

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0097  
**COMPANY NAME** : ViTrox Corporation Berhad  
**FINANCIAL YEAR** : December 31, 2023

## OUTLINE:

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

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

### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

### Intended Outcome

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

### Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is collectively responsible to the Company's stakeholders for the direction and oversight of the Company to ensure its long-term success. In discharging its fiduciary duties and leadership function, the Board is delegating specific powers of the Board to relevant committees within the Board ("Board Committees"), the Group CEO and the senior management of the Company.</p> <p>The Board has direct access to senior management and has unrestricted and immediate access to pertinent information regarding the organisation's operations and affairs, in the discharge of their governance responsibilities. The Board will consider inviting the senior management to attend meetings for reporting on major issues relating to their respective responsibility.</p> <p>All approvals are supported by the authority limits, which clearly sets out relevant matters reserved for the Board's approval, as well as those which the Board may delegate to the Board Committees, the Group CEO and the senior management. The Board Committees are entrusted with specific responsibilities to oversee the Group's affairs, with authority to act on behalf of the Board in accordance with their respective Terms of Reference ("ToR"). The written ToR for the respective Audit, Nominating, Remuneration Committees are available on the Company's website, <a href="https://www.vitrox.com/company/term-reference.php">https://www.vitrox.com/company/term-reference.php</a>.</p> <p><u>Promote good corporate governance culture and support long-term value creation</u></p> <p>The Board, together with the management, is committed to promoting good corporate governance culture within the organisation which reinforces ethical, prudent and professional behaviour. The Group's refined core values, 'I.A.C.T.G.' (The Power of 5), represents the fundamental principles of ViTrox's shared values that guide the employees to think, talk and do the right things every day in the pursuit</p>

of both individual and company greatness. 'I.A.C.T.G.' is the acronym for 'Integrity', 'Accountability', 'Courage', 'Trust & Respect', and 'Gratitude & Care'. The Company's Codes of Ethics for Directors continue to govern the standards of ethics and good conduct expected of Directors. The Code of Ethics for Directors includes principles relating to sincerity, integrity, responsibilities and corporate social responsibility together with the details of 'I.A.C.T.G.' are available at the Company's website.

The Board is aware of the importance of sustainability in long run and will be mindful of the requirement when setting and making any plan for conducting its operation. The Board strongly believes that a sustainable environment which continuously promoting healthy habitat for the Group to compete and also would nourish the resources therein growing from time to time. As such, the Board promotes good corporate governance in the application of sustainability practices throughout ViTrox Group, the benefits of which are believed to translate into better corporate performance e.g. the extract of the Lean Problem Solving ("LPS") report and Kaizen project on sustainability activities, demonstrating ViTrox Group's commitment to the global environmental, social, governance and sustainability agenda, are detailed in the Sustainability Report 2023. As a measure to govern the conduct of its employees, the Company has in place its Whistleblower Policy and Procedures ("WPP") and Employees Handbook. ViTrox has also adopted the Anti-Bribery and Corruption Policy ("ABC Policy") to set out the Group's zero tolerance approach against all forms of bribery and corruption and the Group takes a strong stance against such acts. Please see detailed explanation to Practice 3.1 & 3.2 of the CG Report.

As for succession planning, the ESOS (will expire on 1 March 2024) and Share Grant Scheme ("SGS") Committees are tasked to oversee the administration and to ensure proper implementation of the ESOS and SGS in accordance with the respective by-laws of the ESOS and SGS, to motivate, retain and reward Eligible Person(s) who, upon exercising their options, would be given the opportunity to participate in the equity of the Company and thereby relate their contribution directly to the performance of the ViTrox Group.

Setting Strategy, Engagement with Board Committees, Senior Management & Group CEO and monitoring of performance

The Board plays an active role in the development of the Company's strategy. It has in place a strategy planning process, whereby the management presents to the Board its recommended strategy annually, together with its proposed business plans for the ensuing year at a dedicated session, for the Board's review and approval. At this session, the Board deliberates both the management's and its own perspectives, and challenges the management's views and assumptions, to ensure the best outcome. In conjunction with this, the Board also reviews and approves, amongst others:-

- Key Performance Indicators (“KPIs”) under the yearly Corporate Hoshin Plan, ensuring that the targets correspond to the Company’s strategy and business plan, reflect competitive industry trends and internal capabilities as well as provide sufficient stretch for the management;
- key strategic initiatives and significant operational issues.

A quarterly review of the 2023 Corporate Hoshin Plan was conducted by the Board, at which the targets set by the Board were compared against the actual performance year-to-date. The Board also discussed strategy implementation processes and requirements together with key transformational initiatives undertaken in the current quarter of the year to achieve the targets set out in the 2023 Corporate Hoshin Plan. In this exercise, the Board took cognisance of internal and external factors which had supported various achievements as well as challenges facing by the management. The Board actively engaged with the management in monitoring the progress of initiatives identified in the 2023 Corporate Hoshin Plan and, where required, in identifying alternative measures to be taken to ensure the successful realisation of the strategies.

The Group CEO is responsible for the day-to-day management of the business and operations of the Group in respect of both its regulatory and commercial functions. He is supported by the management committees. The management’s performance, under the leadership of the Group CEO, is assessed by the Board through a status report which is tabled to the Board and which includes a comprehensive summary of the Group’s operating drivers and its financial performance during each reporting period.

During the financial year ended 2023 (“FYE 2023”), the Board Committees comprise 9 Committees i.e. Audit Committee (“AC”), Nominating Committee (“NC”), Remuneration Committee (“RC”), ESOS Committee, Risk Management Committee (“RMC”), Executive Committee (“EC”), Anti-Bribery Compliance Committee, Environmental, Social and Governance Steering Committee (“ESC”) and SGS Committee.

1. To enhance the effectiveness of risk management and internal control systems, the Board has established an internal audit function with the assistance of an external professional firm. The RMC will review with the AC, and recommend to the Board the type and level of business risks of ViTrox Group and the appropriate framework and policies for managing such risks. The RMC assists the Board to fulfil its responsibilities with regard to risk governance and risk management in order to manage the overall risk exposure of the Group. Through the RMC, the Board oversees the risk management framework of the Group in the following manner:-
  - RMC presents for AC’s review and the Board’s approval the annual Corporate Risk Profile which specifies the key enterprise risks in light of the strategic objectives of the Group;

	<ul style="list-style-type: none"> <li>• RMC then monitors the key risks in the business in order to stay relevant on governance practices relating to the risk, and also oversees the compliance with regulatory and statutory requirements;</li> <li>• RMC, through AC, advises the Board on areas of high risk and the adequacy of compliance and control procedures throughout the organisation.</li> <li>• The Statement on Risk Management and Internal Control set out on pages 79 to 83 of the Annual Report 2023 provides an overview of the state of risk management and internal controls within the Group.</li> </ul> <p>2. The internal auditors are to provide additional independent review on the state of risk management and internal control of the Group and has an independent reporting channel to AC. The AC reviews, deliberates and decides on the next course of action and evaluates the effectiveness and efficiency of the risk management and internal control systems in the organisation, to ensure, as far as possible, the protection of its assets and its shareholders' investment. The summary of work performed by the AC is disclosed in the Audit Committee Report of the Annual Report 2023.</p> <p>A whistleblower may make a complaint to the Chairman of the AC of any detrimental action committed by any person against the whistleblower or any person related to or associated with the whistleblower. Any report can be submitted confidentially via email to <a href="mailto:vitroxwhistle@gmail.com">vitroxwhistle@gmail.com</a>.</p> <p>The Group is committed to conduct its business ethically by having procedures for the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices as set out in its ABC Policy. The Group is legally obliged to have a zero-tolerance policy and will comply with the Malaysian Anti-Corruption Commission Act 2009 and the new provision of Malaysian Anti-Corruption Commission Act 2018 ("MACC ACT") and any of its amendments from time to time. The details of this policy is available at ViTrox's website.</p> <p>3. To ensure there is an effective Board and right leadership in meeting the objectives and goals of the Company, the NC is tasked, amongst others, assess the effectiveness of the Board as a whole and the contribution of each Director, review the size, composition and the required mix of skills of the Board; and recommend the re-election of retiring Directors to the Board.</p> <p>A set of quantitative and qualitative performance criteria has been established to evaluate the performance of each member of the Board, each Board Committee and reviewing the performance of the Board as a whole. The Board's effectiveness is assessed in the areas of composition, administration, accountability and responsibility, conduct and the performance of the Chairman and</p>
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Group CEO. The criteria for assessment of each Director or Committee member shall include attendance record, intensity of participation at meetings, quality of interventions, special contributions to demonstrate a high level of professionalism and integrity in the decision-making process.

The Directors' Fit and Proper Policy serves as a guide to the NC and Board in their review and assessment of candidates to be appointed to the Board and directors seeking re-election. The details of this policy is available at ViTrox's website.

On 22 February 2024, an assessment of the effectiveness of the Board, respective Board Committee and Independence ("the Assessment") were carried out in respect of the FYE 2023. Appraisal form which comprising quantitative and qualitative performance criteria to evaluate the performance of each member of the Board as well as each Board Committee, were being circulated at the Meeting for assessment. The NC reviewed the required mix of skills, experience and other qualities of the Board and Board Committee and agreed that it has the necessary mix of skill, experience and other necessary qualities to serve effectively.

4. RC is responsible for recommending to the Board on the remuneration framework and the remuneration package of Executive Directors ("ED") to ensure that rewards commensurate with their contributions to the Group's growth and profitability in order to align the interest of the Directors with those of the shareholders. The RC also ensures the level of remuneration for Non-Executive Directors and EDs are linked to their level of responsibilities undertaken and contributions to the effective functioning of the Board.
5. Sustainability is fundamental to ViTrox's operation. The Group's refined core values, 'I.A.C.T.G.' (The Power of 5) are the first and essential steps toward our Environmental, Social and Governance ("ESG") practice to a sustainable future. The ESC, teamed with senior management to set the Group's future ESG strategies and roadmap, and formulate concrete action plans in promoting ESG practices and culture within ViTrox and our supply chain. The details of the ESG initiatives are available at ViTrox's website.

#### Communication with Stakeholders

The Board is mindful on the importance of maintaining a proper corporate disclosure procedure with the aim to provide shareholders and investors with comprehensive, accurate and quality information on a timely basis. Personnel and working team for preparing the disclosure will conduct due diligence and proper verification and coordinate the efficient disclosure of material information to the investing public.

	<p>The Company has in place a document which sets the policies and standard operating procedures for employees to facilitate and ensure compliance by ViTrox Group. It also serves as a guide to enhance awareness among employees of corporate disclosure requirements.</p> <p>The management reviewed the results of the 2023 employee satisfaction survey to assess the level of employee satisfaction. The survey, conducted by an internal resource, aimed to ensure continuous improvement in the operating environment by maintaining areas of strength and improving areas of opportunity for its internal stakeholders. Post employee satisfaction survey, intervention initiatives were taken to address those areas below benchmark norms.</p> <p>As part of the implementation of investor relation programme, the Group CEO is tasked to handle investor relation related matter in the Group. Besides, shareholders or investors may convey any concerns/grievances to the Independent Directors of the Company accordingly. During the financial year, the Company communicated material news on the Company to its shareholders vide release of public announcement. ViTrox’s social media such as Facebook and Instagram also serves a communication platform of its stakeholders with Corporate development, functions, products information, etc. Concern regarding the Group may be conveyed by shareholders or investors to any of the Independent Directors at the following address and such concerns will be reviewed and addressed by the Board accordingly:-  Dato’ Seri Dr. Kiew Kwong Sen  Email: <a href="mailto:kelvinkiew@yahoo.com">kelvinkiew@yahoo.com</a></p> <p><u>Integrity of the financial and non-financial reporting</u></p> <p>Reviewing the adequacy and integrity of the Group’s internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines with the assistance from the Internal Auditors, External Auditors and Company Secretary.</p> <p>All employees including Directors are required to sign a Non-Disclosure of Information (“NDI”) with Company. Please refer explanation to Practice 3.1 for more details.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	

<b>Timeframe</b>	:		
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### Intended Outcome

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

### Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board, Dato' Seri Dr. Kiew Kwong Sen plays a key role ensuring the effective functioning of the Board and instilling good corporate governance practices.</p> <p>The Chairman's roles and responsibilities are clearly specified in the Board Charter, which is available on ViTrox's website at <a href="https://www.vitrox.com/company/board-charter.php">https://www.vitrox.com/company/board-charter.php</a>.</p> <ol style="list-style-type: none"><li>1. The Chairman is responsible for the Board's effectiveness and conduct. He also promotes an open environment for debate and ensures effective contributions from Non-Executive Directors.</li><li>2. The Chairman with the assistance of the Company Secretary sets the board agenda for each meeting based on the dates of scheduled Board meetings in the annual meeting calendar, and the same is circulated to the Board Members accordingly.</li><li>3. The Chairman promotes a boardroom environment that allows for expression of views in the spirit of 'constructive challenge', effective debate and contribution from the Board members to facilitate informed decision-making by the Board.</li><li>4. During deliberations at Board meetings, the Chairman provides his objective views and decisions to resolve situations when there are differing views between the Board Members and the management.</li><li>5. The Chairman also exercises control over the quality, quantity and timeliness of information flow between the Board and management.</li><li>6. At a general meeting, the Chairman plays a role in fostering constructive dialogue between shareholders, Board and management.</li></ol> <p>The Board evaluation on 22 February 2024 in respect of FYE 2023 had affirmed the Chairman's effective leadership in managing boardroom dynamics by providing an open environment that encourages participation and active debate amongst Directors and ensuring that there is continued focus on addressing critical matters and issues.</p>

<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The positions of the Chairman of the Board and the Group CEO are held by different individuals and their roles are clearly defined in the Board Charter, which is available on ViTrox's website at <a href="https://www.vitrox.com/company/board-charter.php">https://www.vitrox.com/company/board-charter.php</a>. Separation in the positions ensures a balance of power and authority while facilitating effective discharge of the distinct roles of the Chairman and Group CEO. The Chairman is not related to the Group CEO.</p> <p>The Chairman of the Board, Dato' Seri Dr. Kiew Kwong Sen ensures the Board's effectiveness and conducts by focusing on strategy, governance and compliance, promoting candid boardroom culture between Board members, between the Board and management; and fostering a smooth, open and constructive dialogue between the Board and shareholders.</p> <p>The Group CEO, Chu Jenn Weng is responsible for the day-to-day management of the Group, organisational effectiveness and implementation of Board policies, strategies and decisions, in respect of both regulatory and commercial functions. The Group CEO together with the management team manages the business of the Group in accordance with the Board's strategic plans, instructions and directions.</p> <p>Based on the Board evaluation on 22 February 2024 in respect of FYE 2023, the Chairman and the Group CEO had effectively discharged their respective duties and responsibilities.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>			
<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The Chairman of the Board, Dato' Seri Dr. Kiew Kwong Sen is a member of the AC, NC and RC.</p> <p>The Board is satisfied that the Chairman continues to be objective and does not assert undue influence on the Board and Board Committees of the Company in the decision-making process. His experience, knowledge and contributions are a tremendous asset to the Group in providing insight to the Group's strategic process.</p> <p>The Chairman is conscious of his differing roles in the Board, in the AC, NC and RC. All issues before recommending to the Board are thoroughly deliberated at the respective Committee levels which involved the participation of the other Committee members. All recommendations by the Committees to the Board have been arrived at unanimously and this would have eliminated the risk of self-review. Moreover, the Board comprises majority of Non-Executive Directors support a deliberation, review and decision-making process.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	The Company intends to maintain current practice.	
<b>Timeframe</b>	:	Others	The Company will review the need for application of this Practice on an annual basis

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by 2 Company Secretaries who are qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016. Both of them are Associate member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"). The roles and responsibilities of the Company Secretaries are set out in the Board Charter, which is available on ViTrox's website at <a href="https://www.vitrox.com/company/board-charter.php">https://www.vitrox.com/company/board-charter.php</a>.</p> <p>The Company Secretaries:-</p> <ul style="list-style-type: none"><li>• play an advisory role to the Board in relation to the Company's constitution, Board's policies and procedures and compliance with the relevant regulatory requirements, codes or guidance and legislations;</li><li>• ensure that deliberations at the Board and Board Committee meetings are well captured and minuted, and subsequently communicated to the relevant management for necessary action;</li><li>• keep the Board updated on changes in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and directives issued by the regulatory authorities, and the result and implications to the Company and the Directors in relation to their duties and responsibilities;</li><li>• keep abreast of the evolving capital market environment, regulatory changes and developments in Corporate Governance through continuous training;</li><li>• ensure proper conduct of the meetings according to applicable rules and regulations.</li></ul> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Board meetings and meetings of Board Committees for each financial year are scheduled in advance for Directors to plan their schedule ahead.</p> <p>The Board normally meets on a quarterly basis to review financial, operational and business performances. The meetings are scheduled in advance in the third quarter of the preceding year to allow the Board members to plan their schedules.</p> <p>On 28 September 2022, the schedule of Board and Board Committees meetings for year 2023 were circulated to the Board to facilitate the Directors in planning ahead. The schedule of pre-planned meetings of the Board, Board Committees and annual general meeting, as well as the closed periods for dealings in securities by Directors are uploaded onto the Directors' electronic devices. Additional or special meetings may be convened as and when necessary to enable the Board and Board Committees to deliberate and discuss on any urgent proposal or matters.</p> <p>As provided in the Board Charter, agenda and documents relevant to the Board meetings are circulated at least 7 days in advance to the Directors for their review/information before the meetings to ensure the effectiveness of the Board meetings. Any additional information requested by the directors will be provided in timely manners.</p> <p>An indication as to whether the matters are for approval, discussion or notation purpose is included in the meeting agenda. In order to ensure information and documents are disseminated in a timely and efficient manner, all the meeting papers are delivered/shared with Directors via electronic means. Meeting papers are reviewed by Group CEO or relevant head of departments prior to circulation to ensure they contain comprehensive and accurate information for effective deliberation and decision-making process at meetings.</p> <p>When necessary, management team and external advisers are invited to attend meetings to provide insights, professional advice and explanations on specific items on the meeting agenda.</p>

	<p>The key deliberations and decisions at Board and Board Committee meetings are duly recorded in the respective minutes of meetings, including matters where Directors abstained from voting or deliberation.</p> <p>The Company Secretaries will communicate to the relevant management the Board's decisions/recommendations via circulation of draft minutes of meetings for appropriate actions to be taken.</p> <p>After meetings, minutes are circulated for Directors review before tabling for confirmation at the next meetings. Minutes of the Board Committees are presented at Board Meetings for notation.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

**Practice 2.1**

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Charter serves as a primary reference for prospective and existing Board members of their fiduciary duties as Directors of ViTrox and the functions of the Board Committees as well as the Boards of the respective subsidiary companies within the Group. It sets out amongst other things, the key values, principles and ethos of the Company.</p> <p>In accordance with the Board Charter, the Board will review the Board Charter periodically to keep it up to date and consistent with the Board's objectives and responsibilities.</p> <p>The Board Charter is available on ViTrox's website at <a href="https://www.vitrox.com/company/board-charter.php">https://www.vitrox.com/company/board-charter.php</a>.</p> <p>The Board Charter and detailed Terms of Reference of the Board Committees are set out in ViTrox's website. In this respect, the ViTrox Group is supported by the Group Corporate Authority Manual, which clearly delineates relevant matters and applicable limits, including those reserved for the Board's approval and those which the Board may delegate to the Board Committees, the Group CEO and the senior management. Key matters reserved for the Board's approval include the annual and quarterly financial results, annual business plan and target, dividend payout proposal, issuance of new securities, expenditure above a certain limit, disposal of significant fixed assets and acquisition or disposal of companies within the Group.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Directors, officers, employees and business associates of the Group are required to observe and maintain high standards of integrity in carrying out their roles and responsibilities and to comply with laws and regulations and ViTrox Group's policies including those relating to anti-bribery and corruption. ViTrox Group has in place a code of ethics for Company Directors.</p> <p>In a move towards strengthening corporate governance and promoting high standards of integrity and accountability, the Companies Commission Malaysia ("CCM") had on 11 September 2023 issued a new Code of Ethics for Company Director and Company Secretary ("2023 Code of Ethics"). Thus, the Code of Ethics for Directors ("CCE") of ViTrox which updated to be in line with the 2023 Code of Ethics was reviewed on 22 February 2024. The CCE is available at <a href="https://www.vitrox.com/company/code-ethic.php">https://www.vitrox.com/company/code-ethic.php</a>.</p> <p>The CCE continue to govern the standards of ethics and good conduct expected of Directors. The CCE is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following aims:-</p> <ol style="list-style-type: none"><li>1. To establish standards of ethical conduct for company directors based on acceptable belief and values one upholds;</li><li>2. To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administrating a company; and</li><li>3. To promote the sustainability of a company by pursuing ESG strategies in its business.</li></ol> <p>The CCE consist of 5 major areas, namely:</p> <ul style="list-style-type: none"><li>• Corporate Governance;</li><li>• Relationship with shareholders, employees, creditors, customers and other stakeholders;</li><li>• Sustainability practices;</li></ul>

- Corporate Liability; and
- Anti-Money Laundering and Counter Financing of Terrorism (“AML/CFT”).

As a measure to govern the conduct of its employees, the Company has in place its WPP and Employees Handbook. The WPP seeks to foster an environment where integrity and ethical behaviour are maintained and any illegal or improper action and/or wrongdoing in the Company may be exposed. The Board has overall responsibility to oversee the implementation of the WPP and all whistle-blowing reports are to be addressed to the respective personnel as assigned pursuant to the Group’s WPP. This mechanism will allow the stakeholders of ViTrox to report concerns about alleged unethical behaviour, actual or suspected fraud within the Group, or improper business conduct affecting the Group and about business improvement opportunities. The WPP is published in ViTrox’s website: [Whistleblower Policy and Procedures - ViTrox](#).

The ABC Policy is in place to provide procedures for the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices which can lead to serious reputational damage to the Group. The Policy is applicable to the Board, management, and all employees of the Group including the company’s suppliers, contractors, subcontractors, agents or intermediary, and any other person associated with or acting on behalf of the Group. The Group is committed to conduct its business ethically with zero-tolerance approach against all forms of bribery and corruption and the Group takes a strong stance against such acts. An annual conflict of interest declaration by employees and Directors of ViTrox will be carried in connection with the ABC procedures. The ABC Policy is published in ViTrox’s website: [Anti-bribery and Corruption Policy - ViTrox](#).

Apart from the above, all employees included Directors are required to sign a NDI with Company. This NDI includes (without limitation) confidentiality of information such as business processes and methodologies, trade secrets, business plans and strategies, financial report and forecasts, employee salary, bonus, profit sharing and company share, client lists, matter list, client targets, presentation papers, uniquely developed products for client (current or potential), employee list, knowledge management systems and its content, internally created precedents and work products, all computer software and libraries developed for and by ViTrox Group whether by itself or by third parties, all web enabled systems and methods used to develop such system, all electronics circuit designs, the ViTrox Group’s databases and access rights to third party databases, and presentations and concept papers developed or created from time to time, purchase order, invoices, quotations and work instruction.

Business partners of the Group share the responsibilities in observing high ethical business standard of honesty and integrity and applying these values to all aspects of their business and professional practices.

	<p>A Supplier Code of Conduct (“SCOC”) is established in which the Group’s minimum expectations on the suppliers vis-à-vis legal compliance and ethical business practices are stipulated. The SCOC applies to all suppliers, vendors, contractors and any other persons doing business with ViTrox Corporation Berhad and its subsidiary companies. The SCOC is published in ViTrox’s website: <a href="#">5-Supplier Code Of Conduct.pdf (vitrox.com)</a>. ViTrox has been pursuing a 2023 target to engage with at least 55% of active and new suppliers regarding the SCOC and ABC Policy by 2023. As of 31 December 2023, ViTrox successfully exceeded this target, achieving 100% communication coverage with all active and new suppliers.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

**Practice 3.2**

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's WPP fosters an environment in which integrity and ethical behaviour are maintained and any illegal or improper actions and/or wrongdoing in the Company may be exposed.</p> <p>The WPP provides an avenue for employees or any external party to report any breach or suspected breach of any law or regulation, including business principles and the Group's policies and guidelines, in a safe and confidential manner. An employee who makes a report of improper conduct in good faith shall not be subject to unfair dismissal, victimisation, demotion, suspension, intimidation or harassment, discrimination, any action causing injury, loss or damage or any other retaliatory actions by the Group.</p> <p>A whistleblower may make a complaint to the Chairman of the AC of any detrimental action committed by any person against the whistleblower or any person related to or associated with the whistleblower. Any report can be submitted confidentially via email to <a href="mailto:vitroxwhistle@gmail.com">vitroxwhistle@gmail.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has the overall responsibility for sustainability management of the Group. The ESC assists the Board in overseeing the Group's sustainability matters, among others, ensuring sustainability risks and opportunities are properly addressed planning and supervision of sustainability-related strategies, priorities and targets and facilitate the accomplishment of sustainability management policies and goals.</p> <p>The Board considers the integration of ESG matters within the Group's business strategies, including the development and implementation of company strategies, business plans, major action plans and risk management. The Board also plays a supervisory and guiding role in determining the likelihood of success of the strategies, regularly reviewing the improvement progress and guiding the management team to make adjustments as needed.</p> <p>The ESC formation aims to create a seamless collaboration among the employees to adapt our ESG strategies to each asset class while driving ownership and accountability across the Group. The Committee comprises ViTrox's senior management and is chaired by ViTrox's Group CEO who oversees the Committee's performance and reports the progress to the Board. While the management continues to set the Company on a growth trajectory, it remains equally focused on creating positive environmental and social impacts. The ESC constantly updates the Board with the understanding and knowledge of sustainability issues, the Chairman of ESC reports to the Board on the Company's sustainable performance and plans as well as key issues and countermeasures that stakeholders are concerned about. Meanwhile, the ESG Working Group ("EWG") supports ESC and the Board in integrating and implementing sustainability practices into their day-to-day operations.</p> <p>A snapshot of ViTrox's sustainability governance and their respective duties are presented below:-</p>

	<p><u>Board</u></p> <ul style="list-style-type: none"> <li>• Oversee the overall responsibility of ViTrox's ESG strategies.</li> <li>• Review the terms of reference, policies and procedures relevant to ViTrox's sustainability agenda.</li> <li>• Expand adequate resources to ESC to perform its duties and provide professional consultancy services for them.</li> </ul> <p><u>ESC</u></p> <ul style="list-style-type: none"> <li>• Advocate sustainability strategies, policies and goals to the Board, in consultation with the management.</li> <li>• Evaluate the effectiveness of the sustainability strategies, policies and goals.</li> <li>• Provide oversight and input on the Group's sustainability agenda to align with the Group's values and commitment.</li> <li>• Review report and other issues arising from independent auditors, regulators or consultants.</li> <li>• Advise and recommend strategic positioning to the Board on emerging sustainability risks and opportunities.</li> </ul> <p><u>EWG</u></p> <ul style="list-style-type: none"> <li>• Assist ESG in integrating the Group's sustainability strategies into business operations and implementing initiatives towards achieving the Group's sustainability ambition.</li> <li>• Identify sustainability topics and formulate action plans.</li> <li>• Supervise interdepartmental communication and coordinate resource integration.</li> </ul> <p>During FYE 2023, the Company:-</p> <ul style="list-style-type: none"> <li>• updated the list of materiality matters using desktop research. Based on the review, the Company established that the issues identified in 2022 were still relevant to its business and stakeholders.</li> <li>• Updated actual performance of 2023 sustainability target versus targets set.</li> <li>• set short-term sustainability targets for the year 2024 and long-term sustainability goals for the year 2030 to drive ESG performances. The targets and goals are set to guide out efforts in addressing out sustainability issues and realising the United Nations Sustainable Development Goals (“UNSDGs”).</li> </ul> <p>The Group’s ESG Materiality Matrix 2023 was presented to the Board at the Board’s Meeting held on 22 February 2024.</p> <p>Please refer the Sustainability Report 2023 for more details.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>ViTrox communicates the Group's sustainability strategies, priorities, targets and performance to our internal and external stakeholders regularly via various platforms and channels. Among them are the annual Sustainability Report, employee engagement training and programmes, analyst and investor presentation updates, media releases and ViTrox's corporate website. In 2023, ViTrox rolled out a comprehensive e-learning programme for all permanent employees, contract workers, interns and students as part of our ESG and sustainability awareness initiative. The programme is set as part of the induction programme because of its importance. ViTrox also reviewed our material topics in 2023, which were identified in 2022, to further align with current trends and risks and industry peers.</p> <p>For more information about ViTrox's sustainability matters, please visit <a href="https://www.vitrox.com/esg/">https://www.vitrox.com/esg/</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is mindful of consistently updating with the understanding and knowledge of sustainability issues, to discharge its role in ESG oversight effectively, including climate-related risks and opportunities. The Company Secretaries and also management regularly updates the Board on the changes of the MMLR upon receiving the circulars from Bursa Malaysia Securities Berhad, which are relevant to the Company and provide advice on corporate disclosures and compliances which includes understanding of sustainability issues.</p> <p>The Board through its NC conducts an annual review to determine, amongst others, if the Board has the sufficient diversity, skillset which included their experience in sustainability that fit the Company's objectives and strategic goals. On 22 February 2024, the NC conducted an assessment of the effectiveness of the Board in respect of FYE 2023. The NC reviewed and agreed that it has the necessary mix of skill, experience and other necessary qualities to serve effectively.</p> <p>To continue keeping abreast of their ESG competency, the Directors have set to their individual development programme by engaging the "Mandatory Accreditation Programme Part II: Leading for Impact" and "The Role of Digitalisation in Decarbonisation", to enhance their knowledge, skills and strategies necessary to integrate ESG principles into organisational strategies, enhance sustainability practices, and drive long-term value creation. These comprehensive courses provide a thorough examination of ESG considerations within corporate sustainability frameworks. They gained insight into heightened expectations on corporations regarding sustainability, directors' responsibilities, effective board oversight, global and local environmental challenges, strategies for managing environmental risks, making organisational commitments, and addressing social and governance aspects, including community engagement, health and safety, reporting requirements, international developments, and challenges with sustainability reporting and ESG data. As of 31 December 2023, 4 out of 9 Directors (44.4%) had attended the MAP II.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.4**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board assessment/evaluation is being conducted annually. The Board evaluation on 22 February 2024 in respect of FYE 2023 takes into consideration the performance of the Board in addressing the Company’s material sustainability risks and opportunities and also the conduct of the Board to stay abreast with and understand the sustainability issues relevant to the Company and its business.</p> <p>The Company has implemented a yearly performance review for the senior management. The assessment criteria for the said evaluation considers, amongst others, sustainability risks such as financial and people development.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

*Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Company's Managing Director/President/Group CEO, Chu Jenn Weng has been identified as a designated person within the management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the Group's operations. Mr. Chu is the Chairman of ESC and has the key responsibilities related to sustainability matters:-</p> <ul style="list-style-type: none"><li>• Ensure effective implementation of sustainability strategies and initiatives across the Group</li><li>• Advocate sustainability strategies, policies and goals to the Board, in consultation with the management</li><li>• Evaluate the effectiveness of the sustainability strategies, policies and goals</li><li>• Provide oversight and input on the Group's sustainability agenda to align with the Group's values and commitment</li><li>• Monitor ESG related regulatory development</li><li>• Provide regular updates on the Group's sustainability matters to the Board</li><li>• Advise and recommend strategic positioning to the Board on emerging sustainability risks and opportunities</li></ul> <p>He also teamed with senior management to set ESG strategies and roadmap and formulate concrete action plans in promoting ESG practices and culture within ViTrox and our supply chain. The EWG was also formed to assist ESC in integrating the Group's sustainability strategies into business operations and implementing initiatives towards achieving the Group's sustainability ambition, identifying sustainability topics, formulating action plans, supervising interdepartmental communication and coordinating resource integration.</p>

## Intended Outcome

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

### Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	:	Applied								
<b>Explanation on application of the practice</b>	:	<p>The NC shall make recommendations to the Board on the appointment of directors, including making recommendations to the composition of the Board generally and the balance between executive and non-executive directors appointed to the Board. The NC shall keep under review the leadership needs of the organization with a view of ensuring the continued ability to compete effectively in the organization's marketplace.</p> <p>The Board through its NC conducts an annual review of its size and composition, to determine if the Board has the right size and sufficient diversity with independence elements that fit the Company's objectives and strategic goals.</p> <p>The Directors' Fit and Proper Policy ("Policy") serves to guide the NC and Board in their review and assessment of candidates to be appointed to the Board and directors seeking for re-election. The Policy entails all directors have the necessary qualities, competencies and experience that allows the Directors to perform their duties and carry out the responsibilities effectively.</p> <p>On 22 February 2024, the NC conducted an annual assessment of the effectiveness of the Board, respective Board Committee and Independence ("the Assessment") in respect of FYE 2023. Appraisal forms which comprising quantitative and qualitative performance criteria to evaluate the performance of each member of the Board as well as each Board Committee, were being circulated at the Meeting for assessment.</p> <p>The tenure of the Independent Directors as at 31 December 2023 are as follows:-</p> <table border="1"><thead><tr><th>Independent Directors</th><th>Tenure</th></tr></thead><tbody><tr><td>Mary Yeo Chew Yen</td><td>5 years and 9 months</td></tr><tr><td>Emelia Binti Matrahah</td><td>1 year and 1 month</td></tr><tr><td>Dato' Prof. Dr. See Ching Mey</td><td>1 year and 1 month</td></tr></tbody></table> <p>The Committee is satisfied with their performance assessment i.e. meeting attendances, participated actively and contributed positively</p>	Independent Directors	Tenure	Mary Yeo Chew Yen	5 years and 9 months	Emelia Binti Matrahah	1 year and 1 month	Dato' Prof. Dr. See Ching Mey	1 year and 1 month
Independent Directors	Tenure									
Mary Yeo Chew Yen	5 years and 9 months									
Emelia Binti Matrahah	1 year and 1 month									
Dato' Prof. Dr. See Ching Mey	1 year and 1 month									

	<p>during deliberations or discussions at Board Meetings, competency and capability, understanding of their roles and responsibilities.</p> <p>The NC reviewed the tenure of each Independent Director, required mix of skills, experience and other qualities of the Board and Board Committee and agreed that it has the necessary mix of skill, experience and other necessary qualities to serve effectively.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	As at 31 December 2023, the Board comprises 3 EDs, 3 Non-Independent and Non-Executive Directors (“NIDs”) and 3 Independent Non-Executive Directors (“IDs”) i.e. 33.3% of the Board is ID.	
		The Board despite not having more than 50% of its members as IDs, the remaining 66.6% (IDs and NIDs collectively) have been effective and are capable of bringing objectivity to the oversight function of the board. The boardroom culture which promotes constructive, candid and rigorous deliberations with diversity in opinions, allows these Directors debate with and challenge the ED and/or senior management team in a relatively more unbiased manner, in order to foster greater objectivity in the boardroom.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Necessary adjustment will be considered, if needed.	
<b>Timeframe</b>	:	Others	Not applicable

**Intended Outcome**

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

**Practice 5.3**

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	As at 31 December 2023, none of the IDs of the Company has exceeded a cumulative term limit of 9 years.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.4 - Step Up**

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

*Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied			
<b>Explanation on application of the practice</b>	:	<p>The Board and the NC consider the current diversity in the skills, experience, age, race/ethnicity (cultural background) and nationality of the existing Board in seeking potential candidate(s). This helps to ensure an appropriate balance between the experience perspectives of the long-term directors and new perspectives that bring fresh insights to the Board. The NC will carry out an interview session with the proposed candidate before recommending to the Board for decision making.</p> <p>The Directors' Fit and Proper Policy serves to guide the NC and its Board in their review and assessment of candidates that are to be appointed onto the board as well as directors who are seeking for re-election in ViTrox Group.</p> <p>A set of quantitative and qualitative performance criteria has been established in the appraisal forms to evaluate the performance of each member of the Board, each Board Committee and reviewing the performance of the Board as a whole. The Board's effectiveness is assessed in the areas of composition, administration, accountability and responsibility, conduct and the performance of the Chairman and Group CEO. The criteria for assessment of each Director or Committee member shall include attendance record, intensity of participation at meetings, quality of interventions, special contributions to demonstrate a high level of professionalism and integrity in the decision-making process.</p> <p>A Board Matrix has used as reference for the Board's refreshment and succession planning to complement one another. Having conducted the mapping exercise, the NC observed that the gap areas remain relevant in the current Board composition.</p> <p>As at 31 December 2023, the skillsets of the existing Board are as follows:-</p> <table border="1"><tr><td></td><td></td><td>Industry / Background Experience</td></tr></table>			Industry / Background Experience
		Industry / Background Experience			

Directors	Designation	Technology	Marketing	Industrial	Corporate / Planning	Accounting / Finance	Governance Risk and Compliance	Law / Legal	Educational & Counselling
Dato' Seri Dr. Kiew Kwong Sen	Chairman/ NID	√		√	√		√		
Chu Jenn Weng	Managing Director / President / Group CEO	√		√	√		√		
Siaw Kok Tong	Executive Director / Senior Executive Vice President	√	√	√	√		√		
Yeoh Shih Hoong	Executive Director / Senior Executive Vice President	√		√	√		√		
Datuk Ir. Dr. Ahmad Fadzil Bin Mohamad Hani	NID	√		√	√		√		
Chuah Poay Ngee	NID					√	√		
Mary Yeo Chew Yen	ID						√	√	
Dato' Prof. Dr. See Ching Mey	ID			√			√		√
Emelia Binti Matrahah	ID	√			√	√	√	√	

The diversity in the race/ethnicity (cultural background), nationality, age and gender of the existing Board for FYE 2023 were as follows:-

	Race / Ethnicity			Nationality	
	Bumiputra	Chinese	Foreigner	Malaysian	Foreigner
Number of Directors	2	7	0	9	0

	Age Group (years)			Gender	
	50-59	60-69	≥ 70	Male	Female
Number of Directors	5	3	1	5	4

The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company. The attendance record of the Directors for the FYE 2023 was satisfactory. The number of Board meetings attended by the respective Directors are as follows:-

		No. of board meetings attended in FYE 2023																						
	<b>Director</b>																							
	Dato' Seri Dr. Kiew Kwong Sen		5/5																					
	Chu Jenn Weng		5/5																					
	Siaw Kok Tong		5/5																					
	Yeoh Shih Hoong		5/5																					
	Datuk Ir. Dr. Ahmad Fadzil Bin Mohamad Hani		5/5																					
	Chuah Poay Ngee		5/5																					
	Mary Yeo Chew Yen		5/5																					
	Dato' Prof. Dr. See Ching Mey		5/5																					
	Emelia Binti Matrahah		5/5																					
	<p>All Directors are required to declare their directorships. When a Director has multiple directorships, the NC will consider whether the Director is able to adequately carry out his duties as a Director of the Company, after taking into consideration the number of directorships and other principle commitments. Although some of the Directors have multiple directorships, the NC is satisfied that the Directors are still able to devote sufficient time and attention to the matters of the Company in discharging their obligations and duties towards the Company.</p> <p>Save for restriction of Paragraph 15.06 of the MMLR where a Director of the listed issuer shall not hold more than 5 directorships in listed issuers, the Board has not set the maximum number of directorships a Director may hold because each Director would be able to manage and assess his own capacity and ability to take on obligations or commitments when serving on the Board. In addition, the Board is of the view that setting a maximum number of directorships would not be meaningful as the contributions of the Directors would depend on many factors and their respective varied capabilities.</p> <p>The appointment of key senior management was also made with due regard for diversity in skills, experience, age, cultural background and gender. There was no appointment of new key senior management in FYE 2023. Their detailed particulars are provided on pages 17 of the Annual Report 2023. They are all Malaysians with diversity in the following perspectives as set out in the table:-</p> <table border="1"> <thead> <tr> <th colspan="3">Race / Ethnicity</th> <th colspan="2">Age Group (years)</th> <th colspan="2">Gender</th> </tr> <tr> <th>Bumiputra</th> <th>Chinese</th> <th>Foreign</th> <th>50-59</th> <th>60-70</th> <th>Male</th> <th>Female</th> </tr> </thead> <tbody> <tr> <td>-</td> <td>2</td> <td>-</td> <td>2</td> <td>-</td> <td>2</td> <td>-</td> </tr> </tbody> </table>			Race / Ethnicity			Age Group (years)		Gender		Bumiputra	Chinese	Foreign	50-59	60-70	Male	Female	-	2	-	2	-	2	-
Race / Ethnicity			Age Group (years)		Gender																			
Bumiputra	Chinese	Foreign	50-59	60-70	Male	Female																		
-	2	-	2	-	2	-																		
<b>Explanation for departure</b>	:																							
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																								
<b>Measure</b>	:																							

<b>Timeframe</b> :		
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**Intended Outcome**

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

**Practice 5.6**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>While striving to achieve its goals and sustainability in long term, the Group is required continuously retain and attract the suitable talents at all levels in meeting its objectives. The Board prioritise the selection of candidate based on skills, experience and personal attributes and strongly believes that the performance of a candidate lies within one's self instead of the recommender/referrer. Accordingly, the Board is open on the channel in sourcing any potential candidate either recommendation from existing Board members/management or through independent sources.</p> <p>Should the proposed candidate be recommended by any Board member, such Director will be abstained and will continue to abstain from all deliberations and voting on the proposed nomination at all board/committee meetings. The NC will carry out an interview session with the proposed candidate before recommending to the Board for decision making.</p> <p>During FYE 2023, no new director was appointed.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The profiles of each of the Directors are published in our Annual Report (under Profile of Directors section) every year. The Profile of Directors section also includes the following disclosures for each Director:-</p> <ul style="list-style-type: none"><li>• Age, gender, nationality, qualification, date first appointed to the Board, membership of board committee, working experience, occupation;</li><li>• Present/past directorship appointment of other listed issuers/public companies;</li><li>• nature and extent of any conflict of interest or potential conflict of interest, including interest in any competing business that the person has with the listed issuer or its subsidiaries;</li><li>• Family relationship with any Director or major shareholder of the Company;</li><li>• Conviction for offences within the past 5 years and public sanction or penalty imposed by relevant regulatory bodies during the financial year</li><li>• Number of board meeting attended in the financial year</li></ul> <p>The Directors' interest in shareholdings is included in the "Statistics of Shareholdings".</p> <p>On 23 February 2023, the Board through the NC had undertaken an annual assessment on the directors whose are seeking for re-election pursuant to relevant provisions of the Company's Constitution at the 19<sup>th</sup> AGM of the Company held on 21 June 2023.</p> <p>The Board and NC are satisfied with the performance assessment of the retiring directors i.e. meeting attendances, participated actively and contributed positively during deliberations or discussions at Board Meetings, competency and capability, understanding of their roles and responsibilities. Taking into consideration the said Directors' Self Evaluation Assessment results, the Board resolved to propose the re-election of the retiring directors for shareholders' approval at its 19<sup>th</sup> AGM.</p>

	The Board's statement and reason proposing the re-election of the retiring Directors for shareholders' approval, were provided via the Notice of AGM dated 28 April 2023. The information of the Directors' standing for re-election is set out in "Profile of Directors" of the Annual Report 2022.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The NC is chaired by Datuk Ir. Dr. Ahmad Fadzil Bin Mohamad Hani who is a NID and the present composition as follows:-</p> <p><u>Chairman</u> Datuk Ir. Dr. Ahmad Fadzil Bin Mohamad Hani (NIC)</p> <p><u>Member</u> Dato' Seri Dr. Kiew Kwong Sen (NID) Mary Yeo Chew Yen (ID) Dato' Prof. Dr. See Ching Mey (ID) Emelia Binti Matrahah (ID)</p>	
		<p>Despite the NC is chaired by a NID, with the strong independent element of 60%, the NC is still able to carry out its tasks, in particular, leads the succession planning and appointment of board members and annual review of board effectiveness, are assessed objectively and holistically.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Necessary adjustment will be considered, if needed.	
<b>Timeframe</b>	:	Others	Not applicable

**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>For the financial year 2023, the Board comprises 44.4% women Directors. Out of 9 Directors, 4 are women namely, Chuah Poay Ngee, Mary Yeo Chew Yen, Dato' Prof. Dr. See Ching Mey and Emelia Binti Matrahah.</p> <p>The Company achieved 2023 sustainability target to have at least 30% female composition in our Board. The Board endeavours to maintain a minimum of 30% women Directors in its composition and is mindful of ensuring sustainability target of achieving 2024 target and 2030 goal to have at least 30% females on the Board.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		Please specify number of years.

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board is presently of the view that there is no necessity to fix a specific gender diversity policy. However, the Board will endeavour to tap talent from human capital market from time to time with the aim to a right mix of female director in its Board in future.	
		In connection with its efforts to create and maintain a diverse Board, the NC will review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations to the Board with regards to any adjustment that are deemed necessary.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Necessary adjustment will be considered, if needed.	
<b>Timeframe</b>	:	Others	Not applicable

### Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

### Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	:
<b>Explanation for departure</b>	: <p>The Company has in place its procedures and criteria for appointment of new directors. All candidates for appointment are first considered by the NC, considering the mix of skills, competencies, experience, professionalism and other relevant qualities required to well manage the business, with the aim to meet the current and future needs of the Board composition. The NC also evaluates the candidates' character and ability to commit sufficient time to the Group. Other factors considered for appointment of Independent Director will include the level of independence of the candidates.</p> <p>The NC will also be reviewing the composition of respective board committee of the Group to ensure its effectiveness in functioning.</p> <p>The NC also establishes a set of quantitative and qualitative performance criteria to evaluate the performance of each member of the Board, each Board Committee and reviewing the performance of the Board as a whole. The Board's effectiveness is assessed in the areas of composition, administration, accountability and responsibility, conduct and the performance of the Chairman and Group CEO. The criteria for assessment of each Director or Committee member shall include attendance record, intensity of participation at meetings, quality of interventions, special contributions to demonstrate a high level of professionalism and integrity in the decision-making process.</p> <p>The NC had on 22 February 2024, assessed the effectiveness of the Board, respective Board Committee and Independence ("the Assessment") in respect of the FYE 2023. Appraisal form which comprising quantitative and qualitative performance criteria to</p>

	<p>evaluate the performance of each member of the Board as well as each Board Committee, were being circulated at the Meeting for assessment. The Director Fit &amp; Proper declaration by each Director were also tabled during the Assessment. The consolidated responses were presented to the NC for review before submitting to the Board for discussion and to determine areas for improvement to enhance the Board's effectiveness.</p> <p>The NC reviewed the required mix of skills, experience and other qualities of the Board and Board Committee and agreed that it has the necessary mix of skill, experience and other necessary qualities to serve effectively.</p> <p>No external facilitator was used in the evaluation process.</p>			
	<p>Based on the current size of the Group and the Board composition, the Company would continue to conduct the annual evaluation/assessment of individual Director, Board/Committee Effectiveness by the NC, in meeting the Company's current needs and requirements for the time being.</p>			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>				
<p><b>Measure</b></p>	<p>:</p>	<p>The Board is of the opinion that the annual evaluation carried out by the Board Committee are sufficient to address effectiveness of the Board, Board Committee and individual director.</p>		
<p><b>Timeframe</b></p>	<p>:</p>	<table border="1"> <tr> <td data-bbox="964 1108 1143 1190">Others</td> <td data-bbox="1143 1108 1385 1190">Not applicable</td> </tr> </table>	Others	Not applicable
Others	Not applicable			

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>It is the Company's policy to remunerate Directors adequately to attract and retain the Directors of the necessary calibre to manage its business in promoting business stability and growth. The RC is responsible to assist the Board in establishing formal and transparent remuneration policies and procedures to attract and retain Directors. The Board has established a formal and transparent process for approving the remuneration of the Board and Board Committees.</p> <p>The RC will meet at least once in a financial year to formulate and review the remunerating policies and remuneration of members of the Board, Board Committee and the Group CEO and recommend the same to the Board for approval. The RC in carrying out its tasks under these terms of reference may obtain such external or other independent professional advice as it considers necessary to carry out its duties.</p> <p>The RC recommends to the Board on the remuneration framework and the remuneration package of ED to ensure that rewards commensurate with their contributions to the Group's growth and profitability in order to align the interest of the Directors with those of the shareholders. The current salary packages comprise a combination of basic salary and a variable performance incentive to attract and retain talent in a competitive environment. There was no change in the remuneration policies and practices during the FYE 2023.</p> <p>The RC also ensures the level of remuneration for Non-Executive Directors ("NED") are linked to their level of responsibilities undertaken and contributions to the effective functioning of the Board. The remuneration for NEDs, including directors' fees, allowances and other benefits, is based on a standard fixed fee and is subject to yearly review. The determination of the remuneration of each NED is decided by the Board as a whole. A meeting allowance is paid for attendance at meetings of the Board and</p>

Board Committees as well as general meetings. Fees and benefits payable to the Company's Directors are subject to yearly approval by shareholders at the Company's AGM. The Board reimburses any reasonable expense incurred by these Directors in the course of their duties as Directors.

The 2023/2024 Board Remuneration was approved by the shareholders at the 19<sup>th</sup> AGM of the Company held on 21 June 2023. On 22 February 2024, the RC undertook a review of the Board Remuneration with the view to determine its competitiveness and sufficiency to attract, retain and motivate individuals with strong credentials, high calibre and astute insights to serve on the Board. 2024/2025 Board Remuneration recommended by the RC and approved by the Board, will be put forth to the shareholders for approval at the 20<sup>th</sup> AGM, in accordance with Sections 230 of the Companies Act 2016.

Board and Board Committee

There was no change in the Board remuneration in FYE 2023 as summarised in the table below:-

Description	Chairman / NEDs		ED	
	Current	Proposed	Current	Proposed
<b>Meeting allowance (per meeting)</b>				
Board of ViTrox	RM400	RM400	NA	NA
Board Committee	RM400	RM400	NA	NA
<b>Trip allowance (per trip) for out-stationed Director</b>	<b>Current</b>	<b>Proposed</b>	<b>Current</b>	<b>Proposed</b>
Board of ViTrox	RM400	RM400	NA	NA
<b>Statutory contribution - EPF</b>	<b>Current</b>	<b>Proposed</b>	<b>Current</b>	<b>Proposed</b>
Board of ViTrox	13%	13%	28%	28%
Board Committee	13%	13%	28%	28%
<b>Benefit</b>	<b>Current</b>	<b>Proposed</b>	<b>Current</b>	<b>Proposed</b>
Board of ViTrox	RM6,600 per annum	RM6,600 per annum	NA	NA
<b>Other benefit</b>	<b>Current</b>	<b>Proposed</b>	<b>Current</b>	<b>Proposed</b>
ESOS Entitlement (as approved in ESOS By-Laws)	Yes	Yes	Yes	Yes

Senior Management and Employees

The EC reviews the Group's compensation policy then recommends to the RC to ensure alignment of compensation to corporate performance and individual performance. The total remuneration analysis and salary matrix review were prepared internally with the aim to ensure that the compensation offered is in line with the market practice, to remain competitive for talent attraction and retention.

The EC is also responsible to review the annual salary increments and performance bonuses in respect of financial year based on KPI as determined in the beginning of the year.

The remuneration of senior management is structured to link rewards to individual and corporate performances, which comprises fixed and variable components. Fixed remuneration for SM is determined according to the scope of duties and responsibilities, conditions and experiences required and is periodically benchmarked to market/industry surveys. The

	<p>variable components are determined based on the KPI in the Corporate Hoshin, as approved by the Board. The KPI for the Group CEO includes revenue, profit before tax, days inventory outstanding and end-to-end lead time. These KPIs are the main drivers of our sustainability matters: revenue and profit before tax under Economic Performance, days inventory outstanding under Supply Chain Management and end-to-end lead time under Innovation and Product Excellence.</p> <p>The EC assessed the annual performance of the employees based on their performance with regard to the Corporate Hoshin and Division/Department Hoshin, as well as competencies. To ensure consistency in performance assessment, the final performance ratings, as decided by the EC, are used for the purpose of determining their performance bonus and annual increment. The employees' remuneration packages are always benchmarked against the industry to ensure that the remuneration packages are commensurate with individual duties, responsibilities and performance as well as the Group's performance. ViTrox also offers long-term incentives, such as ESOS and SGS, to directors and all eligible employees. We believe that the ownership of Company shares by the Directors and employees holding senior management positions helps align their interests and actions with the interests of ViTrox's shareholders.</p> <p>The ESOS and SGS Committees were formed and are responsible for approving the employees share grants for each financial year, if any.</p>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

### Intended Outcome

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

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

### Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The RC consist of NEDs and a majority of them are IDs. The Terms of Reference ("TOR") of the RC delineate the roles and responsibilities in relation to the remuneration matters are available at ViTrox's website.</p> <p>In 2023, the RC met once on 23 February 2023 to review the remuneration packages for the EDs and NEDs. The Directors play no part in deciding their own remuneration and shall abstain from discussion or voting on their own remuneration.</p> <p>The Board is satisfied that the RC has effectively and efficiently discharged its roles and responsibilities with respect to its remuneration functions, which include amongst others, reviews of the remuneration policies for EDs, NEDs and Group CEO.</p> <p><u>Board</u> Board remuneration reviewed by the RC. It is the Company's policy to remunerate Directors adequately to attract and retain the Directors of the necessary calibre to manage its business.</p> <p><u>Directors' Fee</u></p> <ul style="list-style-type: none"><li>• The payment of Directors' Fee shall from time to time be determined and approved annually by an ordinary resolution of the Company in general meeting</li><li>• Fees payable to NEDs shall be by a fixed sum, and not by a commission on or percentage of profits or turnover</li><li>• Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting</li></ul>

	<p>The payment of the following Directors' Fee was approved by the shareholders at the 19<sup>th</sup> AGM held on 21 June 2023:-</p> <ul style="list-style-type: none"> <li>• RM19,800 to Emelia Binti Matrahah for the period from 1 December 2022 until 31 May 2023</li> <li>• RM19,800 to Dato' Prof. Dr. See Ching Mey for the period from 1 December 2022 until 31 May 2023</li> <li>• up to RM237,600 to NEDs for the period from 1 June 2023 until the next AGM to be held in the year 2024</li> </ul> <p><u>Benefit Payable (excluding Directors' Fee)</u></p> <p>The benefits payable to the NEDs comprise the allowances (including the number of scheduled meetings for the Board and Board Committees and the number of NEDs will be involved in these meetings) and other emoluments.</p> <p>At the 19<sup>th</sup> AGM, approval was given for the following payment of the benefits to the NEDs:-</p> <ul style="list-style-type: none"> <li>• up to an amount RM11,000 to Emelia Binti Matrahah for the period from 1 December 2022 until 31 May 2023</li> <li>• up to an amount RM10,000 to Dato' Prof. Dr. See Ching Mey for the period from 1 December 2022 until 31 May 2023</li> <li>• up to RM220,000 for the period from 1 June 2023 until the next AGM to be held in the year 2024</li> </ul> <p>The aforesaid approval is sought as the Board is of the view that it is just and equitable for the NEDs to be paid the benefits on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the period.</p> <p><u>Group CEO</u></p> <p>The CEO's remuneration package is structured so as to link to corporate and individual performance which comprises fixed and variable components, determined based on the KPI in the Corporate Hoshin, as approved by the Board.</p> <p><u>Employees</u></p> <p>In January and July 2023, the EC assessed the performance of the key management personnel based on their performance with regard to the Corporate Hoshin and Division/Department Hoshin results as well as competencies. To ensure consistency in performance assessment, the final performance ratings as decided by the EC are used for the purpose of determining their performance bonus and annual increment.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The disclosure is as per attached.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Seri Dr. Kiew Kwong Sen	Non-Executive Non-Independent Director	39.6	13.3	0	0	0	4.2	57.1	0	0	0	0	0	0	0
2	Chu Jenn Weng	Executive Director	0	36.0	239.1	34.3	0	72.4	381.8	0	0	0	0	0	0	0
3	Siaw Kok Tong	Executive Director	0	0	0	0	0	0	0	0	37.0	231.9	33.2	0	71.5	373.6
4	Yeoh Shih Hoong	Executive Director	0	0	0	0	0	0	0	0	37.3	214.9	30.8	0	70.5	353.5
5	Datuk Ir. Dr. Ahmad Fadzil Bin Mohamad Hani	Non-Executive Non-Independent Director	39.6	11.0	0	0	0	6.3	56.9	0	0	0	0	0	0	0
6	Chuah Poay Ngee	Non-Executive Non-Independent Director	39.6	10.5	0	0	0	6.5	56.6	0	0	0	0	0	0	0
7	Mary Yeo Chew Yen	Independent Director	39.6	11.0	0	0	0	0	57.2	0	0	0	0	0	0	0
8	Dato' Prof. Dr. See Ching Mey	Independent Director	3.3	5.7	0	0	0	5.6	50.9	0	0	0	0	0	0	0
9	Emelia Binti Matrahah	Independent Director	3.3	7.7	0	0	0	5.6	52.9	0	0	0	0	0	0	0
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### Intended Outcome

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

### Practice 8.2

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>We have identified the following positions as the senior management personnel:-</p> <ul style="list-style-type: none"><li>• Chief Financial Officer</li><li>• Senior Executive Vice President/CEO of Board Inspection and Embedded</li></ul> <p>While we note the need for corporate transparency in the remuneration of the Company's key senior management executives, the disclosure of such details on a named basis may be detrimental to the Company's business interests, given the competitive human resource environment for personnel with the requisite knowledge, expertise and experience in our business activities where poaching has become commonplace. Furthermore, the Company implements a policy of maintaining confidentiality on all its employees' remuneration. This policy operates both ways where the employees would also like to keep their remuneration confidential due to personal reasons.</p> <p>We believe that the interest of the shareholders is not prejudiced as a result of such non-disclosure of the remuneration of the 2 senior management personnel who are not Directors of the Company.</p> <p>The components of the remuneration of the senior management are structured to link the remuneration package with corporate and individual performance and to consider similar packages at comparable companies (of similar size and complexity to the Company locally; and in the same industry in the region). The performance of senior management is measured based on the achievements of qualitative and quantitative key performance indicators, the weightage of which may be adjusted to match the Company's aspirations.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

<b>Measure</b>	:	The relevant action/disclosure will be taken as and when the number of key senior management become significant to the Group.	
<b>Timeframe</b>	:	Others	TBD

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

The Chairman of the Audit Committee is not the Chairman of the board.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>In FYE 2023, the AC Chairman was not the Chairman of the Board nor the Chairman of other Board Committees.</p> <p>The ToR of the AC states that “The Chairman of the AC must not be the Chairman of the Board” which is in line with Practice 9.1 of the MCCG. The Board acknowledges that the AC, being an independent and objective body, should function as the Company’s independent watchdog to ensure the integrity of financial controls, combined assurance and effective risk management of the Group.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company has always recognised the need to uphold independence. Conflict of interest is a primary concern of the Company in ensuring external auditors' independence. The AC takes cognisance of the fact that objectivity and independence of the external auditors may be threatened when a former key audit partner is appointed to the AC (or to the Board for the matter), or employed by the Company to a position which may have direct and significant influence over the preparation of the Group's financial statements.</p> <p>None of the members of the Board were former key audit partners. Hence, there is no such person being appointed as a member of the AC.</p> <p>Also, the ToR of the AC and the Policies and Procedures to assess the Suitability and Independence of External Auditors, require a former key audit partner to observe a cooling-off period of at least 3 years before being appointed as a member of the AC which is in line with Practice 9.2 of the MCCG.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Apart from the assessment guided by the External Auditors evaluation form recommended by the CG Guide – 4<sup>th</sup> Edition, the assessment on the suitability, objectivity and independence of the External Auditors, amongst others, are:-</p> <ul style="list-style-type: none"><li>• At the Meeting held on 23 February 2023, Messrs. Crowe Malaysia PLT (“CM”) tabled and the AC reviewed the Audit Review Memorandum of the Group for FYE 2022;</li><li>• On 6 April 2023, presentation of the draft Audited Financial Statements FYE 2022 and the status of the 2 Key Audit Matters;</li><li>• On 26 October 2023, CM presented to the AC its 2023 Audit Plan which outlined the audit approach, areas of audit emphasis, and the Accounting standard update;</li><li>• Discussion session held with the External Auditors without the presence of the Executive members.</li></ul> <p>Please refer the Audit Committee Report of the Annual Report for more details.</p> <p>Based on the outcome of its assessment, the AC decides whether or not to recommend to the Board for the shareholders’ approval to be sought on the reappointment of external auditors at the forthcoming 19<sup>th</sup> AGM.</p> <p>The Board maintains a transparent relationship with external auditors. Members of the AC meet the external auditors at least twice a year without the presence of the executive Board members to discuss the results and concerns arising from their audit.</p> <p>After having assessed and satisfied with the performance of CM and its audit independence, on 22 February 2024, the AC had recommended the re-appointment of CM to the Board for approval by its shareholders at the forthcoming 20<sup>th</sup> AGM.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board reviews the terms of office of the AC members and assesses the performance of the AC and its members through an annual Board Committee effectiveness evaluation.</p> <p>The AC members are expected to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, so as to enable them to sustain their active participation during deliberations.</p> <p>The Chairman and members of the AC are financially literate.</p> <p>Based on the outcome of the AC effectiveness assessment of the Board Effectiveness Evaluation 2023, the Board was satisfied with the AC's performance as its Chairman and members possess the necessary knowledge, experience, expertise and skills which contributed to the overall effectiveness of the AC and have carried out their duties in accordance with the TOR of the AC. The AC was involved in the following:-</p> <ol style="list-style-type: none"><li>1. Financial Reporting In overseeing the Company's financial reporting, the AC reviewed the following prior to recommending them for approval by the Board and issuance to the shareholders:-<ul style="list-style-type: none"><li>• the quarterly financial statements; and</li><li>• the annual financial statements with the presence of the External Auditors</li></ul></li></ol> <p>(a) The Managing Director/President/Group CEO and CFO provided assurance to the AC on a quarterly basis that appropriate accounting policies had been adopted and applied consistently; that the going concern basis applied in the Annual</p>

	<p>Financial Statements and Condensed Consolidated Financial Statements was appropriate; that prudent judgements and reasonable estimates had been made in accordance with the requirements set out in the MFRSs; that adequate processes and controls were in place for effective and efficient financial reporting and disclosures under the MFRSs, IFRSs, Companies Act 2016 and Main LR; and that the Annual Financial Statements and quarterly Condensed Consolidated Financial Statements did not contain material misstatements and gave a true and fair view of the financial position of the Group and the respective companies within the Group for FYE 2023.</p> <p>(b) The External Auditors, also confirmed to the AC that it has maintained its independence with respect to the audit of the Group in accordance with its requirements and the provisions of the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) has not, up to the date of 20 February 2024, identified any significant internal control issues during the course of audit.</p> <p>(c) The External Auditors presented their Independent Auditors' Report on the Annual Financial Statements for the FYE 2023 together with the key audit matters.</p> <p>2. Continuous Education The AC members were invited to various training programmes to keep abreast of relevant industry developments including accounting and auditing standards, business practices and rules, to address any skills or knowledge gaps according to their needs.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 10.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to maintain a strong and robust control structure and environment for the proper conduct of the Group's business operations.</p> <p>The Board has established an organisation structure with clearly defined line of responsibility, authority limits and accountability aligned to business and operation requirements which supports the maintenance of a strong and robust control environment.</p> <p>The Group is continuously committed in setting suitable standards whilst maintaining an effective risk management framework to ensure the Group's objective are achieved and stakeholders' interest are protected. The Board acknowledges its responsibility to adopt best practices in risk management and internal control as part of the Group's business culture.</p> <p>The level of risk tolerance of ViTrox is expressed through the use of a risk impact and likelihood matrix with an established risk tolerance boundary demarcating those risks that are deemed to have "exceeded risk tolerance" and those that have not. Clear risk treatment guidance is in place stipulating the actions to be taken for each type of risk. For more details on this Practice, please refer the Statement on Risk Management and Internal Control of the Annual Report 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board via the RMC oversees the risk management matters of the Group, which include identifying, managing, monitoring, treating and mitigating significant risks across the Group.</p> <p>The RMC also assists the Board to fulfil its responsibilities with regard to risk governance and risk management in order to manage the overall risk exposure of the Group. The RMC is also responsible for overseeing the compliance and business continuity functions of the Group. The RMC reviews with the AC and recommends for the Board's consideration and approval, the risk management principles, frameworks and policies for managing risks within the Group. The RMC also monitors and assesses the risk appetite and risk tolerance of the Group, so as to safeguard the shareholders' investments and the Group's assets.</p> <p>The Group has an established and structured process for the identification, assessment, communication, monitoring as well as continual review of risks and effectiveness of risk mitigation strategies and controls at the divisional and enterprise levels. The analysis and evaluation of risks are guided by approved risk criteria. The Group also has risk management tools to support the risk management process and reporting.</p> <p>On 6 April 2023, the RMC reviewed and updated the Enterprise Risk Profile ("ERP") of the Group for June 2022 vs. December 2022 which specified top-5 operational and top-5 non-operational risks of the Group. On 26 October 2023, the RMC further updated the ERP for December 2022 vs June 2023 on the changes in risk profile and the mitigating measures implemented, amongst others, changes in risk profile and the effectiveness of the mitigating measures implemented and new remedial actions. The RMC regularly monitors the key risks facing the business in order to stay relevant on governance practices relating to the risk.</p> <p>For more details on this Practice, please refer the Statement on Risk Management and Internal Control of the Annual Report 2023.</p>

<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 10.3 - Step Up**

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

<b>Application</b> :	Not Adopted
<b>Explanation on adoption of the practice</b> :	

### Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company has outsourced the internal audit (“IA”) function to Deloitte Business Advisory Sdn. Bhd. (“DBA”), an independent professional firm of consultants.</p> <p>The IA plan was tabled to the AC prior to the execution of the assignment. Findings arising from the IA exercise were reported and discussed at the AC meeting.</p> <p>IA is carried out to assess the adequacy and integrity of the internal control system of the Group based on the IA plan reviewed and approved by the AC. Based on the audits, the internal auditors will advise management on areas of improvement and subsequently, initiate follow-up actions to determine the extent of implementation of their recommendations.</p> <p>The IA engagements were carried out based on the IA plan 2023 as approved by the AC. The results of the audits as disclosed in the IA reports were reviewed by the AC. The relevant management members were made responsible for ensuring that corrective actions on reported weaknesses were taken within the required timeframes. IA conducted follow-up audits on key engagements to ensure that the corrective actions were implemented appropriately. In this respect, IA has added value by enhancing the governance, risk management and control processes within the Group. The IA Plan 2023 was tabled at the AC Meeting held on 27 April 2023 for approval.</p> <p>During the year under review, the internal auditors have not reported any significant weaknesses in the system of internal controls of the Group.</p> <p>To ensure that the responsibilities of IA Function are fully discharged, the AC reviews, inter alia:-</p> <ul style="list-style-type: none"><li>• the performance of the IA, who has relevant experience and necessary competency to regularly review of the effectiveness of risk management, control, and governance processes within the Group;</li><li>• the adequate scope and sufficient resources of the IA Function; and</li><li>• the appraisal or assessment of performance of the IA Function.</li></ul>

	<p>The AC reviewed the IA Function yearly and on 22 February 2024, an Assessment of the IA Function (resources of the IA, experience, competency etc.) in respect of FYE 2023 was being performed. The AC concluded that based on the Assessment, the IA Function was found adequate thus far.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

### Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Internal control reviews were conducted by DBA per the Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors (the "IIA Standards").</p> <p>DBA is independent of the day-to-day operation and free from any relationships or conflicts of interest that could impair its objectivity and independence in its audit assignments.</p> <p>The internal audit function is headed by Muzafar Kamal Mahmood (an Executive Director and Partner of DBA), who is a Fellow Certified Practising Accountant (Australia), Malaysian Institute of Accountants ("MIA"), Chartered Member of the Malaysian Institute of Internal Auditor and Institute of Internal Auditors Malaysia ("IIAM"). En. Muzafar is an Executive Director at Malaysia's Risk Advisory Practice, specialising in Internal Audit, Corporate Governance as well as Risk Management. He is experienced in Financial Audit Review, Internal Audit Review, Risk Identification and Assessment, Enterprise Risk Management, and Corporate Governance Review.</p> <p>He is assisted by a team of 2-3 auditors led by a manager who is an Associate Member of the Institute of Internal Auditors, Malaysia.</p> <p>The AC was also satisfied that the IA function is performed in accordance with the IIAM's Definition of Internal Auditing and Code of Ethics and conforms to the International Standards for Professional Practice of Internal Auditing. This would enable the IA function to continuously deliver value-added assurance to ViTrox and support ViTrox in achieving its corporate and strategic objectives.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>ViTrox firmly believes that sustainability is only truly attained when it addresses the matters from inside out and ensures that its communication with the shareholders and various stakeholders is transparent, timely and with quality disclosure.</p> <p>ViTrox engages regularly with its stakeholders at Group and/or business level, depending on the particular issue. ViTrox ensures that its communication with the shareholders and various stakeholders is transparent, timely and with quality disclosure. Engagements at the Group level encompass a wide range of stakeholders such as shareholders, governmental bodies, the media and investors. These interactions are facilitated through diverse channels, including official announcements on Bursa LINK, detailed disclosures on ViTrox's website, and direct engagement via the investor relations function. Throughout 2023, ViTrox organised numerous events aimed at fostering transparent communication with the investors, shareholders, intermediaries, regulators, employees and other communities as highlighted in Sustainability Report.</p> <p>A number of events were held via virtual meeting during the year to maintain an open communication with the investors, shareholders, intermediaries, regulators, employees and other communities.</p> <p>ViTrox via its website, includes an Investor Relation ("IR") section which provides all relevant information on the Company, and it is accessible to the public. This section enhances the IR function by including all announcements made by ViTrox, annual reports and the corporate and governance of ViTrox.</p> <p>The IR function is established to enable continuous communication between the Company and its stakeholders. The stakeholders are encouraged to channel their concerns to the Contact Us section whose name, contact number and e-mail address or <a href="mailto:enquiry@vitrox.com">enquiry@vitrox.com</a> is provided on ViTrox's website, Contact Us section.</p> <p>To facilitate the stakeholders' understanding of the Company with respect to the business of the Company and its policies on governance</p>

	<p>as well as its ESG efforts and initiatives, the Company has placed various documents pertaining to the organisation, Board and management, corporate governance, policies, charters, terms of references as well as other corporate information on its website under “Company” and “ESG” sections for easy reference. ViTrox’s social media such as Facebook and Instagram also serves a communication platform of its stakeholders with Corporate development, functions, products information, etc.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

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

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

**Practice 12.2**

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Company noted that the process is an ongoing journey to improve quality of information disclosures to stakeholders and promote greater transparency and accountability. ViTrox will consider such adoption as and when the required resources and expertise are in place.	
		NIL	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	With the present resources, the Company is not ready for this reporting.	
<b>Timeframe</b>	:	Others	TBD

**Intended Outcome**

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

**Practice 13.1**

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company endeavours to issues its notice of AGM to shareholders at least 28 days prior to AGM. This allows additional time for shareholders to make necessary arrangement to attend and participate either in person, by corporate representative, by proxy or by attorney in the AGM.</p> <p>The notice of the AGM where applicable, include details of the resolutions proposed along with background information and reports or recommendations that are relevant, to enable shareholders to make an informed decision when exercising their voting rights.</p> <p>The Company despatched the notice of 19<sup>th</sup> AGM on 28 April 2023 for holding the said AGM on 21 June 2023, which is at least 28 days prior to the meeting.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.2**

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At the 19<sup>th</sup> AGM of the Company held on 21 June 2023, all 9 Board members were present at the meeting to engage directly with shareholders and proxies. The Chairman of the Board chaired the 19<sup>th</sup> AGM in an orderly manner and allowed the shareholders or proxies to speak at the meeting.</p> <p>The Group CEO presented the overall performance of the Group at the meeting. The senior management of the Company were also present to respond to any enquiries from the shareholders.</p> <p>Shareholders are encouraged to send questions in relation to the agenda items for the general meetings, to the Chairman or Board electronically by email to <a href="#">a designated email address</a>, within the stipulated time disclosed in the Notice of AGM.</p> <p>At the 2023 AGM, shareholders and proxies were given the opportunity to raise questions and seek clarifications on the resolutions tabled. The shareholders were invited to participate in the Question &amp; Answer ("Q&amp;A") session conducted after the general meeting and the Group CEO also presented the Company's Business and Management Update during the session. Such questions were addressed by the Chairman, Group CEO and in some circumstances, by the members of the Board.</p> <p>The Directors, Group CEO, management team and external auditors were in attendance to respond to the shareholders' queries. Officers of the Company were present to handle other enquiries from shareholders.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Except for 2021 and 2022 AGMs were conducted virtually due to COVID-19 pandemic, ViTrox has historically held physical AGMs to engage with its shareholders. ViTrox did not consider the use of technology to facilitate the voting in absentia and remote shareholders’ participation at its 19<sup>th</sup> AGM held on 21 June 2023 as:-</p> <ul style="list-style-type: none"><li>• the Company does not have large number of shareholders;</li><li>• shareholders are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in his stead at a general meeting.</li></ul> <p>However, ViTrox leveraged on technology to facilitate electronic voting (“e-voting”) for the conduct of poll on all resolutions proposed at its 19<sup>th</sup> AGM.</p> <p>The 19<sup>th</sup> AGM was held at ViTrox Corporation Berhad in Penang. This venue i.e. ViTrox Campus 2.0 in Batu Kawan Industrial Park, was also easily accessible as it was familiar to most shareholders of the Company.</p> <p>ViTrox had appointed Securities Services (Holdings) Sdn. Bhd. (“SSH”) as polling administrator to conduct the e-polling process, and Commercial Quest Sdn. Bhd. as scrutineers to validate the votes cast at the said AGM. E-voting provides instant and accurate outcome of the results and also expedites the voting and tabulation process.</p> <p>It has been observed that compared to virtual AGMs, physical AGMs offer shareholders a superior experience as they are not dependent on shareholders’ technological readiness. Physical AGMs provide several advantages, including better interaction opportunities, clearer communication, a stronger sense of engagement, and improved networking possibilities.</p>

	<p>Alternative Practice: In view of the above, the Company will carefully consider all factors including all applicable requirements, necessary framework and processes, as well as communication to shareholders, for implementation Practice 13.3 in due course.</p> <p>Shareholders are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in his stead at a general meeting.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>: The 19<sup>th</sup> AGM was held at ViTrox Corporation Berhad in Penang. This venue i.e. ViTrox Campus 2.0 in Batu Kawan Industrial Park, was also easily accessible as it was familiar to most shareholders of the Company.</p> <p>Shareholders are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in his stead at a general meeting.</p> <p>The Company adopted electronic voting for the conduct of polls on all resolutions for a more efficient voting process and accurate results.</p>	
<p><b>Timeframe</b></p>	<p>: Others</p>	<p>TBD</p>

### Intended Outcome

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

### Practice 13.4

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

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>A general meeting is an important platform for interaction between a company and its shareholders. The Board, particularly the Chairman should ensure that shareholders have the opportunity to participate in these meetings effectively; including having access to information they require to participate in discussions and cast informed votes.</p> <p>The Company's external auditors, CM, will also be present at the AGM and are available to assist the Directors in addressing any relevant queries by the shareholders relating to the conduct of the audit and the preparation and content of the auditors' report.</p> <p>At the 2023 AGM, the shareholders are given the opportunity to communicate their views and are encouraged by the Chairman to ask the Directors and senior management questions regarding matters affecting the Company at the Q&amp;A session.</p> <p>Prior to Q&amp;A session, the Group CEO shared his presentation covering the highlights of the Group's financial performance for 2023, key development and initiatives, key capex projects and business outlook.</p> <p>Directors and senior management were present at the AGM 2023 to provide responses to the shareholders' questions. During the Q&amp;A session, questions received from shareholders and the Company's replies were presented. The Chairman and management also addressed questions raised during the meeting.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

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

**Practice 13.5**

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

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

<b>Application</b>	:	Not applicable – only physical general meetings were conducted in the financial year	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.6**

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The confirmed Minutes of the 19 <sup>th</sup> AGM dated 21 June 2023 duly uploaded on the Company's website on 30 June 2023 which is no later than 30 business days after the general meeting.  Company's website: <a href="https://www.vitrox.com/investor/investor-relations-overview.php#">https://www.vitrox.com/investor/investor-relations-overview.php#</a>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT  
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

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