Plans
- Quarterly Audit Status Reports
- Anti-Bribery Management System (ABMS) Updates, including Whistleblowing and Gift Register Reviews
- Employee and Supply Chain Anti-Bribery and Corruption (ABC) Training and Communication Updates
- IT, Digitalisation, and Cybersecurity Updates
- Quarterly Health & Safety Data Updates

Sustainability

- Progress on Scope 1 and Scope 2 emissions reduction targets, and expanding disclosures on Scope 3 emissions
- Evaluated climate physical risks and opportunities and expanding Task Force on Climate-Related Financial Disclosures (TCFD) and International Financial Reporting Standards (IFRS)-aligned disclosures through an IFRS S2 Gap Analysis & Adoption Road Map, and approved work on a quantitative assessment on the Group's transition risks
- Improving MRCB's FTSE4Good Bursa Malaysia Index scores and positions and MSCI ESG rating
- Supply chain ESG readiness assessments
- Sustainability training and upskilling
- Diversity, Equity, and Inclusion (DEI) capacity building
- Participating in Bursa Malaysia's Centralised Sustainability Intelligence (CSI) platform

Financial

- Annual Business Plan and Budget
- Annual Audited Financial Statements
- Quarterly Financial Results
- Annual Dividend
- Deliberation on Acquisitions, Disposals, and Tender Proposals
- Cost Reduction Initiatives
- Sustainable Finance
- Related Party Transactions (RPT)

People & Culture

- Succession Planning
- Talent Management Initiatives
- Learning & Development Initiatives
- Employee Engagement Initiatives
- Corporate Social Responsibility (CSR) Initiatives
- Workforce Planning
- Annual Performance Bonus & Increment
- Conversion of contract employees to permanent employment contracts and retention initiatives
- Executive Vice Chairman's and Executive Director's contract renewals

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

BOARD ACCESS TO INFORMATION

The quality of information provided to the Board is crucial for sound decision-making. In the course of discharging their duties, all Directors are provided with the following:

- a) Full and unfettered access to timely and accurate information. The notice, agenda, and a complete set of Board papers are typically distributed to the Directors via a secured collaborative digital platform at least five (5) business days prior to each Board or Committee meeting. In addition to easing the dissemination of papers and minimising potential leakage of sensitive information, this approach enables Directors to access, review, and collaborate with their peers on the papers anytime and anywhere. If necessary, Directors may also request and obtain further information on the matters to be discussed in order to be adequately prepared for the meetings.
- b) Unrestricted access to the advice and services of the Company Secretary and Senior Management.
- c) Unrestricted access to the advice and services of independent professionals made available to Board members individually and collectively. Such advice and services are made available at the Company's expense and are wholly independent of Management's intervention.

In addition, the Board may collectively initiate or direct any investigation and may retain, at the Company's expense, any legal, accounting, or other services that it deems necessary to perform its duties.

Company Secretary

MOHD NOOR RAHIM YAHAYA

Company Secretary

The Company Secretary is a member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and is bound by MAICSA's Code of Professional Ethics and Conduct to Act as Company Secretaries. He possesses the requisite experience to provide unhindered advice to the Board to ensure its effective functioning and compliance with all regulatory requirements.

Roles & Responsibilities of the Company Secretary in relation to the Board

- Attending all Board meetings and ensuring that all deliberations are properly documented and recorded;
- Ensuring that all Board procedures are followed and the applicable rules and regulations for the conduct of the Board's affairs are complied with;
- Advising the Board on issues relating to the Company's Constitution, corporate governance best practices, and compliance-related matters;
- Circulating draft minutes to all Directors for their perusal and comments before the confirmation of the same at the next meeting; and,
- Serving adequate notice to Directors and the Company's principal officers to notify them of the 'closed periods' for trading of the Company's shares, in accordance with Bursa Malaysia's Main Market Listing Requirements.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

The Company Secretary keeps abreast of the evolving regulatory changes and developments through continuous training. During the year under review, the Company Secretary attended the following training programmes:

No.	Training / Seminar	Date	Organiser
1.	Risk Management Workshop	16 March	Tricor/Axcelasia
2.	MAICSA Annual Conference 2024 – Sustainability Today for Tomorrow	22 & 23 October	Malaysian Institution of Chartered Secretaries and Administrators (MAICSA)
3.	HRD Corp e-Latih – Due Diligence	29 October	Human Resource Development Corporation (HRD Corp)

The Board is satisfied with the performance and support rendered to the Board by the Company Secretary in discharging its functions for the year under review.

DIRECTORS' INDEMNITY

We continued to provide and maintain indemnification for our Directors throughout the financial year as allowed under the Companies Act 2016 (CA 2016) to the extent it is insurable under the Directors' and Officers' (D&O) Liability Insurance. Directors and Officers are indemnified against any liability incurred by them in discharging their duties while holding office as Directors and Officers of the Company.

All Directors may opt to obtain additional D&O insurance to provide protection (to the extent it is insurable) against unindemnified liabilities by the Company or other uninsured circumstances. Any premiums for such additional coverage are to be borne by the Directors themselves.

BOARD DELEGATION

Board Committees

The Board periodically establishes committees as deemed necessary to assist in fulfilling its duties and responsibilities. During the year under review, the following four (4) Board Committees were in operation:

Board Committee	Core Function
Executive Committee	Provides organisational direction to the Group Managing Director and the Senior Management team
Audit & Risk Management Committee	Fulfils the Board's audit and risk governance and oversight responsibilities over the activities of the Group, including reviewing and reporting to the Board any conflicts of interest situation that arose, persists, or may arise together with the measures taken to resolve, eliminate, or mitigate such conflicts
Nomination & Remuneration Committee	Develops and administers a fair and transparent policy for the nomination, selection, compensation, and succession planning of Directors and Senior Management, setting Key Performance Indicators of Senior Management, aligning the Group's human capital with the strategic objectives of the organisation, in addition to overseeing learning and development and culture related initiatives
Long-Term Incentive Plan Committee	Implements and administers the share grant plan under the Group's LTIP

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

Each Committee operates under the authority delegated by the Board to address and deliberate on specific matters outlined in its Terms of Reference. The Chairman of each Committee reports the outcomes of the Committee meetings to the Board during the quarterly Board meetings. The approved minutes of the Committee meetings are included in the Board Papers for the Board's notification.



Further details on each Committee are set out in their respective Committee Reports on pages 332 to 340 of this report.



Please peruse the Terms of Reference for the various Board Committees on our corporate website at www.mrcb.com.my/corporate-governance.html.

Powers delegated to Management

The Board grants specific levels and limits of authority to the Group Managing Director, empowering him to manage the Company and its operations. While the Group Managing Director may further delegate certain aspects of his authority and power to the Management team as required, he remains ultimately accountable to the Board for the Group's overall performance. Both the Group Managing Director and his Management team are obligated to report regularly to the Board on the progress made by the Group's business units.

Limits of Authority

To uphold the accountability of the Group Managing Director and Senior Management, the Group has established a Limits of Authority framework, which delineates the transaction thresholds that each Management level is authorised to approve or commit on behalf of the Group. It also identifies transactions requiring escalation for approval by the Board or Board Committees. The Limits of Authority document covers both financial and operational commitments, including areas such as the approval of project and departmental budgets, contract or agreement signings, and staff recruitment.

All changes to the Limits of Authority need to be approved by the Board and may be revised as and when required, with the last revision being approved by the Board on 27 March 2023.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

DIRECTORS' TRAINING AND CONTINUING DEVELOPMENT

Pursuant to Paragraph 15.08 of Bursa Malaysia's Main Market Listing Requirements (MMLR), the Directors recognise the importance and value of keeping themselves abreast of the latest developments in the corporate landscape and within the industries in which MRCB operates, with a particular focus on areas like sustainability, digitalisation and automation, and other technological advancements. The Board also recognises the need to remain updated on evolving governance standards, and statutory and regulatory requirements and is committed to keeping pace with these changes.

In addition to the Mandatory Accreditation Programmes (MAP) required by Bursa Malaysia, the Directors continually enhance their knowledge and skills through appropriate continuing development programmes, conferences, and seminars. These opportunities enable the Directors to effectively discharge their duties and actively contribute to Board deliberations.

The Board regularly assesses the training needs of the Directors and ensures that they have access to continuing education programmes. The training programmes and seminars attended by the Directors throughout 2024 were as follows:

DATO' MOHAMAD NASIR AB LATIF

No.	Training/Seminar Attended	Date	Organiser
1.	What Amounts to a Conflict of Interest by Directors?	11 January	Skrine & Co.
2.	Insights into Securities Commission Malaysia's Maqasid Al-Shariah Guidance	27 February	Securities Commission Malaysia
3.	Risk Management Workshop	16 March	Tricor/Axcelasia
4.	Cybersecurity	27 March	Firmus Sdn Bhd
5.	"Hajah and Darurah" – Shariah Operational Issues for Islamic Finance	30 April	Cert Events Sdn Bhd
6.	Director's Liabilities within Their Respective Institution's AML Framework	3 July	Asian Institute of Bankers (AICB)
7.	Ikhlas Capital Annual Conference	19 July	Ikhlas Capital (Private Equity)
8.	KWAP INSPIRE Conference 2024 – Advancing Circular Transformation for a Climate Smart Malaysia	6 August	Retirement Fund Incorporated (KWAP)
9.	Building Sustainable Credibility: Assurance, Greenwashing, and the Rise of Green-hushing	24 September	Institute of Corporate Directors Malaysia (ICDM)
10.	Conflict Of Interest – Navigating the Grey Areas: Ethics and COI in Modern Governance	26 November	Institute of Corporate Directors Malaysia (ICDM)
11.	PLUS Safety Day Program 2024	26 November	PLUS Malaysia Berhad

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

TAN SRI MOHAMAD SALIM FATEH DIN

No.	Training/Seminar Attended	Date	Organiser
1.	Pacific Telecommunications Council 2024	21 – 24 January	Malaysian Communications and Multimedia Commission (MCMC)
2.	Mobile World Congress 2024	26 – 29 February	Malaysian Communications and Multimedia Commission (MCMC)
3.	Risk Management Workshop	16 March	Tricor / Axcelasia
4.	Mobile World Congress (MWC) Shanghai 2024	24 – 28 June	Malaysian Communications and Multimedia Commission (MCMC)
5.	Submarine Network World 2024	25 September	Malaysian Communications and Multimedia Commission (MCMC)
6.	Conflict of Interest ("COI") and Governance of COI	2 October	Bursa Malaysia Berhad

DATUK IMRAN SALIM

No.	Training/Seminar Attended	Date	Organiser
1.	Risk Management Workshop	16 March	Tricor / Axcelasia
2.	Mandatory Accreditation Programme Part II – Leading for Impact (LIP)	20 & 21 May	Institute of Corporate Directors Malaysia (ICDM)
3.	Transform Your Organisation: Unleashing the AI Revolution	10 June	Institute of Corporate Directors Malaysia (ICDM)
4.	Navigating ESG Risk in the Supply Chain	29 July	Institute of Corporate Directors Malaysia (ICDM)
5.	Board Ethics: Growing Concerns for New Technology, Stakeholder Interests and Conflict of Interest	16 October	Institute of Corporate Directors Malaysia (ICDM)
6.	Advancing Best Practices & Policies for Sustainable Waste Management – Sustainable Waste Management Conference 2024	13 & 14 November	SW Corp / Ministry of Housing and Local Government (KPKT)
7.	Introduction to Corporate Directorship: Foundations of Effective Board Leadership	21 November	Institute of Corporate Directors Malaysia (ICDM)

DATO' WAN KAMARUZAMAN WAN AHMAD

No.	Training/Seminar Attended	Date	Organiser
1.	Risk Management Workshop	16 March	Tricor/Axcelasia
2.	Strategic Asset Allocation Workshop	18 May	Employees Provident Fund (EPF)

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

DATO' WAN KAMARUZAMAN WAN AHMAD

No.	Training/Seminar Attended	Date	Organiser
3.	Mandatory Accreditation Programme Part II – Leading for Impact (LIP)	20 & 21 May	Institute of Corporate Directors Malaysia (ICDM)
4.	The International Social Wellbeing Conference 2024 – Ageing and Longevity: Towards a Meaningful Retirement	4 & 5 June	Employees Provident Fund (EPF)
5.	Sasana Symposium 2024 – Structural Reforms: Making it a Reality for Malaysia	12 & 13 June	Bank Negara Malaysia
6.	Asia Asset Management Conference	20 June	Asia Asset Management
7.	Corporate Governance, MACC Act 2009 & AMLA 2001: Prevention, Detection & Collaboration in Fronting Compliance	17 July	MBSB Bank Berhad
8.	Ikhlas Capital Annual Conference	19 July	Ikhlas Capital (Private Equity)
9.	Reputation and Crisis Management	5 August	MBSB Bank Berhad
10.	Strategic Oversight and Stewardship in Sustainability and Climate Risk	5 August	MBSB Bank Berhad
11.	KWAP INSPIRE Conference 2024 – Advancing Circular Transformation for a Climate Smart Malaysia	6 August	Retirement Fund Incorporated (KWAP)
12.	National Women's Day 2024 – Leading with Wellness: Women's Leadership and Health: Body, Mind & Soul	23 August	Women Leadership Foundation
13.	EPF Investment Seminar (EIS) 2024 Malaysia – Where are the Opportunities	26 August	Employees Provident Fund (EPF) Investment Division
14.	Key Insights of Hajah and Darurah Principles and Applications	11 September	MBSB Bank Berhad
15.	Cybersecurity	11 September	MBSB Bank Berhad
16.	Ethical Finance Global 2024	24 & 25 September	Global Ethical Finance Initiative
17.	Khazanah Megatrends Forum 2024	7 & 8 October	Khazanah Nasional Berhad
18.	DTX 2024 – Reimagining Retirement: Unlocking Digital Potential to Achieve a Better Retirement Future	29 October	Employees Provident Fund (EPF)
19.	The 19 th Kuala Lumpur Islamic Finance Forum (KLIFF 2024)	5 – 7 November	KLIFF & MBSB Bank Berhad
20.	Bespoke Programme – Achieving Boardroom Excellence Redefining Directorship for the Modern Era Learning Outcomes	20 November	Employees Provident Fund (EPF)

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

MOHAMAD HAFIZ KASSIM

No.	Training/Seminar Attended	Date	Organiser
1.	Risk Management Workshop	16 March	Tricor/Axcelasia
2.	Mandatory Accreditation Programme Part II – Leading for Impact (LIP)	20 & 21 May	Institute of Corporate Directors Malaysia (ICDM)
3.	EPF Investment Seminar (EIS) 2024	26 August	Employees Provident Fund (EPF) Investment Division
4.	BNY Asset Owner Innovation Summit 2024	25 & 26 September	BNY Mellon / Stanford Long-Term Investing (SLTI)
5.	Government Linked Investment Companies (GLIC) Integrity Event (GIE 2024)	12 November	SPRM / KWSP, PNB, Khazanah, LTAT, TH, PERKESO and KWAP
6.	Regional Social Security Forum (RSSF) Asia and the Pacific 2024	3 – 5 December	International Social Security Association (ISSA)

DATO' DR JUNAIDAH KAMARRUDDIN

No.	Training/Seminar Attended	Date	Organiser
1.	Risk Management Workshop	16 March	Tricor / Axcelasia

LIM FEN NEE

No.	Training/Seminar Attended	Date	Organiser
1.	Offsite Strategic Board Discussion	17 – 19 January	Allianz Malaysia Berhad
2.	ICDM BNRC Dialogue & Networking + Aspiring Directors Immersion Programme (ADIP) Graduation Ceremony: Cultivating Future Board Leaders	23 January	Institute of Corporate Directors Malaysia (ICDM)
3.	ACCA Capital Gains Tax and Domestic and Foreign Transactions	21 February	Association of Chartered Certified Accountants (ACCA)
4.	Future-Proofing Malaysian Businesses: Navigating Cyber-Threats in the Age of AI & Thriving in a High-Risk Landscape	11 March	Institute of Corporate Directors Malaysia (ICDM)
5.	Risk Management Workshop	16 March	Tricor / Axcelasia
6.	ESG Matters@ACCA: Applying IFRS Sustainability Disclosures Standards (ISSB S1 & S2)	8 April	Association of Chartered Certified Accountants (ACCA)
7.	Compliance Update on New/Revised Policy Documents issued by Bank Negara Malaysia to Directors by Compliance Team	22 April	Allianz Malaysia Berhad

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BOARD LEADERSHIP & EFFECTIVENESS

LIM FEN NEE

No.	Training/Seminar Attended	Date	Organiser
8.	MIA Digital Month Webinar 2024 – Sustainable Technology Unveiled	25 April	Malaysian Institute of Accountants (MIA)
9.	Leadership in a Changed World: Upskill Your Leadership Capabilities to Drive Resilient Teams	9 May	Association of Chartered Certified Accountants (ACCA)
10.	MIA Digital Month Webinar 2024 – Navigating Tomorrow: GenAI in The Accountancy Profession	9 May	Malaysian Institute of Accountants (MIA)
11.	ICDM PowerTalk – Being Sued as an INED – A Personal Journey	10 May	Institute of Corporate Directors Malaysia (ICDM)
12.	MIA Accounting & Financial Technology Showcase 2024 on Digital Empowerment: Innovation for Sustainable Growth and Future Leadership	15 May	Malaysian Institute of Accountants (MIA)
13.	Briefing on E-Invoicing by Deloitte Tax Services Sdn Bhd	23 May	Allianz Malaysia Berhad
14.	Sharing Session on Conflict of Interest by Wong & Partners	31 May	Allianz Malaysia Berhad
15.	MIA Webinar – The Rise of GenAI in Accounting	5 June	Malaysian Institute of Accountants (MIA)
16.	MIA International Conference 2024	11 & 12 June	Malaysian Institute of Accountants (MIA)
17.	KPMG Transfer Pricing Rules 2023 and Documentation	25 June	KPMG
18.	Briefing on Integrated Reporting Framework by KPMG Management & Risk Consulting Sdn Bhd	22 July	Allianz Malaysia Berhad
19.	Presentation to Directors on ERM Climate Strategy Findings	22 July	MRCB
20.	Data and Artificial Intelligence Briefing by Data Office and IT	4 September	Allianz Malaysia Berhad
21.	How Can Boards Make the Most of Blockchain & Digital Assets	20 September	Institute of Corporate Directors Malaysia (ICDM)
22.	Khazanah Megatrends Forum 2024	7 & 8 October	Khazanah Nasional Berhad

DATUK RASHIDAH MOHD SIES

No.	Training/Seminar Attended	Date	Organiser
1.	Cyber Security Awareness for Board of Directors and Senior Management	3 October	Cyber Intelligence Sdn Bhd
2.	Khazanah Megatrends Forum 2024	7 & 8 October	Khazanah Nasional Berhad
3.	Understanding the Challenging Role of an Independent Director	19 November	Minority Shareholders Watch Group (MSWG)

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

BOARD EFFECTIVENESS EVALUATION

The effectiveness of the Board is vital to the success of the Group. Therefore, it is our practice to conduct a Board Effectiveness Evaluation (BEE) annually in order to assess the effectiveness of the Board as a whole, the respective Board Committees, and the contribution of individual Directors. We also engage independent consultants at least once every three (3) years to support this process to facilitate more rigorous and objective evaluations. An independent consultant was last appointed for the 2022 evaluation, conducted in 2023.

The results of the BEE and the recommendations to improve the Board's effectiveness are discussed and deliberated at the Nomination & Remuneration Committee and at Board meetings.

Scope of Evaluation



Board as a whole



All Board Committees



Contribution of
Individual Directors

MRCB is cognisant that periodic evaluations present an opportunity to gain valuable shared insights into the operations of the Board and ways to improve its processes, relationships, and composition. A well-executed evaluation exercise identifies opportunities to enhance performance and adopt best practices.

The Company Secretarial Department facilitated an internal evaluation exercise, distributing questionnaires to the Board members to assess the effectiveness of the Board, its Committees, and the performance and contribution of each Director. This exercise aimed to identify both strengths and areas of improvement, providing the Board with insights to improve its performance in pursuit of MRCB's objectives.

The questionnaires were formulated by taking into consideration the requirements under the Malaysian Code on Corporate Governance (MCCG) 2021 as well as other relevant regulatory governance guidelines, including the Companies Act 2016, Bursa Malaysia's Main Market Listing Requirements (MMLR), Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries, and Bursa Malaysia's Corporate Governance Guide, 4th Edition. Insights from the ASEAN Corporate Governance Scorecard, the Organisation for Economic Co-Operation and Development (OECD) Corporate Governance Principles 2023, and the Environment, Social, and Governance (ESG) indicators from FTSE4Good were also taken into consideration in formulating the questionnaires.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

The questionnaires encompassed nine (9) assessment segments or topics for completion by relevant parties, as set out below:

Assessment Topic	Participant(s)
Board Governance and Oversight	All Board Members
Board Processes and Infrastructure	
Board Capabilities Assessment	
Self and Peer Assessment	
Fit and Proper Assessment	
Independence Assessment	Independent Directors Only
Audit and Risk Management Committee (ARMC) Assessment	Respective Board Committee Members
Nomination and Remuneration Committee (NRC) Assessment	
Executive Committee (EXCO) Assessment	

The criteria assessed within each assessment topic were as follows:

Assessment Topic	Criteria
Board Governance and Oversight <ul style="list-style-type: none"> Evaluates the efficacy, alignment, and collaborative dynamics of the Board of Directors in relation to governance and oversight. 	<ul style="list-style-type: none"> Corporate Purpose and Alignment; Board-Management Dynamics; and, Boardroom Activities and Performance Oversight.
Board Processes and Infrastructure <ul style="list-style-type: none"> Delves into the mechanics of the Board's operations and the underlying infrastructure that governs the Board's activities. 	<ul style="list-style-type: none"> Board Structure; Board Meetings and Stewardship; Board Papers and Information Flow; Board Policies and Procedures; Succession Planning; and, Secretarial Support.
Board Capabilities Assessment <ul style="list-style-type: none"> Evaluates the technical proficiencies of Directors based on their education and work experience as well as their respective behavioural attributes. 	<ul style="list-style-type: none"> Behavioural Competencies; and, Technical Competencies.
Self and Peer Assessment <ul style="list-style-type: none"> Facilitates an introspective reflection on each Director's contribution and performance, enabling respective Board members to evaluate their own contribution in relation to their peers. 	<ul style="list-style-type: none"> Board of Directors; and, Group Managing Director.
Fit and Proper Assessment <ul style="list-style-type: none"> Serves to corroborate the Director's qualifications and suitability in fulfilling their fiduciary duties to MRCB. It ensures that there are no adverse issues during the review period and upholds the organisation's standards of professionalism, ethics, and expertise. 	<ul style="list-style-type: none"> Probity; Personal Integrity; Financial Integrity; Experience and Competence; and, Time Commitment.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

Assessment Topic	Criteria
Independence Assessment <ul style="list-style-type: none"> Evaluates Independent Directors in their role of bringing objectivity to the Board's oversight function. Their unbiased perspective allows for meaningful debates and effective challenges to Management. 	<ul style="list-style-type: none"> Background; Economic Relationship; Family Relationship; Tenure; and, Time Commitment.
Audit and Risk Management Committee (ARMC) Assessment <ul style="list-style-type: none"> Ascertains the contributions and areas for potential enhancement of the ARMC. 	<ul style="list-style-type: none"> Skills and Composition; and, Functionalities and Oversight Responsibilities.
Nomination and Remuneration Committee (NRC) Assessment <ul style="list-style-type: none"> Ascertains the contributions and areas for potential enhancement of the NRC. 	
Executive Committee (EXCO) Assessment <ul style="list-style-type: none"> Ascertains the contributions and areas for potential enhancement of the EXCO. 	

Most assessment forms required participants to input ratings on a scale of 1 (Strongly Disagree/Needs Improvement) to 5 (Strongly Agree/Outstanding), while the Fit and Proper Assessment was completed by using binary indicators of "Yes" and "No". Apart from the aforementioned standard rating indicators, selected assessment criteria, questions, or statements were completed based on the description that best reflects the Directors' thoughts and actions. Assessment questions or statements which necessitate qualitative or open-ended responses were designed to elicit feedback in a candid and forthcoming manner. These were used to corroborate the findings and form the basis of the identified strengths of and improvement opportunities for the Board, its Committees, and individual Directors.

Upon completion of the questionnaires by Board members in February 2025, the Company Secretary proceeded with analysing the findings and evaluation results. Overall, the results of the evaluation were positive in which all nine (9) segments received "Exceeds Expectations" scores, with Board Governance and Oversight, Board Processes and Infrastructure, and Board Capabilities scoring particularly well. The Board has taken note of the findings and results and the areas requiring minor improvements, and has undertaken to address these in the appropriate manner.

The findings and evaluation results were reviewed by the Nomination & Remuneration Committee on 21 March 2025 and subsequently presented to the Board on 27 March 2025.

Based on the findings of the BEE, the Board is satisfied with its performance, effectiveness, and composition, and that of the Board Committees.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Appointment of Directors

Pursuant to Paragraphs 15.01A and 15.08A(3) of Bursa Malaysia's Main Market Listing Requirements (MMLR), MRCB has established a comprehensive Directors' Fit and Proper Policy that outlines the approach and procedures to ensure a formal, rigorous, and transparent screening process is followed for the appointment and re-election of the Directors.



Please peruse our Directors' Fit and Proper Policy on our corporate website at www.mrcb.com.my/corporate-governance.html.

The nomination of Non-Independent Non-Executive Directors to the Board is the prerogative of the major shareholders of the Company, as defined within Bursa Malaysia's MMLR. In contrast, Independent Non-Executive Directors are sourced through the engagement of professional recruiters and advisory bodies, as well as recommendations from shareholders, existing Board Members, or Management, if any. Candidates are shortlisted and interviewed by the Nomination and Remuneration Committee as they are pivotal in identifying and selecting qualified candidates who will be well-suited for the Board. The responsibility to develop and evaluate the selection criteria based on competencies and attributes necessary for the position lies with the Nomination & Remuneration Committee. All nominees are initially vetted by the Nomination & Remuneration Committee, considering factors such as:

- Their qualifications, skills, experience, relevant past performance, track record, and competencies necessary for the position;
- Their personal attributes, such as character, level of probity and integrity, reputation, time commitment, and independence;
- Their diversity in terms of gender, race, age, culture, experience, and socioeconomic background; and,
- The overall alignment with the Company's strategic direction.

In addition, the Nomination & Remuneration Committee also assesses each nominee's capacity to dedicate sufficient time to effectively meet the demands and expectations of the role. This includes considering all existing Board positions currently held by the nominee, including on Boards of non-listed companies and other organisations. Any nominees holding positions that have the potential to cast doubt on the integrity and governance of the Company, such as active politicians or individuals with direct ties to those with executive powers, shall be avoided.

Once shortlisted, all potential candidates undergo comprehensive reference checks coordinated by the Company Secretary, focusing on their financial and character integrity. These background checks include verification with credit agencies, local authorities, industry regulators, and enforcement agencies to ensure that the candidate is indeed qualified to serve as a Director. Candidates are also required to complete the Fit and Proper Declaration. The Nomination & Remuneration Committee assesses all the findings and makes its recommendations to the Board for final approval.

The Company Secretary further coordinates with the Nomination & Remuneration Committee to organise orientation sessions for newly appointed Directors to facilitate their onboarding. Such sessions typically cover an overview of the Company's key activities, governance structures, key governance documentation (such as the Code of Business Ethics (Code)), ESG performance, recent financial performance, and strategy. Additional in-depth sessions on specific topics of interest may be arranged based on the Director's needs.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

Following the appointment or re-election of Directors, the Company Secretary must conduct an assessment if a triggering event occurs (such as MRCB becoming aware of information that may materially compromise a Director's fitness to serve). The findings and results of this assessment must address the following points:

- i. Whether the Director has at any time failed to comply with the requirements under MRCB's Directors' Fit and Proper Policy;
- ii. Whether the Director has had any convictions; and,
- iii. Whether the Director has any conflict of interest or potential conflict of interest, including an interest in a competing business.

Similarly, the Nomination & Remuneration Committee is also responsible for identifying and recommending candidates for the appointment of the Group Managing Director, Group Chief Financial Officer, Group Chief Operating Officer, and Chief Corporate Officer to the Board for approval. Independent advisors and/or professional recruitment firms may also be engaged to identify suitably qualified candidates who meet the identified skills, experiences, competencies, and diversity requirements for the vacant position.

Appointment of New Directors or Senior Management



During the year under review, the Board was pleased to welcome Datuk Rashidah Mohd Sies as an Independent Director of MRCB, effective 13 June 2024. The Nomination & Remuneration Committee conducted a comprehensive evaluation in line with the Company's Fit and Proper Policy to identify and recommend her appointment to the Board. This process considered Datuk Rashidah's experience, proven competencies, character, and commitment to the role.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

Datuk Rashidah possesses extensive experience in investment and finance, having dedicated over three decades to senior positions within the Ministry of Finance. The Government of Malaysia, as the Group's largest client, key regulator, and a driving force behind future infrastructure development programmes and initiatives, represents a pivotal stakeholder for the Company. Her deep experience in government service equips her to provide strategic guidance, insightful perspectives, and informed advice, strengthening the Company's decision-making and engagement with this key stakeholder. Datuk Rashidah also has broad experience serving on the boards of companies, including property companies. She was previously a board member of Tenaga Nasional Berhad, Agrobank, Johor Port, the Securities Commission Malaysia, and Kuala Lumpur City Hall (DBKL), among others. She currently sits on the Board of Bank Pembangunan Malaysia Berhad, UDA Holdings Berhad, and KUB Malaysia Berhad. With her proven leadership and expertise, Datuk Rashidah is well-positioned to contribute meaningfully to MRCB's strategic direction, making her an invaluable addition to the Board.

Pursuant to Article 106 of MRCB's Constitution, Datuk Rashidah, as a newly appointed Director, shall retire at MRCB's forthcoming 54th Annual General Meeting and shall be eligible for re-election.

Re-election of Directors

Articles 101, 102, 103, and 106 of MRCB's Constitution govern the process and sequence of re-election of Directors. The Articles can be summarised as follows:

Article 101

One-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM at least once every three (3) years.

Article 102

The retiring Directors shall be those individuals who have served longest in office since their last appointment or election.

Article 103

If still eligible and willing, the retiring Directors may be re-elected at an AGM by way of Ordinary Resolution.

Article 106

Directors appointed as additions to the existing Board shall hold office only until the next AGM and shall then be eligible for re-election.



Please peruse MRCB's Constitution for further details on the relevant Articles, accessible via our corporate website at www.mrcb.com.my/corporate-governance.html.

The Directors' rotation list is presented to the Board for review and subsequently recommended to the shareholders for approval. The Board ensures that the notes accompanying the Notice of the General Meeting provide shareholders with all necessary information to support informed decision-making. These details include:

- An assessment of the candidates' continued eligibility for re-election based on their competencies, commitment, and performance track record, in line with MRCB's Directors' Fit and Proper Policy;
- Details of any interest, position, or relationship that might influence the candidates' capacity to function effectively; and,
- A clear statement outlining the Board's justification for recommending the re-election of the candidate.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

Directors retiring by rotation in 2024 pursuant to Articles 101 and 102

1. Dato' Mohamad Nasir Ab Latif
2. Tan Sri Mohamad Salim Fateh Din

During the Board meeting held on 29 March 2024, the Board gave its endorsement for both directors to be considered for re-election at MRCB's 53rd AGM.

Both were subsequently re-elected by way of Ordinary Resolution.

The application of MRCB's Directors' Fit and Proper Policy in the re-election of each of the aforementioned Directors as per Paragraph 15.08A(3) of Bursa Malaysia's MMLR was disclosed in detail as follows:

- 1) Articles 101 and 102 of the Company's Constitution, inter alia, provide that at least one-third (1/3) of the Directors of the Company are subject to retirement by rotation at each AGM of the Company. The retiring Directors shall be those individuals who have served the longest in office since their last appointment or election.
- 2) The Directors who were subject to re-election at the 53rd AGM of the Company were Dato' Mohamad Nasir Ab Latif and Tan Sri Mohamad Salim Fateh Din. Both directors, being eligible, offered themselves for re-election at the 53rd AGM.
- 3) For the purpose of determining the eligibility of the Directors to stand for re-election at the 53rd AGM, the Board, through its Nomination & Remuneration Committee, assessed each of the retiring Directors and considered the following:
 - i. satisfactory performance and had met the Board's expectations in discharging their duties and responsibilities;

- ii. level of contribution to Board discussion through their skills, experience, and expertise;
- iii. evaluation of the Director's character, integrity, competence, and experience, as well as whether they were fit and proper to effectively discharge the role; and,
- iv. commitment and time allocation to ensure effective fulfilment of their responsibilities.

- 4) Based on the aforesaid assessment, the Board and the Nomination & Remuneration Committee were satisfied that the performance of each of the retiring Directors had met the performance criteria required of an effective and high-performing Board, as well as the expectations of the Board by continuously discharging their duties diligently as Directors of the Company.

Succession Planning

The Board has established a framework for succession planning to govern human capital development across the Group. As stated in the Board Charter, the Nomination & Remuneration Committee is responsible for ensuring proper and effective succession planning is in place. This process ensures the orderly identification and selection of new Independent Directors to fill any vacancies on the Board, whether due to an anticipated retirement, an increase in Board size, or other circumstances.

The Group's Policy and Guidelines Statement on Succession Planning for the Board and Senior Management demonstrates our commitment to an effective succession planning programme. This programme provides a structured approach for the identification and long-term development of a diverse pool of high-potential candidates that can contribute to the Company in the future. This policy sets out clear selection criteria, including key skills and diversity in terms of background, gender, age, ethnicity, education, and field of experience.



Please peruse our Succession Planning for the Board and Senior Management Policy on our corporate website at www.mrcb.com.my/corporate-governance.html.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

REMUNERATION

Directors' Remuneration

Directors' remuneration is guided by the Group's Remuneration Policy for the Board of Directors and Senior Management. Pursuant to Practice 7.1 of the MCCG 2021, the Policy distinguishes between the roles and responsibilities of Non-Executive Directors, Executive Directors, and Senior Management. It also outlines the Company's approach to creating competitive remuneration packages for Non-Executive Directors, Executive Directors, and Senior Management that are best suited to attract and retain experienced, qualified, and high-calibre key talent capable of driving the business, strategies, objectives, values, and long-term interests of MRCB. The document is reviewed and updated periodically.



Please peruse our Remuneration for the Board of Directors and Senior Management Policy on our corporate website at www.mrcb.com.my/corporate-governance.html.

MRCB's remuneration packages are structured to reflect the level of responsibility, accountability, technical expertise, and experience required for each role, while also incentivising value creation for the Company and its stakeholders.

The Nomination & Remuneration Committee conducts a review of the remuneration packages of the Non-Executive Directors at least once every three years, comparing them against industry and market standards. Following this review, the Nomination & Remuneration Committee makes recommendations to the Board for endorsement prior to tabling to the Company's shareholders for their approval at the Annual General Meeting. All Non-Executive Directors receive a fixed base fee, plus meeting allowances and other benefits-in-kind as consideration for their Board duties. The total fees payable to Non-Executive Directors are subject to the approval of the shareholders at the General Meeting. Remuneration of Non-Executive Directors is not linked to individual performance.

The Company ensures a fair and reasonable remuneration package to its Group Managing Director to ensure that the Company attracts and retains a high-calibre leader with the skills, experience, and knowledge necessary to create value for the benefit of all shareholders. The Group Managing Director's remuneration is tied to his achievements and contributions, measured against his Key Performance Indicators and industry benchmarks. The Board determines the remuneration of the Group Managing Director, taking into consideration the recommendations of the Nomination & Remuneration Committee.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

As the Directors do not receive any remuneration from any other companies within the Group, all the Directors' remunerations disclosed below were for services rendered to MRCB for the financial year ended 31 December 2024.

Directors	Fee (RM)	Allowance (RM)	Salary (RM)	Bonus (RM)	Benefits- in-Kind (RM)	Other Emoluments (RM)	Total (RM)
Non-Independent Non-Executive Chairman							
Dato' Mohamad Nasir Ab Latif	200,000	148,000	-	-	1,590	-	349,590
Executive Vice Chairman							
Tan Sri Mohamad Salim Fateh Din	-	-	1,808,000	609,875	39,765	252,293	2,709,934
Group Managing Director							
Datuk Imran Salim	-	-	1,515,621	479,188	56,003	544,180	2,594,992
Non-Independent Non-Executive Director							
Mohamad Hafiz Kassim*	150,000	139,500	-	-	1,590	-	291,090
Independent Directors							
Dato' Wan Kamaruzaman Wan Ahmad	150,000	90,000	-	-	1,590	-	241,590
Dato' Dr Junaidah Kamarruddin	150,000	72,000	-	-	13,248	-	235,248
Lim Fen Nee	150,000	57,500	-	-	1,590	-	209,090
Datuk Rashidah Mohd Sies	82,787	18,900	-	-	928	-	102,615
Total	882,787	525,900	3,323,621	1,089,063	116,305	796,473	6,734,149

* 50% of the Directors' fees for EPF nominees on the Board of the Company are paid directly to EPF

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

Senior Management's Remuneration and Shareholdings

The remuneration for Senior Management is composed of several components linked to their individual performance against annual Key Performance Indicators, such as meeting operational targets and addressing material sustainability risks and opportunities impacting the Company. The pre-determined Key Performance Indicators are approved by the Nomination & Remuneration Committee.

Remuneration packages for key Senior Management are reviewed by the Nomination & Remuneration Committee upon contract renewals, with any necessary adjustments recommended to the Board. The Board then collectively evaluates these recommendations and, if deemed fair, approves the remuneration packages.

In compliance with Practice 8.2 of the MCCG 2021, a summary of the top five (5) Senior Management members' remuneration for the financial year ended 31 December 2024 is shown below, which includes basic salary, bonuses, benefits-in-kind, statutory contributions, and other emoluments.

Senior Management	Salary (RM)	Allowance (RM)	Bonus (RM)	Benefits (RM)	Other Emoluments (RM)	Total (RM)
Group Chief Financial Officer						
Ann Wan Tee	1,350,001 - 1,400,000	50,001 - 100,000	450,001 - 500,000	50,001 - 100,000	350,001 - 400,000	2,300,001 - 2,350,000
Group Chief Operating Officer						
Kwan Joon Hoe	1,300,001 - 1,350,000	50,001 - 100,000	400,001 - 450,000	50,001 - 100,000	350,001 - 400,000	2,250,001 - 2,300,000
Chief Corporate Officer						
Amarjit Singh Chhina	900,001 - 950,000	50,001 - 100,000	300,001 - 350,000	50,001 - 100,000	250,001 - 300,000	1,650,001 - 1,700,000
Executive Vice Presidents						
Dato' Haji Ishak Bin Haji Mohamed	1,100,001 - 1,150,000	50,001 - 100,000	300,001 - 350,000	0 - 50,000	50,001 - 100,000	1,600,001 - 1,650,000
Datuk Dell Akbar Khan Bin Hyder Khan	900,001 - 950,000	50,001 - 100,000	250,001 - 300,000	50,001 - 100,000	0 - 50,000	1,300,001 - 1,350,000

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE A

BOARD LEADERSHIP & EFFECTIVENESS

Details of Senior Management's shareholdings in the Company, along with any changes occurring during the financial year, are set out below:

Senior Management	Number of Ordinary Shares			
	Balance as of 01.01.2024	Acquisition during the year	Disposal during the year	Balance as of 31.12.2024
Ann Wan Tee	806,700	Nil	Nil	806,700
Kwan Joon Hoe	549,100	Nil	Nil	549,100
Amarjit Singh Chhina	223,000	Nil	Nil	223,000
Dato' Haji Ishak Bin Haji Mohamed	650,800	Nil	Nil	650,800
Datuk Dell Akbar Khan Bin Hyder Khan	484,056	Nil	Nil	484,056

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE B

EFFECTIVE AUDIT & RISK MANAGEMENT

ACCOUNTABILITY & AUDIT

Audit & Risk Management Committee (ARMC)

The Audit & Risk Management Committee assists the Board in fulfilling its audit and risk governance and oversight responsibilities over the activities of the Group. Dato' Wan Kamaruzaman Wan Ahmad chairs the Audit & Risk Management Committee (further details of his profile can be found on page 269), where he is supported by two (2) other suitably qualified independent members, enabling MRCB to successfully comply with the requirements of Step-Up Practice 9.4 of the Malaysian Code on Corporate Governance (MCCG) 2021 and Paragraph 15.09 of the Bursa Malaysia's Main Market Listing Requirements (MMLR).

For the financial year ended 31 December 2024, the Board agreed that the Audit & Risk Management Committee has continued to support the Board in reviewing both financial and audit matters and contributed to the overall effectiveness of the Board's decision-making process. The Board is satisfied that the Audit & Risk Management Committee has discharged its functions, duties, and responsibilities in accordance with the Audit & Risk Management Committee's Terms of Reference.



Further details on the activities and structure of the Audit and Risk Management Committee are set out in the Committee Report on pages 332 to 335 of this report.

Financial Reporting

The Board is fully committed to providing a fair, objective, and meaningful assessment of the financial position and future outlook of the Group in all its reports. The Statement by Directors on the preparation of the annual audited financial statements is set out on page 9 of the 2024 Financial Report.

All financial results and statements undergo review by the Audit & Risk Management Committee prior to being recommended to the Board for approval.

The Audit & Risk Management Committee holds regular meetings with the external auditors to discuss and review any audit findings brought to their attention. Additionally, the Audit & Risk Management Committee receives written assurances from the external auditors affirming their continued objectivity,

impartiality, and independence throughout the audit engagement, in accordance with the terms of all pertinent professional and regulatory requirements.



Further details on our relationship with external auditors are set out in the Committee Report on page 335 of this report.

Risk Management and Internal Control

The Board has delegated primary responsibility for the operation of the Group's risk management and internal control framework, which includes corporate, financial, and operational risk, to the Audit & Risk Management Committee and Senior Management. A structured process is in place to identify, assess, respond to, monitor, and report on significant risks that may affect the Group's ability to meet its business objectives.



Further details on our risk management and internal control framework are set out in the Statement on Risk Management and Internal Control on pages 318 to 331 of this report.

The Group's internal audit function is carried out by Group Internal Audit, which reports functionally to the Audit & Risk Management Committee and administratively to the Group Managing Director to maintain impartiality and independence in performing their duties. The Audit & Risk Management Committee has exclusive authority over the appointment, renewal, or removal of the Head of Internal Audit, further safeguarding the Group Internal Audit's ability to carry out its function without fear or favour. The principal role of the Group Internal Audit is to conduct audits and reviews to evaluate the effectiveness of the Group's internal controls, governance, and risk management processes, providing independent and objective assurance to the Board and Management on the adequacy and integrity of these systems.

As the Board holds ultimate responsibility for overseeing the Company, it is consistently kept informed by the Audit & Risk Management Committee of its activities. In this regard, Audit & Risk Management Committee meetings are always scheduled before Board meetings to ensure that all critical issues, significant findings, or irregularities are promptly communicated to the Board.



Further details on our internal audit and risk management functions are set out in the Committee Report on pages 334 to 335 of this report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE C

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Continuous engagement and communication with stakeholders are essential in sustaining a healthy relationship between the Company and its stakeholders.

In recognising this, the Board ensures that there is effective, transparent, and regular communication with its stakeholders to maintain accountability. Our communication efforts take various forms, including press conferences, press releases, publication of information on the Company's website and social media platforms, as well as engagement forums and meetings.



Further details on our approach to stakeholder engagement and concern resolution are set out in Our Stakeholders section on pages 48 to 59 of this report.

CORPORATE INTEGRITY & ETHICS

Corporate Liability

The Corporate Liability provision under Section 17A of the Malaysian Anti-Corruption Commission (MACC) Act 2009 criminalises an organisation for corruption-related actions undertaken by associated persons for the benefit of the organisation. We are committed to conducting our business dealings with integrity and have adopted a zero-tolerance stance towards all forms of bribery and corruption. The Group's Anti-Bribery and Corruption Policy (ABC Policy) is in place to meet the stringent standards and requirements specified within MRCB's Anti-Bribery Management System (ABMS), which has now maintained ISO 37001 certification for six (6) consecutive years. The ABC policy is reviewed and updated periodically, with the last revision taking effect on 11 June 2024.

The Board remains confident that our ABMS, supported by clear internal communications, training programmes, and external stakeholder communications initiatives, provides adequate protection for the Company and its stakeholders. However, given the ever-changing risk landscape facing our operations, we remain committed to continuously reviewing and strengthening our internal procedures and controls to ensure continued compliance.



A comprehensive list of our ABMS initiatives undertaken in 2024 is detailed on page 327 of this report.



Please peruse our Anti-Bribery and Corruption Policy on our corporate website at www.mrcb.com.my/corporate-governance.html.

Trading on Insider Information

The Capital Markets and Services Act 2007 (CMSA) and the Main Market Listing Requirements (MMLR) of Bursa Malaysia prohibit individuals from trading securities, whether directly or indirectly, based on material non-public information about a company, as well as from disclosing such information to others who may then trade in the company's securities.

To ensure compliance, the Company Secretary issues a Notice of Closed Period to Directors and Senior Management on a quarterly basis, outlining the restrictions related to trading Company's shares during the "Closed Period"/"Outside Closed Period", as they may have access to price-sensitive information about MRCB.

During the year under review, neither the Board nor the Principal Officers of the Company conducted any trading activity within the closed period.

Integrity of Information

The Board is committed to providing a fair, objective, and meaningful assessment of the financial position and prospects of the Group in the quarterly financial results, annual financial statements, integrated annual reports, and all other reports or statements to shareholders, investors, regulatory authorities, and other stakeholders.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCGG PRINCIPLE C

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

INVESTOR RELATIONS (IR)

In supporting our strategy for long-term growth and sustainability, MRCB strives to continuously cultivate a strong relationship with its shareholders and investors. Accessibility in an ever-changing investment climate is also important, particularly during periods of uncertainty. In recognising this, we ensure that we respond to daily queries from investors and analysts through our dedicated IR team, corporate website at www.mrcb.com.my, and our IR App. Our corporate website and IR App contain the Group's Integrated Annual Reports, financial results, press releases, quarterly results presentations, ESG Brief, and disclosures to Bursa Malaysia. These are updated in a comprehensive and timely manner when required.

Channels of Communication

In 2024, our one-on-one and group meetings were conducted through a combination of physical sessions and virtual platforms, serving as the primary means for MRCB to engage directly with institutional investors, investment analysts, and brokers. In line with the timely release of MRCB's quarterly results announcements, we also continued to conduct our Quarterly Results Analysts' Briefings virtually to facilitate participation and ensure that all covering analysts could proactively participate during the presentation and question and answer sessions. The IR team also ensures that the Quarterly Results Analysts' Briefing presentations are uploaded on the Company's website on the same day to ensure that all shareholders have access to the same information immediately. Press conferences were also conducted in 2024 and were managed by the Corporate Communications Department.



A list of media-related events is detailed in Our Stakeholders section on page 57 of this report.

As a corporate member of the Minority Shareholders Watch Group (MSWG), MRCB ensures that its Senior Management maintains regular communications with MSWG to remain abreast of the latest developments on minority shareholders' rights protection and to be accessible to address any questions.

KEY IR ACTIVITIES IN 2024

Investment Professionals Met

59

Meeting Sessions

20

Quarterly Analysts' Briefings

4

Research Analysts Covering MRCB

6

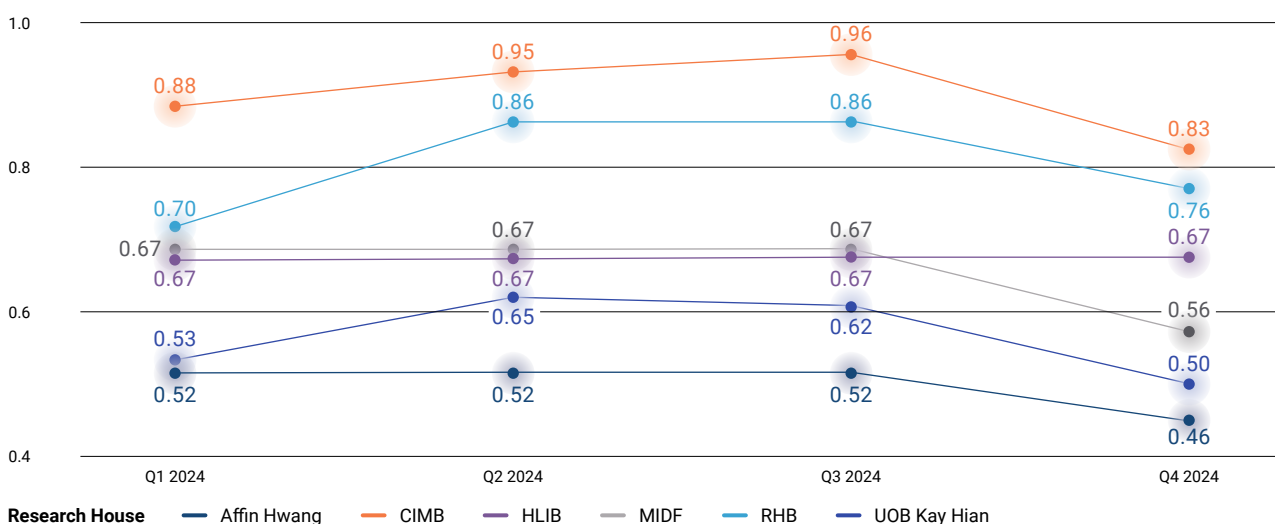
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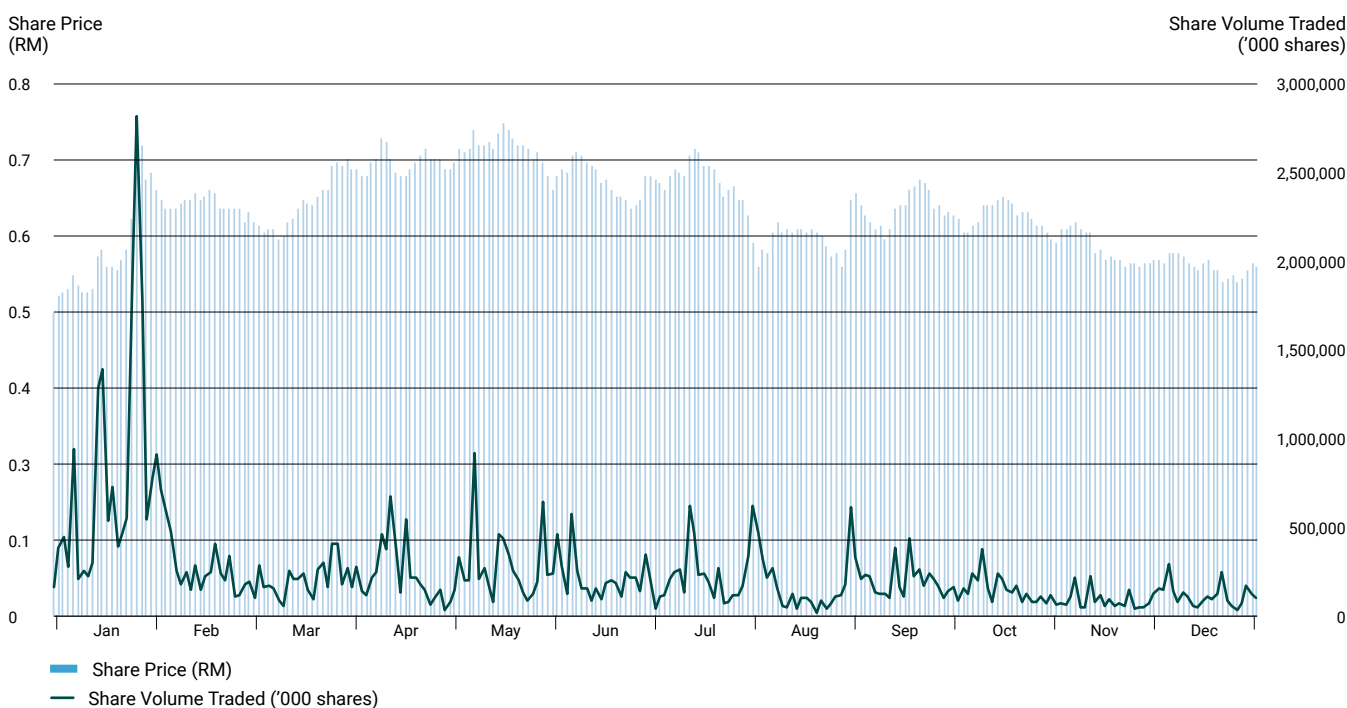
MCCG PRINCIPLE C

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Target Price Forecasts (RM) by Analysts in 2024



MRCB Share Price Movement and Volume Traded Chart



CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE C

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Dividend Policy

The Company has established a Dividend Policy whereby shareholders can expect a dividend payout amounting to at least 20% of core net profits. For the financial year ending 31 December 2024, the Company is proposing a first and final single-tier dividend of one (1) sen per ordinary share.

Feedback

As part of our efforts to increase transparency, we encourage shareholders and investors to forward their questions and comments to the Company through the various modes of communication listed on the “Contact Us” page on the Company’s website. Shareholders and members of the public may also contact the Senior Independent Director of the Company, Dato’ Wan Kamaruzaman Wan Ahmad, to convey their concerns or questions. He may be contacted via email at wkwa@mrcb.com.

Conduct of General Meetings

MRCB

53RD AGM

Conducted
24 May 2024

Format
Virtual Platform

Questions Answered
83

6 detailed
questions
from MSWG

Attended by
903 shareholders
and proxies

The Annual General Meeting is a principal forum through which the Board communicates with shareholders on the Group’s progress and performance and where the Board clarifies issues pertaining to the Group’s business strategy, activities, performance, and other related matters.

Shareholders are encouraged to participate in the meeting and are given the opportunity to ask questions and express their views. Where appropriate, the Chairman of the Board may provide a written response to any significant question that cannot be readily answered during the Annual General Meeting.

Where there is special business or where special resolutions are proposed, the explanation of the effects of such special business or special resolutions is presented in the notice of the Annual General Meeting. Notice for a General Meeting is given to the shareholders at least 28 days prior to the meeting.

As mandated under Bursa Malaysia’s Main Market Listing Requirements (MMLR), all resolutions are put to vote by poll. The Company aims to leverage technology solutions that enhance the quality of engagement with its shareholders and facilitate further participation by shareholders at General Meetings.

MRCB conducted its 53rd Annual General Meeting (AGM) in a virtual manner on 24 May 2024 from our offices in Kuala Lumpur Sentral. The decision to organise a virtual AGM allowed the Company to continue to meet our obligations to our shareholders, in line with the SC Guidance Note on the Conduct of General Meetings for Listed Issuers as issued on 7 April 2022. The session utilised a virtual meeting solution that facilitated remote shareholders’ participation, along with a secure and encrypted e-polling solution that permitted voting in absentia.

CORPORATE GOVERNANCE OVERVIEW STATEMENT



MCCG PRINCIPLE C

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

All stakeholders were afforded the opportunity to submit their questions in advance of the AGM via a range of channels, including email, telephone, or the virtual meeting system. Advance submissions included six (6) detailed queries from the Minority Shareholders Watch Group (MSWG). Further questions were also accepted during the AGM via the virtual meeting system, with a panel of moderators working to direct queries to the appropriate respondent, group similar queries together for ease of response, and provide additional context where necessary. A total of 83 questions were received in this manner across a range of financial, non-financial, strategic, and administrative topics.

All questions were categorised and projected on-screen during the AGM for the immediate benefit of all meeting participants. The Chairman facilitated the discussion to ensure meaningful and interactive engagement between the Board, Senior Management team, shareholders, and other stakeholders. All questions posed were afforded due attention, and meaningful responses were received from the appropriate respondents directly within the session. The Chairman further ensured that the Q&A session was only closed after all queries had been satisfactorily addressed. A Q&A document that lists each individual question received on an “as-is basis” with no filters or modifications save for minor contextual or grammatical edits where appropriate, along with the respective answers, was published on our corporate website within nine (9) business days after the AGM on 7 June 2024. The minutes of the AGM were similarly published 19 business days later – on 24 June 2024.



Please peruse our Annual General Meeting-related documents on our corporate website at <https://www.mrcb.com.my/investor-relations/shareholder.html>.

The Board recognises that virtual Annual General Meetings have provided shareholders with greater flexibility and accessibility. It acknowledges the improved technical solutions and administrative procedures that have enhanced the conduct of such meetings. However, in compliance with the updated requirements issued by the Securities Commission Malaysia on 30 August 2024, the Board will ensure that all future Annual General Meetings are conducted in a hybrid or physical manner. The Board remains committed to facilitating shareholder participation while adhering to regulatory guidelines.

KEY FOCUS AREAS AND FUTURE PRIORITIES

The Board is fully committed to complying with the requirements of the Malaysian Code on Corporate Governance 2021 (MCCG 2021) and will continue to pursue measures to address the remaining departures.

Though we continue to make strides in our journey towards stronger corporate governance, the Board recognises that our governance practices will only be as strong as the people entrusted with appreciating and implementing them. As such, the continued development of our people is critical to extract the best value from our governance policies, processes, and structures.

Our key focus for the future will, therefore, continue to remain on fostering a culture of integrity and responsibility within our diverse workforce. The Board views this as the core element in our ongoing journey to become a leading organisation that is **Setting the Standard** in terms of value creation for all our stakeholders.

This Corporate Governance Overview Statement was approved by the Board of Directors at its meeting held on 27 February 2025.