

CORPORATE GOVERNANCE OVERVIEW STATEMENT

THE BOARD AFFIRMS THAT IT SHALL CONTINUE TO INTEGRATE GOOD AND EFFECTIVE CORPORATE GOVERNANCE PRACTICES INTO THE OVERALL BUSINESS DIRECTION AND MANAGEMENT OF THP AND ITS SUBSIDIARIES.

Strong and accountable governance remains integral to TH Plantations Berhad and its subsidiaries ("THP Group"). The Board, tasked with ensuring that the Company upholds corporate governance as an firm part of its operations, is driven and dedicated to maximising shareholder value and enhancing investors' interests.

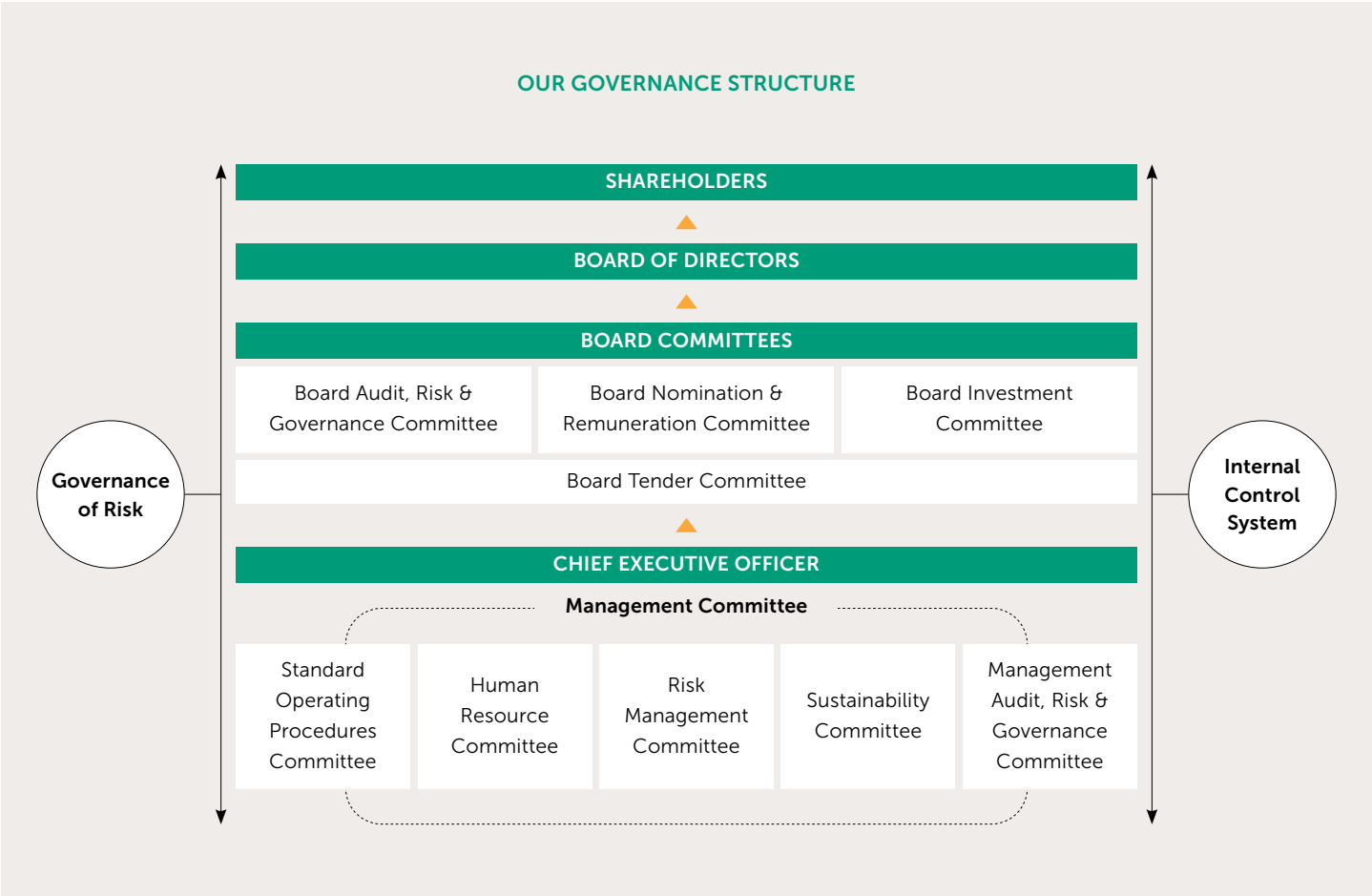
As stewards of corporate governance, the Board is responsible for ensuring that the Company adheres to the enhanced corporate governance disclosures outlined in the Malaysian Code on Corporate Governance 2021 ("the MCCG 2021"), Bursa Malaysia Securities Berhad's Main Market Listing Requirements ("Listing Requirements"), and the Corporate Governance Guide issued by Bursa Malaysia Berhad ("CG Guide"). This statement offers a summary of THP Group's corporate governance practices throughout the financial year ended on 31 December 2023 ("FY2023").



This Corporate Governance Overview Statement is to be read in conjunction with the Corporate Governance Report which is available online at www.thplantations.my.

This statement is made in accordance with a resolution of the Board of Directors dated 28 February 2024.

OUR GOVERNANCE STRUCTURE



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A

BOARD LEADERSHIP AND EFFECTIVENESS

B

BOARD

Strategy

Formulates a strategy aimed at securing sustained long-term growth for the THP Group, prioritising the interests of shareholders and considering responsibilities to colleagues, customers, the communities where we operate, and other stakeholders. Additionally, the Board ensures the availability of resources necessary for the successful execution of the strategy.

Governance

Fosters and upholds a culture centered on honesty, integrity, and transparency. It oversees the implementation and maintenance of robust financial controls and processes for effective risk management. Additionally, it establishes an impactful remuneration policy and sustains constructive relationships with shareholders.

Performance

Assesses advancements toward strategic and operational objectives and evaluates the performance of the management. It also ensures that the composition of the Board and its committees is both suitable and efficient, fully aligning with the stipulations outlined in the MCCG 2021.

CHAIRMAN

The Chairman of the Board plays a critical leadership role in overseeing the conduct of the Board and its interactions with shareholders and other stakeholders.



The roles of the Chairman are as follows:

- i. Provides leadership to the Board
 - Plans Board meetings;
 - Ensures the Board receives proper information in a timely manner;
 - Chairs all Board/shareholder meetings;
 - Ensures that all Directors contribute and participate at Board meetings; and
 - Drives discussion toward consensus and to achieve closure on such discussions.
- ii. Represents the Board to shareholders and be the spokesperson at the Annual General Meeting ("AGM"). Supports the role of the CEO in reporting operational and public relations matters;
- iii. Ensures the integrity and effectiveness of the governance process; and
- iv. Performs other responsibilities as assigned by the Board from time-to-time

CHIEF EXECUTIVE OFFICER


The CEO is responsible for the day-to-day management of both the Company and Group, and is an integral member of the Senior Management team. In many cases, the CEO also serves as an Executive Director, holding a dual role in providing strategic direction to the Board while managing the Company's operations on a daily basis.



The roles of the CEO/Executive Director are as follows:

- i. Develops and implements strategy which reflect long-term objectives and priorities established by the Board;
- ii. Assumes full accountability to the Board for all aspects of Company operations and performance;
- iii. Puts adequate operational plans and financial control systems in place;
- iv. Closely monitors operating and financial results in accordance with plans and budgets; and
- v. Represents the Company in engagement with major customers, employees, suppliers, and professional associations.

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NON-EXECUTIVE DIRECTOR	COMPANY SECRETARY
<p>Non-Executive Directors play a crucial role as a vital link between management, shareholders, and other stakeholders, providing essential oversight to maintain elevated standards of corporate governance. Their principal objective is to safeguard the interests of shareholders and other stakeholders, ensuring the application of rigorous corporate governance standards by THP Group.</p> <p>Under the Companies Act, 2016 ("the Act"), there exists no legal differentiation in the duties imposed on Executive and Non-Executive Directors. All directors, including independent directors, are mandated to act in the best interests of THP Group and exercise independent judgment free from external influence.</p> <p></p> <p>The roles of Independent Directors are as follows:</p> <ol style="list-style-type: none"> Not to be involved in day-to-day operations of the Company or running of the business; and Protects the interests of shareholders and contributes to impartial board oversight. 	<p>In a critical support capacity to the Board, the Company Secretary provides impartial advice, assisting in the Board's adherence to the highest corporate governance standards. Beyond offering independent counsel, the Company Secretary ensures effective information flow between the Board and management, shareholders, and other stakeholders.</p> <p></p> <p>The roles of the Company Secretary are as follows:</p> <ol style="list-style-type: none"> Works closely with the Chairman to raise all material compliance and governance issues; Attends all Board, Board Committees and Subsidiaries Board meetings; Ensures accurate records of all meetings and that all decisions made are properly minuted; and Facilitates the communication of key decisions and policies between the Board, Board Committees and Subsidiaries Board.

BOARD CHARTER

The Board Charter serves as a compass for corporate governance excellence, encapsulating governance practices, policies, and guidelines inspired by the principles of MCCG 2021. This foundational document serves as a reference for Directors, detailing the Board's role, powers, duties, and functions, along with processes and procedures for effective stewardship by the Board and its committees.

Our commitment to upholding high governance standards is reflected in the annual review and periodic updates of the Board Charter. These efforts ensure its ongoing relevance and accuracy in alignment with current rules and regulations.



The Board Charter is available on the Company's website, www.thplantations.com

BOARD RESPONSIBILITIES AND COMPOSITION

The Board is composed of individuals with extensive expertise in their respective fields. Leveraging their knowledge, backgrounds, and judgments, they play a pivotal role in ensuring that the THP Group attains the highest standards of performance, accountability, and ethical behavior, meeting the expectations of stakeholders.

As of 31 December 2023, the Board consists of nine (9) members, with six (6) serving as Independent Non-Executive Directors and the remaining three (3) as Non-Independent Non-Executive Directors. This configuration aligns with the Listing Requirements, mandating one-third of the Board to be independent.



Detailed profiles of each Board member are available on pages 80 to 88 of this Annual Report.

Considering the Company's current activities and size, the Board believes that the existing number and composition are sufficient and well-balanced. This setup ensures effective discharge of duties and provides assurance against the dominance of any individual or small groups in decision-making.

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The Board oversees the entirety of the THP Group's business operations and is tasked with various powers and duties outlined in the Board Charter. These responsibilities include:

- i. Reviewing and adopting strategic plans for the Company, primarily the five (5) year rolling strategic plan for THP Group.
- ii. Overseeing the conduct of the Company's business to ensure that it is being properly managed. Key operational matters are discussed during Board meetings, and expert advice or independent advice is sought where necessary.
- iii. Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks.
- iv. Implementing succession planning, including the appointment and recruitment of Senior Management team members.
- v. Developing and implementing an investor relations policy or shareholders' communications policy for the Company.
- vi. Reviewing the adequacy and integrity of the Company's internal controls and management information systems, including compliance with applicable laws, regulations, rules, directives and guidelines.
- vii. Developing and implementing a Sustainability Framework for THP Group

In executing these responsibilities, the Board's functions receive support and reinforcement from various committees established at both the Board and management levels. The Internal Audit Department plays a crucial role in providing a rigorous check and balance, offering reasonable assurance on the adequacy of the Company's internal control system through regular meetings and discussions.

Simultaneously, the Board is dedicated to fostering a dynamic and resilient corporate culture rooted in strong ethical values. Active participation and structured dialogues involving key individuals at all levels are encouraged and conducted. The Board consistently upholds accessibility to information and transparency in all executive actions. The corporate culture is further strengthened through ongoing value-centered programs for team building and a steadfast commitment to core values.

SEPARATION OF POSITIONS OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman assumes a primary role in leading the Board, setting its agenda, fostering a culture of openness and debate, and monitoring its effectiveness. Meanwhile, the CEO, supported by senior management, is responsible for proposing the THP Group's strategy, running the business in line with the Board-approved strategy, and implementing Board decisions.

This division of responsibilities is designed to maintain a balance of power and authority between the Chairman and the CEO, preventing unchecked decision-making power in any one individual. It is evident that the roles of the Chairman and the CEO are distinct and clearly defined.

BOARD COMMITTEES

While the Board adheres to a schedule of matters reserved for their decision, some responsibilities are delegated to Board Committees. Each Board Committee operates within well-defined Terms of Reference ("ToR"), primarily designed to support the Board in fulfilling its responsibilities. However, the ultimate responsibility for the final decision rests with the full Board. The Board Committees enhance focus on specific areas, delving deeper to gain a comprehensive understanding of the details.

The Board currently has four (4) main Board Committees as follows:

1. Board Nomination & Remuneration Committee ("BNRC");
2. Board Audit, Risk & Governance Committee ("BARGC");
3. Board Investment Committee ("BIC"); and
4. Board Tender Committee;

On 15 December 2023 the Board Tender A Committee and Board Tender B Committee have been merged into one committee and renamed as Board Tender Committee.



The Reports of the BNRC, BARGC and BIC are available on pages 104 to 116 of this Annual Report

CORPORATE GOVERNANCE OVERVIEW STATEMENT

All discussions and decisions made by the Board Committees are documented and endorsed by the respective Board Committees before being tabled to the Board for approval.

The Company Secretary serves as the secretary to these Board Committees, ensuring their adherence to the highest standards of Corporate Governance and the application of provisions and principles outlined in the MCCG 2021.

While only the Board Committee members have the right to attend meetings, other Board members may choose to attend at their discretion. Professional advisers and members of the senior management team participate in these Board Committee meetings upon invitation.



The responsibilities of these committees are set out in the individual TOR, which are available on the Company's website at www.thplantations.my.



The roles and responsibilities of the Board Committees, along with the activities undertaken during FY2023, are outlined in each of their respective reports which are available on pages 104 to 116 of this Annual Report.

BOARD MEETINGS

Board meetings for the upcoming financial year are pre-scheduled before the conclusion of the current financial year, aiding Directors in planning their participation. Special Board Meetings are convened between these scheduled meetings to address urgent proposals or matters requiring prompt decisions or discussion. The Board is ensured full and timely access to all relevant information to effectively fulfill its duties. Each Board member receives a set of Board papers at least five (5) days prior to every meeting.

These Board papers encompass information on THP Group's performance, major operational, financial, and corporate issues. All Board decisions are minuted. The minutes of each meeting are circulated to Directors for review before confirmation, typically at the subsequent Board meeting. Directors have the opportunity to seek clarification or raise comments before the minutes are confirmed as an accurate record of the proceedings. The Company Secretary maintains records of all conclusions from Board meetings.

Senior Management is invited to attend Board meetings to provide additional details or clarification on matters under consideration. Independent advisors and professionals engaged by the Company for various corporate exercises may also be invited to offer explanations or advice for the Directors' benefit. The Chairman of the Board Audit, Risk & Governance Committee updates Directors on salient matters noted by the Committee from audit findings that may require the Board's attention or direction.

In addition to matters pertaining to the Board's duties and responsibilities, specific topics for Board deliberation include THP Group's key financial and operational results, strategic and corporate initiatives, such as corporate plans and budget approvals, proposed acquisitions and disposals of material assets, major investments, and changes to THP Group's management and control structures. These discussions encompass key policies, procedures, and authority limits.

B Meetings of Board of Directors

27 February 2023	Meeting No.01/2023
29 March 2023	Special Meeting No.02/2023
29 May 2023	Meeting No.03/2023
23 June 2023	Special Meeting No.04/2023
24 July 2023	Special Meeting No.05/2023
27 July 2023	Special Meeting No.06/2023
21 August 2023	Special Meeting No.07/2023
28 August 2023	Meeting No.08/2023
13 September 2023	Special Meeting No.09/2023
21 November 2023	Special Meeting No.10/2023
27 November 2023	Meeting No.11/2023
15 December 2023	Special Meeting No.12/2023

BARGC Meetings of Board Audit, Risk & Governance Committee

27 February 2023	Meeting No.01/2023
29 March 2023	Special Meeting No.02/2023
17 May 2023	Meeting No.03/2023
25 May 2023	Meeting No.04/2023
27 July 2023	Special Meeting No.05/2023
28 August 2023	Meeting No.06/2023
9 October 2023	Meeting No.07/2023
10 November 2023	Special Meeting No.08/2023
23 November 2023	Meeting No.09/2023
14 December 2023	Special Meeting No.10/2023

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BNRC Meetings of Board Nomination & Remuneration Committee

9 February 2023	Meeting No.01/2023
1 March 2023	Special Meeting No.02/2023
10 March 2023	Special Meeting No.03/2023
10 April 2023	Special Meeting No.04/2023
8 May 2023	Meeting No.05/2023
29 May 2023	Special Meeting No.06/2023
16 August 2023	Meeting No.07/2023
24 October 2023	Meeting No.08/2023
14 December 2023	Meeting No.09/2023

BIC Meetings of Board Investment Committee

10 April 2023	Meeting No. 01/2023
8 May 2023	Meeting No. 02/2023
17 May 2023	Special Meeting No. 03/2023
25 May 2023	Special Meeting No. 04/2023

A total of twelve (12) Board meetings were held in 2023 and all Directors have complied with the minimum fifty per centum (50%) attendance as required under Paragraph 15.05 (3) of the Listing Requirements.

The Directors' attendance at Board meetings for the financial year ended 31 December 2023 is detailed below:

The Directors' attendance at Board meetings for the FY2023 is detailed below:

Datuk Dr. Ahmad Kushairi bin Din
Chairman, Independent Non-Executive Director **12/12**



Tuan Syed Hamadah bin Syed Othman¹
Non-Independent Non-Executive Director **3/4**



YM Tengku Dato' Seri Hasmuiddin bin Tengku Othman
Non-Independent Non-Executive Director **11/12**



Haji Bakri bin Jamaluddin
Independent Non-Executive Director **12/12**



Muhammad Ramizu bin Mustaffa
Independent Non-Executive Director **10/12**



Dr. Nurmazilah binti Dato' Mahzan²
Independent Non-Executive Director **4/4**



Dr.Shahril bin Simon³
Non-Independent Non-Executive Director **3/3**



Kasmuri bin Sukardi⁴
Independent Non-Executive Director **1/1**



Fahda Nur binti Ahmad Kamar⁵
Independent Non-Executive Director **N/A**



Dato' Sri Amrin bin Awaluddin⁶
Non-Independent Non-Executive Director **2/2**



Ir. Mohamed Ajmel Hafiz bin Jamaludin⁷
Independent Non-Executive Director **4/4**



Datuk Dr. Kamilia binti Ibrahim⁸
Independent Non-Executive Director **4/4**



Dzul Effendy bin Ahmad Hayan⁹
Alternate Director to YM Tengku Dato' Seri Hasmuiddin bin Tengku Othman **7/7**



Notes:

- ¹ Appointed as Director on 5 September 2023
- ² Appointed as Director on 11 September 2023
- ³ Appointed as Director on 17 November 2023
- ⁴ Appointed as Director on 8 December 2023
- ⁵ Appointed as Director on 28 December 2023

- ⁶ Resigned as Director on 5 May 2023
- ⁷ Retired as Director on 27 June 2023
- ⁸ Retired as Director on 27 June 2023
- ⁹ Resigned as Director on 29 August 2023

CORPORATE GOVERNANCE OVERVIEW STATEMENT

KEY BOARD DISCUSSION AND ACTIVITIES

Board activities are structured to develop the THP Group's strategy and to enable the Board to support the management on the delivery of the THP Group's strategy within a transparent governance framework. Key matters considered by the Board in 2023 were as follows:

Financial	Governance and Policies
<ul style="list-style-type: none"> Financial Statements for the financial year 2023 Quarterly Report on Consolidated Results Re-appointment of External Auditors for the financial year 2023 Audit fee for THP and Group for the financial year 2023 Updates on changes in accounting standards and/or policies THP Group's annual budget, cashflow projections 	<ul style="list-style-type: none"> Updates on Material litigation cases within the THP Group Schedule of THP Board meetings for the year 2023 Status of compliance with MCCG 2021 Revision of the Board Charter and the terms of reference of the Board Committees, namely, Board Investment Committee, Board Nomination & Remuneration Committee and Board Tender Committee Revision of THP's Whistleblowing Policy Compulsory Land Acquisition in Sarawak Establishment of the Integrity & Governance Unit and reporting line Establishment of the Management Audit, Risk & Governance Committee
Operation, Risk, Strategy, Sustainability	Appointment and Resignation
<ul style="list-style-type: none"> Updates on the THP Group's estates performance Business growth and improving yields Improving operational efficiency Purchase of FFB from smallholders 5 years Replanting Programme of the THP Group Land issues in Sarawak Updates on Risk Register and THP Group Top 20 Risks Updates on THP's Strategy Recovery Plan to stabilise and strengthen THP Group's operations and finances Updates on sustainability matters Updates on the Recovery Plan Project in Mersing, Johor 5 years Business Plan of the THP Group 2024 to 2028 Improving staff and workers' quarters Issues on shortage of labours Updates of the mechanisation programme 	<ul style="list-style-type: none"> Review Board and Board Committees composition Change of directorship in THP Board Change of directorship in THP Board subsidiaries Change of composition of Board committees Board Evaluation Assessment (assessment of the effectiveness of the Board, Board Committees, Individual Directors and Independent Directors of THP Board) Re-election Directors Change in Key Senior Management Top Management Movements
Remuneration	Investment and Divestment
<ul style="list-style-type: none"> Annual fees for the Board and Board Committees Remuneration package of new directors Performance bonus for employees of THP Group Salary increments for employees of THP Group 	<ul style="list-style-type: none"> Updates on THP's assets rationalisation plan Assessment of the effectiveness of joint venture performance Proposals on new business ventures in ESG
Others	
<ul style="list-style-type: none"> Reports for inclusion in the Annual Report 2022 Circular to Shareholders for Recurrent Related Party Transactions 	

THE GOVERNANCE OF SUSTAINABILITY

The governance of sustainability falls under the ultimate purview of the Board. Assisting the Board in implementing, monitoring, assessing, and refining the THP Group's sustainability policy and initiatives are the CEO and the Sustainability Committee. The CEO keeps the Board abreast of the THP Group's sustainability performance and examines reports from the Committee detailing sustainability management and the creation of the annual Sustainability Statement. The Sustainability Committee, comprising Heads of Departments, takes charge of supervising the realisation of the Board's strategic sustainability direction and overseeing the formulation of the Sustainability Statement.



For further details, the Sustainability Statement is made available on pages 26 to 77 of this Annual Report.

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BNRC

BOARD NOMINATION & REMUNERATION COMMITTEE REPORT

The BNRC aids the Board in assessing the Board's size and composition to ensure an optimal blend of skills, experience, and knowledge among directors. It is involved in succession planning, human capital development, and formulating the remuneration framework for Directors, Management, and employees.

The structure and procedures of the BNRC in remuneration function are as follows:

- 1 The remuneration of Directors shall be the ultimate responsibility of the Board after considering the recommendations made by the BNRC.
- 2 The determination of remuneration packages of Non-Executive Directors, including the Non-Executive Chairman shall be a matter to be considered by the Board as a whole and thereafter to be put forth to the shareholders for approval.
- 3 The level of remuneration should be sufficient to attract and retain the Directors needed to steer the Company successfully. The level of remuneration should reflect the experience and responsibilities undertaken by the Non-Executive Directors concerned
- 4 The CEO does not participate in discussions pertaining to his own remuneration.



The TOR of the BNRC are available on the Company's website at www.thplantations.my

MEMBERS AND ATTENDANCE

The BNRC comprises of Non-Executive Directors with a majority being Independent Directors. The composition of the BNRC complies with the requirements of both the Listing Requirements and the MCCG 2021.

<p>Haji Bakri bin Jamaluddin¹ Chairman, Independent Non-Executive Director 9/9</p> <p>YM Tengku Dato' Seri Hasmuiddin bin Tengku Othman Member, Non-Independent Non-Executive Director 9/9</p> <p>Muhammad Ramizu bin Mustaffa² Member, Independent Non-Executive Director 3/3</p> <p>Kasmuri bin Sukardi³ Member, Independent Non-Executive Director N/A</p>	<p>Datuk Dr. Kamalia binti Ibrahim⁴ Chairman, Independent Non-Executive Director 6/6</p> <p>Ir. Mohamed Ajmel Hafiz bin Jamaludin⁵ Member, Independent Non-Executive Director 5/6</p> <p>Dzul Effendy bin Ahmad Hayan⁶ Member, Non-Independent Non-Executive Director 1/1</p>
<p>Notes:</p> <p>¹ Redesignated as Chairman on 24 July 2023</p> <p>² Appointed as Member on 24 July 2023</p> <p>³ Appointed as Member on 15 December 2023</p>	<p>⁴ Resigned as Chairman on 27 June 2023</p> <p>⁵ Resigned as Member on 27 June 2023</p> <p>⁶ Appointed as Member on 11 May 2023 and Resigned on 24 July 2023</p>

Meetings of the BNRC are attended by the CEO. Other members of Senior Management are invited to meetings of the BNRC when necessary to support detailed discussion on matters relevant to the agenda of the meeting.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

SUMMARY OF ACTIVITIES OF BNRC

During FY2023, the BNRC performed a number of key activities, summarised amongst others as below:

<p>Nomination Function</p> <ul style="list-style-type: none"> a). Assessing and recommending to the Board the continuation of service of the Directors that seeking for re-election at the AGM. b). Reviewing and assessing the annual performance and effectiveness of the Board. c). Assessing and recommending to the Board the appointment of new Directors on the Board. d). Reviewing and recommending to the Board on the composition of the Board of Directors of the THP Group's subsidiaries. e). Assessing and recommending to the Board on the appointment of new key Senior Management. f). Reviewing and recommending to the Board the changes, movements, promotions and extension of the contract of service of Senior Management personnel in Head Office. g). Reviewing and recommending to the Board on the changes to the organisation structure. 	<p>Remuneration Function</p> <ul style="list-style-type: none"> a) Reviewing and recommending to the Board the annual directors' remuneration. b) Reviewing and recommending to the Board the employees' salary increments, bonuses, allowances, appointments and promotions. <p>Others</p> <ul style="list-style-type: none"> a) Reviewing the disclosure in the Annual Report, in particular the BNRC Report.
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APPOINTMENTS

A crucial responsibility of the BNRC is to spearhead the appointment process for new Directors and key Senior Management. When evaluating potential Director candidates, the BNRC considers various criteria, including skills, knowledge, expertise, and experience, as well as factors such as time commitment, professionalism, integrity, and alignment with the THP Group's strategy in terms of specialist knowledge or technical skills. Diversity in age, gender, and background is also taken into account.

Upon the appointment of new Directors and key Senior Management, where applicable, the BNRC seeks third-party feedback on candidates being considered for recommendation to the Board.

During FYE 2023, the composition of the Board underwent changes with the departure of three directors, namely Dato' Sri Amrin bin Awaluddin who retired on 5 May 2023 and Datuk Dr. Kamilia binti Ibrahim as well as Ir. Mohamed Ajmel Hafiz bin Jamaludin,

both retired on 27 June 2023. Following thereto, the Board had approved the following appointments during the year:

- i. Syed Hamadah bin Syed Othman on 5 September 2023
- ii. Dr. Nurmazilah binti Dato' Mahzan on 11 September 2023
- iii. Dr. Shahril bin Simon on 17 November 2023
- iv. Kasmuri bin Sukardi on 8 December 2023
- v. Fahda Nur binti Ahmad Kamar on 28 December 2023

With respect to the changes in key Senior Management, Puan Marliyana binti Omar was appointed as the Chief Financial Officer on 14 April 2023.

The Secretary ensures that all appointments are duly made and necessary information is obtained from the Directors, both for the Company's records and to fulfill statutory obligations and requirements outlined in the Listing Requirements and the Act.

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RE-ELECTION OF DIRECTORS

The process of re-electing Directors serves as a mechanism for shareholders to regularly assess the composition and efficacy of the Board. In accordance with the Company's Constitution, at least one-third (1/3) of the Directors are to retire from office annually, with the provision that all Directors retire at least once every three (3) years and are eligible for re-election at the AGM.

At the upcoming 50th AGM of the Company, Haji Bakri bin Jamaluddin is subject to retirement by rotation as per Clause 89 of the Company's Constitution. Accordingly, Haji Bakri bin Jamaluddin, being eligible, has offered himself for re-election at the 50th AGM.

The Company's Constitution also stipulates that newly-appointed directors shall hold office until the next AGM and are then eligible for re-election. The following Directors, appointed since the last AGM, will retire in accordance with Clause 94 of the Company's Constitution and, being eligible, have offered themselves for re-election:

- i. Syed Hamadah bin Syed Othman
- ii. Dr. Nurmazilah binti Dato' Mahzan
- iii. Dr. Shahril bin Simon
- iv. Kasmuri bin Sukardi
- v. Fahda Nur binti Ahmad Kamar

TENURE FOR INDEPENDENT DIRECTORS

The tenure of service of Independent Non-Executive Directors will be nine (9) years.

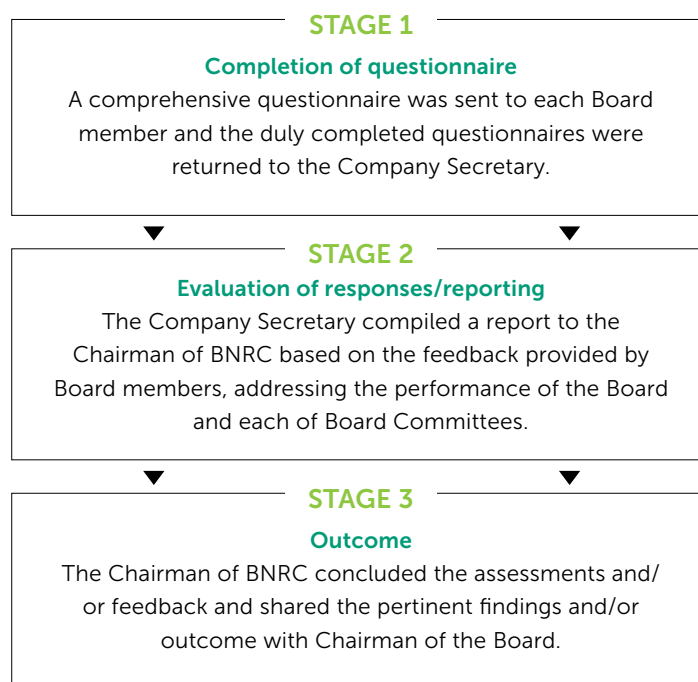
INDEPENDENCE DIRECTORS

The Board places focus on preserving the independence, composition, and equilibrium of its members. In order to sustain the flow of Board processes and optimise personal interactions within the team, the THP Group regularly updates Board and Committee membership. According to the requirements of the MCCG 2021, the Board is confident that it possesses the right combination of skills, experience, independence, and knowledge of the THP Group to effectively fulfill its obligations and responsibilities.

Additionally, Directors are keenly aware of their legal obligations to act in good faith and advance the Company's success for its shareholders, while also taking into account the interests of other stakeholders. The profiles of Directors on pages 78 to 88 showcase a diverse range of skills and experiences, equipping them to provide independent judgment on critical issues such as strategy, performance, risk management, resource allocation, and standards of conduct, all of which are paramount to the THP Group's success.

BOARD INDUCTION, EFFECTIVENESS AND TRAINING

The Board Effectiveness Review employs an internal evaluation process conducted through a survey and questionnaire format. The specific details of the process are outlined in the table below:



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CRITERIA FOR ASSESSMENT

Board composition together with the utilisation of the experience, skills and expertise, as well as diversity of Board members.	Understanding by the Board of the prevailing culture within the THP Group.	Risk management and the effectiveness of the Board in considering the THP Group's risk management framework and internal controls.
Board dynamics and the interaction between the Chairman, Non-Executive Directors and management to achieve the Board's objectives.	Quality, timeliness of delivery and presentation of Board papers and Board support.	The effectiveness of the Board's strategic and operational oversight.
Leadership and succession planning including the oversight of the THP Group's processes for managing, developing and retaining talent.	Time management and operational performance of Board and Board Committee meetings.	Priorities for change that would enhance Board performance.

The evaluation results were deliberated with the Board, revealing a well-functioning board with identified opportunities for improvement. Deliberations took into account the skills, characteristics, and diversity necessary to support the strategy.

Upon the appointment of a new Director, they undergo specific briefings on the THP Group. These briefings aim to provide an overview of the Company's vision and mission, the nature of business, current issues, and the long-term targets of the THP Group.

In adherence to Listing Requirements, the Company regularly assesses the training needs of its Directors to ensure they possess the necessary knowledge and competencies for effective contribution to the Board's role. Directors are also encouraged to participate in various training programs relevant to enhancing their knowledge and expertise in fulfilling their responsibilities.

During FY2023, the Directors attended conferences, seminars and training programmes, including those listed below:

Training/Seminar	Organiser
Datuk Dr. Ahmad Kushairi bin Din	
Cyber Security Awareness	Agrobank
Hybrid Strategic Business Plan: Workshop Session	THP Group
Plantations Managers' Conference	THP Group
TH Group Summit 2023	TH
Climate Change 2023: Synthesis Report of the IPCC AR 6 – Implication for Disaster Risk	Academy of Sciences Malaysia
ICDM Power Talk – Advancing Cyber Resilience: Board's Top 3 Must-Know	Institute of Corporate Directors Malaysia
Branding for Board Directors – Enhancing Your Profile for the Board	Institute of Corporate Directors Malaysia
10 th International Planters Conference	Incorporated Society of Planters
Board Oversight of Climate Risks and Opportunities	ICLIF and Asian School of Business

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Training/Seminar	Organiser
Syed Hamadah bin Syed Othman	
Anti-Corruption Pledge and TH Integrity Plan	TH
International Social Wellbeing Conference 2023	Employees Provident Fund
TH Nominee Directors' Training Programme: Leadership & Workforce Series	Institute of Corporate Directors Malaysia
Mandatory Accreditation Programme Part I	Institute of Corporate Directors Malaysia
TH Nominee Directors' Retreat Programme: Shaping Tomorrow Economic & Finance Strategy "Re-VITAL-izing Roles of Nominee Directors"	Institute of Corporate Directors Malaysia
Waqf and Islamic Capital Market Conference: "Unleashing The Potential of Waqf Through Islamic Capital Market"	Securities Commission Malaysia
BNM iTEKAD Networking Event	Bank Negara Malaysia
IFoA ASIA CONFERENCE 2023: "Making Actuarial Sense of a Sustainable Future"	Institute & Faculty of Actuaries
TH Directors' Training: "Unlocking Waqf Potential for Hajj Cost Management"	ISRA Consultancy
Directors & Officers Liability	THP Group
YM Tengku Dato' Seri Hasmuddin bin Tengku Othman	
PIPOC 2023	Malaysian Palm Oil Board
TH Nominee Directors Retreat Programme 2023	TH
Seminar on Pathway for Beginners Series Company Secretary & Getting Started with Companies	Suruhanjaya Syarikat Malaysia
Seminar on Section 17A Malaysian Anti-Corruption Act, 2009 & Adequate Procedures	Suruhanjaya Syarikat Malaysia
Haji Bakri bin Jamaluddin	
PIPOC 2023	Malaysian Palm Oil Board
Plantation Managers' Conference	THP Group
Muhammad Ramizu bin Mustaffa	
Terengganu Inc Group Director Training-Workshop On Strategic Roles of Board of Director	Terengganu Inc
2023 SSM National Conference: "Shared Responsibility In Strengthening AML/CFT Compliance: Risks, Challenges And Collaboration"	Suruhanjaya Syarikat Malaysia
PIPOC 2023	Malaysian Palm Oil Board
TH Nominee Directors Retreat Programme 2023	TH
Plantation Managers' Conference	THP Group
Directors & Officers Liability	THP Group
Dr. Nurmazilah binti Dato' Mahzan	
PIPOC 2023	Malaysian Palm Oil Board
Mandatory Accreditation Programme Part I	Institute of Corporate Directors Malaysia
TH Nominee Directors Retreat Programme 2023	TH
MIA International Accountants Conference	Malaysian Institute of Accountants
MIA Webinar Series Integrating ESG into Organization's Financial Reporting Framework	Malaysian Institute of Accountants
Bursa 2023 Market Intermediaries and Advocacy Programmes: Understanding Cyber Security	Bursa Malaysia Berhad
Bursa Academy – Bursa 2023 Market Intermediaries and Advocacy Programmes: Governance & Risk Management	Bursa Malaysia Berhad
IFRS1 – General Requirement for Sustainability Related Disclosure. An In-depth Explainer with ISSB	International Financial Reporting Standards Foundation

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Training/Seminar	Organiser
Dr. Nurmazilah binti Dato' Mahzan (cont'd)	
Climate Finance Summit 2023 – Sasana Kijang BNM	Perdana Fellows Alumni Association & Chevening
36 th Asia Pacific Roundtable – The Age of Strategic Uncertainty	ISIS Malaysia & ASEAN – ISIS
Achieving Investor-Grade GHG Reporting: The Role of Accounting and Finance Professionals	International Federation of Accountants
Revised OECD/G20 Governance Principles: What Companies Do To Promote Sustainability and Investors Confidence	International Federation of Accountants
IFAC Sustainability Summit Asia Pacific	International Federation of Accountants
COP28 – Climate Finance Summit: Financing Survival	Global Ethical Finance Initiative
Evening Lecture 'Adam Smith and Ibn Khaldun at COP8	Global Ethical Finance Initiative
Directors & Officers Liability	THP Group
Dr. Shahril bin Simon	
TH Nominee Directors Retreat Programme 2023 - Shaping Tomorrow Economic & Finance Strategy "Re-VITAL-izing Roles of Nominee Directors"	Institute of Corporate Directors Malaysia
Plantation Managers' Conference	THP Group
Asian Investors 2 nd Malaysia Global Investment Forum	Asian Investor's
Kasmuri bin Sukardi	
Plantation Managers' Conference	THP Group
Malaysia's 34 th Palm & Lauric Oils Price Outlook Conference & Exhibition (POC 2023)	Bursa Malaysia Derivatives
Fahda Nur binti Ahmad Kamar	
Wanita dan Pembentukan Malaysia Madani	Institut Sosial Malaysia
Forum Pembentangan Kajian Penilaian Pelaksanaan Inisiatif Sekurang-Kurangnya 30% Wanita di Peringkat Pembuat Keputusan dan Forum Bual Bicara Kepimpinan Wanita	Institut Sosial Malaysia

All Directors have successfully completed the Mandatory Accreditation Programme ("MAP") prescribed by Bursa Malaysia Securities Berhad. The Listing Requirements require newly appointed directors of public listed companies to attend the MAP Part I within four (4) months after their appointment.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

DIRECTORS' REMUNERATION

The Board holds the belief that the remuneration provided by the THP Group is adequate to attract and retain Directors of high caliber, possessing sufficient experience and talent to contribute to the Company's performance. In determining a fair remuneration rate, comparisons are drawn with similar positions within the industry and other prominent publicly listed companies. The overarching goal of the remuneration policy and philosophy is to:

Align with THP's strategic thrust and value drivers	Attract and retain Directors of such calibre who are able to provide the necessary skills and experience, commensurating with the responsibilities for the effective management of the THP Group	Support the philosophy of value-based management.
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The BNRC reviews the policy and framework governing the comprehensive remuneration of Directors, aligning it with prevailing market practices. Following this review, the BNRC presents recommendations to the Board for approval.

Non-Executive Director remuneration encompasses Directors' fees and attendance allowances for each Board and Board Committee meeting attended, along with medical and insurance coverage in Malaysia.

The details of directors' fees and benefits are outlined below:

A. COMPANY LEVEL

Director's Fees

Board/Board Committee	Monthly Fees (RM)	
	Chairman	Member
Board	12,000	5,000
Board Audit, Risk & Governance Committee	2,000	1,000
Board Nomination & Remuneration Committee	Nil	Nil
Board Tender Committee	Nil	Nil
Board Investment Committee	Nil	Nil

Director's Benefits

Meeting Allowance	Other benefits
Board and Board Committee meetings of RM1,000.00 per seating	Medical and insurance coverage in Malaysia as well as car allowance and telephone bill for Chairman

B. GROUP LEVEL

Director's Fees	Meeting Allowance
The monthly fee of THP's subsidiaries are ranged between RM500 to RM5,000 per month	The meeting allowance of THP's subsidiaries are ranged between RM250 to RM500 per seating

Note: The above Board remuneration are determined based on the performance and size of the respective subsidiaries.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Details of remuneration (including benefits-in-kind) of each Director for the FY2023 are as follows:

	RM						
	Director's Fees			Salary & Bonus	Meeting Allowances (including subsidiaries)	Benefits-in-kind ¹	Total
	Board ¹	Board Committees ¹	Subsidiaries ²				
Datuk Dr. Ahmad Kushairi bin Din	144,000	-	108,000	-	13,500	32,429 ³	297,929
Syed Hamadah bin Syed Othman	- ⁴	-	-	-	3,000	1,165	4,165
YM Tengku Dato' Seri Hasmuddin bin Tengku Othman	60,000	12,000	180,700	-	63,000	6,711	322,411
Haji Bakri bin Jamaluddin	60,000	12,000	208,500	-	68,500	9,492	358,492
Muhammad Ramizu bin Mustaffa	60,000	24,000	120,995	-	40,500	6,711	252,206
Dr. Nurmazilah binti Dato' Mahzan	18,333	548	4,129	-	4,000	3,421	30,423
Dr. Shahril bin Simon	- ⁴	-	-	-	4,000	1,165	5,165
Kasmuri bin Sukardi	3,871	-	-	-	2,000	1,165	7,036
Fahda Nur binti Ahmad Kamar	645	-	-	-	-	-	645
Dato' Sri Amrin bin Awaluddin	- ⁴	-	-	-	1,000	1,165	2,165
Datuk Dr. Kamilia binti Ibrahim	29,500	-	105,020	-	24,000	1,274	159,794
Ir. Mohamed Ajmel Hafiz bin Jamaludin	29,500	5,900	50,740	-	31,500	7,124	124,764
Dzul Effendy bin Ahmad Hayan	- ⁴	-	-	-	16,000	1,165	17,165
TOTAL	405,850	54,448	778,084	-	271,000	72,978	1,582,360

Notes:

¹ Paid by THP.

² Paid by subsidiaries of THP.

³ Benefits in-kind of the Chairman includes of car allowance of RM4,500 per month.

⁴ Monthly Fees of Directors representing Lembaga Tabung Haji ("**TH**") are paid directly to **TH**.

Number of Directors whose remuneration falls within the following bands:

Ranges of Remuneration	Number of Directors
Less than RM50,000	7
RM50,001 to RM100,000	-
RM100,001 to RM150,000	1
RM150,001 to RM200,000	1
More than RM200,001	4

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE B

EFFECTIVE AUDIT AND RISK MANAGEMENT

BARGC

BOARD AUDIT, RISK & GOVERNANCE COMMITTEE REPORT

THP has established the BARGC to be in line with the Listing Requirements. Subsequently, on 28 November 2023, the Audit & Risk Management Committee was renamed as the Board Audit, Risk & Governance Committee ("BARGC"). Its principal roles and functions involve overseeing the THP Group's financial reporting and performance, internal and external audit functions, as well as risk management, integrity & governance, and internal control oversight.



The TOR of the BARGC are available on the Company's website at www.thplantations.my.

MEMBERS AND ATTENDANCE

A total of ten (10) meetings were held during the FY2023. Details of the composition of the BARGC and their attendance were as follows:

Muhammad Ramizu bin Mustaffa¹ Chairman, Independent Non-Executive Director 10/10 	Dr. Nurmazilah binti Dato' Mahzan² Member, Independent Non-Executive Director N/A
YM Tengku Dato' Seri Hasmuddin bin Tengku Othman Member, Non-Independent Non-Executive Director 9/10 	Ir. Mohamed Ajmel Hafiz bin Jamaludin³ Member, Independent Non-Executive Director 4/4
Haji Bakri bin Jamaluddin Member, Independent Non-Executive Director 10/10 	Dzul Effendy bin Ahmad Hayan⁴ Member, Independent Non-Executive Director 2/2

Notes:

- The Chairman of the BARGC is a member of the Malaysian Institute of Accountants (MIA) and his profile can be viewed on page 85 of this Annual Report.
- Dr. Nurmazilah binti Dato' Mahzan who is a member of the Malaysia Institute of Accountants (MIA) was appointed on 15 December 2023.
- Ir. Mohamed Ajmel Hafiz bin Jamaludin had retired as an Independent Non-Executive Director effective on 27 June 2023.
- Dzul Effendy bin Ahmad Hayan was appointed on 11 May 2023 and resigned on 24 July 2023.

The BARGC membership is in line with Paragraph 15.09 & 15.10 of the Listing Requirements and Practice 9.1 & 9.2 of the MCCG 2021, in which:

1 All four (4) members are Non-Executive Directors and majority of the members are Independent Director Muhammad Ramizu bin Mustaffa and Dr. Nurmazilah binti	4 The Chairman of the BARGC is an Independent Director
2 Dato' Mahzan are members of the Malaysian Institute of Accountants (MIA)	5 The Chairman of the BARGC is not the Chairman of the Board
3 No alternate director is appointed as a member of BARGC	6 None of the BARGC members is a former audit partner of the THP Group's external auditor

CORPORATE GOVERNANCE OVERVIEW STATEMENT

SUMMARY OF ACTIVITIES OF THE BARGC

The main activities undertaken by the BARGC during the FY2023 were as follows:

Financial Reporting

- a) Reviewed the quarterly financial results and yearly financial statements, including their corresponding announcement, to ensure compliance with Listing Requirements, applicable and approved accounting standards of the Malaysian Financial Reporting Standards ("MFRS") and other statutory laws and regulations prior to the Board for approval. The details of the activities are as follows;

Date of Meeting	Quarterly Result/ Financial Statement Reviewed
27 Feb 2023	Unaudited fourth quarter results for the period ended 31 December 2022
29 Mar 2023	Audited Financial Statement for the financial year ended 31 December 2022
25 May 2023	Unaudited first quarter results for the period ended 31 March 2023
28 Aug 2023	Unaudited second quarter results for the period ended 30 June 2023
23 Nov 2023	Unaudited third quarter results for the period ended 30 September 2023

- b) Reviewed and assessed the impact on changes of accounting policies, adoption of new accounting standards and treatments, tax review, financial and legal disclosures and significant judgements and estimates applied in the THP Group's financial statements; and
- c) Reviewed and evaluated the quarterly and yearly operational and financial performances of the THP Group, as presented by Management.

Internal Audit

- a) Reviewed and approved the scope of the internal audit, along with the annual audit plan, budget, and resource requirements to ensure sufficient coverage of the THP Group's activities;
- b) Reviewed and analysed significant internal audit findings from the internal audit reports, as well as the follow-up outcomes and the status of audit work executed by internal auditors;
- c) Evaluated the sufficiency of measures taken by the Management in resolving and addressing issues, ensuring that all significant concerns were adequately tackled in a timely manner; and
- d) Reviewed the adequacy of internal auditors experiences, competencies and resources to ensure internal audit works are carried out effectively.

The BARGC was satisfied with the overall performance of the THP Group's internal audit function and its resources to perform their function effectively and independently.

Risk Management and Internal Control

- a) Conducted a review of the existing risk management and internal control system, and discussed the risks and corresponding controls that should be put in place to minimise the identified risks;
- b) Evaluated and analysed the adequacy and efficiency of Management's internal control measures in recognising, evaluating, mitigating, and overseeing both financial and non-financial risks;
- c) Reviewed the revised and expanded ToR of BARGC prior to recommending to the Board for approval;
- d) Reviewed and approved the Company's revised risk management framework, policy and procedures;
- e) Assessed the organisation's corporate risk profile and provided updated reports on the current risk status, along with recommended action plans to reduce the potential risks; and
- f) Promoted awareness and sound risk management culture within the Company.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

<p>External Audit</p> <ul style="list-style-type: none"> a) Reviewed the external auditor's scope of works and audit plan for THP Group; b) Evaluated the sufficiency, proficiency, and background of the external auditors appointed for the audit engagement, as well as their effectiveness in conducting the audit. Additionally, reviewed the audit fees and potential re-appointment of the auditors to the Board for recommendation; c) Evaluated the performance of the external auditors, as well as their suitability, impartiality, and autonomy in performing the audit; d) Conducted a review with the external auditors regarding the conformity of the THP Group's yearly financial statements to the Listing Requirements, as well as the relevant accounting standards of the MFRS and other legal and regulatory mandates; e) Examined and discussed the external auditor's management letter(s) and the corresponding management response(s); and f) Examined and discussed any noteworthy audit discoveries and concerns that surfaced during the interim and final audits, significant financial and accounting problems, as well as any other topics that the external auditors wished to address in the presence of senior management. <p>The external auditors have assured the BARGC that in accordance with the terms of all relevant professional and regulatory requirements, they had been independent throughout the audit engagement for 2023.</p> <p>Upon due assessment, the BARGC was satisfied with the work performed by the external auditors based on their quality of service, sufficiency of resources, performance, independence and professionalism, as well as their ability to conduct external audit within an agreed timeline fixed by the Management.</p>	<p>Governance</p> <ul style="list-style-type: none"> a) Reviewed and recommended the revised Terms of Reference for the Board Audit, Risk, and Governance Committee (BARGC) and the Terms of Reference for the Management Audit, Risk and Governance Committee ("MARGC") prior to Board approval. b) Assessed and reviewed the effectiveness of Whistleblowing Channel. c) Approved the review of the existing Whistleblowing Policy and the appointment of an external consultant for whistleblowing services. d) Reviewed and oversaw the submission of key compliance reports to relevant parties. This included the biannual reporting to the Malaysian Anti-Corruption Commission ("MACC") and the status report on compliance with the "Guideline on Adequate Procedures" under Section 17A (5) of the MACC Act 2009, submitted to Lembaga Tabung Haji ("TH"). e) Reviewed internal investigations reports and provided guidance on addressing concerns or wrongdoing within the organisation. <p>Other Duties</p> <ul style="list-style-type: none"> a) Reviewed the related party disclosures and transactions of THP Group in compliance with Listing Requirements, MFRS, the Act and the THP Group's internal guideline to ensure that such transactions are undertaken on commercial terms which are not detrimental to the interests of the minority shareholders of THP Group and to ensure that the related internal control procedures are both sufficient and effective.
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CORPORATE GOVERNANCE
OVERVIEW STATEMENT

INTERNAL AUDIT FUNCTION AND ACTIVITIES

The THP Group's Internal Audit Department ("IAD") functions independently of the THP Group's business and operating units. Its primary mandate is to assist the BARGC in fulfilling its responsibilities, to which it directly reports.

The IAD's role is to provide the BARGC with regular, impartial, and objective reports on the sufficiency and effectiveness of the THP Group's risk management and internal control systems. This includes assessing the extent to which the THP Group's operating and business units comply with relevant policies, procedures, and statutory laws and regulations. As an independent observer, the IAD also participates in tinderbox opening sessions, price negotiation sessions, and tender committee meetings.

The IAD operates in accordance with the THP Group's Internal Audit Charter and adheres to the internal audit standards set by the Institute of Internal Auditors. Recently, the THP Group's Internal Audit Charter was revised and approved by BARGC in December 2023. Its audits span a broad spectrum of operational areas within THP Group, including estate and mill management, procurement and contract management, accounting and financial controls, and resource management and administration.

During the FY2023, the IAD has:

1	Prepared the internal audit scope and annual internal audit plan for approval by BARGC;	5	Produced internal audit reports for Management's responses and actions;
2	Conducted 37 audits on various operating units based on the annually approved internal audit plan and Management request;	6	Performed follow-up audit review on internal audit findings based on previous internal audit reports;
3	Reviewed and evaluated the adequacy and effectiveness of the THP Group's risk management and internal control system;	7	Reported to the BARGC on periodic basis, the key internal audit findings, status of follow-up audit reviews, status of internal audit works and the adequacy of resources within IAD;
4	Reviewed and evaluated the state of compliances of the THP Group's operating and business units with its established policies and procedures, and its applicable statutory laws and regulations;	8	Undertook ad-hoc reviews and special assignments on matters arising from the audits and/or as and when requested by the BARGC and/or Management and reported the results to the BARGC and/or Management.

Throughout the year, the THP Group's internal audit functions were carried out internally, and no elements of the internal audit programs and plans were outsourced. Furthermore, all internal auditors are members of the Institute of Internal Auditors Malaysia.

The IAD also provided in-house audit training for its auditors to develop their skills and abilities, as well as training for the THP Group's operating unit personnel to increase their awareness of internal controls.

The total cost incurred by the IAD of THP Group for the financial year ended 31 December 2023 was approximately RM0.984 million.

This BARGC Report was approved by the THP Board on 28 February 2024.








CORPORATE GOVERNANCE OVERVIEW STATEMENT

BIC

BOARD INVESTMENT COMMITTEE

MEMBERS AND ATTENDANCE

A total of four (4) meetings were held during the FY2023. Details of the composition of the BIC and their attendance were as follow:

Dr. Nurmazilah binti Dato' Mahzan¹ Chairman, Independent Non-Executive Director 	Ir. Mohamed Ajmel Hafiz bin Jamaludin⁴ Chairman, Independent Non-Executive Director 
Muhammad Ramizu bin Mustaffa Member, Independent Non-Executive Director 	Datuk Dr. Kamilia binti Ibrahim⁵ Member, Independent Non-Executive Director 
Dr. Shahril bin Simon² Member, Non-Independent Non-Executive Director 	Dzul Effendy bin Ahmad Hayan⁶ Member, Non-Independent Non-Executive Director 
Fahda Nur binti Ahmad Kamar³ Member, Independent Non-Executive Director 	

Notes:

¹ Appointed as Member on 28 November 2023 and redesignated as Chairman on 15 December 2023

² Appointed as Member on 28 November 2023

³ Appointed as Member on 28 December 2023

⁴ Resigned as Chairman on 27 June 2023

⁵ Resigned as Member on 27 June 2023

⁶ Appointed as Member on 11 May 2023 and resigned on 29 August 2023

Meetings of the BIC are attended by the CEO. Other members of Senior Management are invited to meetings of the BIC when necessary to support detailed discussion on matters relevant to the agenda of the meeting.

ROLES

The BIC's purpose is to review and propose to the Board the THP Group's Investment Policy, strategic direction, and strategic plan concerning investment and divestment activities, while also overseeing significant matters related to all existing and potential investments of the THP Group.

The functions and responsibilities of the BIC are to evaluate proposals on new investments and disposals of significant value to ensure consistency with the Strategic Plan and returns in excess of a hurdle rate adjusted for risk and performance premium, to recommend investments of a prescribed amount as determined by the Board from time to time. This includes and is not limited to investments, divestments and large capital expenditures together with the required project financing.



The TOR of the BIC are available on the Company's website at www.thplantations.my

During FYE 2023, the BIC undertook several significant activities, summarised among others as follows:

- 1 Reviewing the strategic direction and strategic plan of THP Group
- 2 Reviewing the existing investment portfolios i.e. the joint venture subsidiaries
- 3 Reviewing and recommending the proposed investments and divestments, including their funding requirements.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE C

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

COMMUNICATION WITH STAKEHOLDERS

The Company observes the Corporate Disclosure Guide issued by Bursa Securities as well as the disclosure requirements of the Listing Requirements. The Company also acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public.

Meetings and briefings are held periodically with investors, research analysts, bankers and the media to explain the THP Group's latest performance results, current developments and future direction. While these forms of communications are important, the Company takes full cognisance of its responsibility not to disclose price-sensitive information.

LEVERAGING ON INFORMATION TECHNOLOGY FOR EFFECTIVE DISSEMINATION OF INFORMATION

The Company maintains a corporate website at www.thplantations.com.my which provides all other public corporate and financial information, such as THP Group's quarterly announcements of its financial results, announcements and disclosures made pursuant to disclosures required by the Listing Requirements and other corporate information on THP Group. Shareholders and the public can also direct their queries through the email contacts provided in the corporate website.

CONDUCT OF GENERAL MEETINGS

The Company's AGM is a useful forum for shareholders to engage directly with the Board. The Board will consider using the most feasible voting method for polling to facilitate shareholders' voting process by taking into account its practicability, efficiency and reliability.

Notification in writing to shareholders via hardcopy or electronic means of the publication of the Notice of AGM and the Annual Report on the Company's website, will be dispatched to shareholders at least 28 days prior to the AGM. The Notification will provide a designated website link where a copy of the Notice of AGM and the Annual Report may be downloaded. Shareholders have the right to request a hardcopy of the THP Group's Annual Report through the designated channel.

The 49th AGM of the Company held on 27 June 2023 was conducted on a fully virtual basis via live streaming and through the Remote Participation and Electronic Voting ("RPEV") facilities. Shareholders who attended the 49th AGM via RPEV could also submit their questions during the meeting for the Company to respond.

The Chairman of the Board chaired the 49th AGM of the Company. Majority of all Directors and Key Senior Management were present at the 49th AGM to respond to the questions raised by the shareholders or proxies.

At the 49th AGM, the CEO presented the Company's operational and financial performance for the financial under review as well as the Company's strategic recovery plan. The presentation is supported by visual and graphical presentation of key financial figures and key operational highlights to facilitate shareholders' understanding and analyses of the Company's performance.

The proceedings at the 49th AGM were recorded in the minutes of meeting which is made available at www.thplantations.my the Company's website.

DIRECTORS' RESPONSIBILITY STATEMENT IN THE PREPARATION OF AUDITED FINANCIAL STATEMENTS

The Board of Directors is required under the Listing Requirements to issue a statement explaining its responsibilities in the preparation of the audited financial statements. The Directors are required by the Act, to prepare audited financial statements for each financial year which provide a true and fair view of the state of affairs of the THP Group at the end of the financial year and of the profit and loss of the Company and the THP Group for the financial year under review. In preparing these audited financial statements, the Directors have:

- Used appropriate accounting policies and consistently applied them;
- Made judgments and estimates that are reasonable and prudent; and
- Stated whether applicable approved accounting standards have been followed, subject to any material departures disclosed and explained in the audited financial statements.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time, the financial position of THP Group and to enable them to ensure that the financial statements comply with the alongside applicable approved accounting standards in Malaysia.

The Directors are also responsible for taking such steps that are necessary to safeguard the assets of the THP Group and to prevent fraud and other irregularities.