

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5254
COMPANY NAME : BOUSTEAD PLANTATIONS BERHAD
FINANCIAL YEAR : December 31, 2022

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 PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	: Applied
Explanation on application of the practice	<p>The Board of Directors (the Board) of Boustead Plantations Berhad (BPB, Boustead Plantations or the Company) is committed to exhibit high standards of corporate governance. In fulfilling its role as stewards of the Company and its subsidiaries (collectively referred to as the "Group"), the Board is dedicated to discharge its duties with due care, skill and diligence.</p> <p>The key responsibilities of the Directors are as follows:</p> <p>a) Promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour</p> <p>The Board is committed to drive the "tone of the top" in terms of ethics and professionalism and expects the employees to conduct themselves with integrity.</p> <p>The core values of the Group are :</p> <ul style="list-style-type: none">• Respect• Integrity• Teamwork• Excellence <p>These core values have been formalised and is expressed by the moniker "RITE". These values are disseminated to employees and continuously reinforced throughout their tenure with the Group. The Board ensures that each employee acknowledges that he has received, read and understood the Code of Ethics & Conduct. A copy of this Code of Ethics & Conduct is made available on the Group's website at www.bousteadplantations.com.my.</p>

b) Reviewing and deciding on management’s proposals for the Company, and monitoring its implementation by management

Management’s proposals which are reserved for the Board’s approval will be discussed at the Board Meetings, where the Directors have the opportunity to scrutinise the proposal and seek clarification from the Management team. The Senior Management will take into account all the appropriate consideration before tabling the proposals to the Board. Any significant updates on the proposals would be updated to the Directors either in the next Board Meeting or in follow-up reports distributed.

The day-to-day management of the Group is delegated to the Chief Executive Officer and the Senior Management Team. In this respect, the Company is guided by the Limits of Authority which provides the authority limits for corporate, operational, financial and human resource areas. The Limits of Authority determines the respective approving authorities for each transaction, prohibiting unfettered powers for any single individual within the various levels of management.

c) Ensuring that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability

The Group’s sustainability initiatives reflect its continuous drive towards maximising opportunities for strong fiscal growth and optimising operational efficiency in tandem with the long term-term value creation based on economic, environmental and social considerations. Details of the Group’s sustainability efforts for the year ended 31 December 2022 are set out in its Sustainability Report of the Company’s Integrated Report 2022.

d) Supervising and assessing management performance to determine whether the business is being properly managed

The Board meets at least four (4) times a year, with additional meetings held as and when required by the Board. Prior to the start of the new financial year, the Board will review and discuss the annual budget and strategic business plans presented by Management, before approving for execution. Key Performance Indicators (KPIs) for the Chief Executive Officer and Senior Management team are put in place to ensure Management’s performance is aligned with the Group’s business targets for the year, and also for future medium and long-term basis.

e) Ensuring there is a sound framework for internal controls and risk management

The Board acknowledges its overall responsibility in maintaining a sound system of internal control to safeguard shareholders' investments and the assets of the Group and for reviewing the adequacy and integrity of the system. Notwithstanding this, due to the limitations that are inherent in any system of internal control, the Group's internal control system is designed to manage risks within tolerable and knowledgeable limits, rather than eliminate, the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. Details of the Group's internal controls are set out in its Statement on Risk Management and Internal Control, which is on page 118 to page 122 of the Company's Integrated Report 2022.

f) Understanding the principal risks of the Group's business and recognising that business decisions involve the taking of appropriate risks

The Board has ensured that the Group has the necessary risk infrastructure encompassing the risk assessment process, organisational oversight and reporting function to instil the appropriate discipline and control for continuous improvement of risk management capabilities. Details of the Group's risk management measures are set out in its Statement on Risk Management and Internal Control, which is on page 118 to page 122 of the Company's Integrated Report 2022.

g) Ensuring that there is an appropriate risk management framework in place, for management to identify, manage and monitor significant risks

The Board has put in place a Risk Management Framework for Management to identify, evaluate manage and monitor significant risks. Details of the Group's Risk Management Framework are set out in its Statement on Risk Management and Internal Control, which is on page 118 to page 122 of the Company's Integrated Report 2022.

h) Ensuring that Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and Senior Management

The Board seeks to ensure that the members of the Senior Management team are qualified, professional and have sufficient calibre to collectively lead the operations of the Group.

	<p>The Board takes cognisance that the orderly succession of Senior Management is important to ensure readiness of internal candidates to fill potential positions. In this respect, the Group recognises talent development programmes should be put in place to provide opportunities for employees to hone their capabilities and leadership skills.</p> <p>i) Ensuring that the Group has in place procedures to enable effective communication with stakeholders</p> <p>The Board is committed in providing effective and timely communication with its stakeholders. The Group uses a number of formal channels for effective dissemination of information to the public, namely, the Integrated Report, announcements to Bursa Malaysia Securities Berhad and media releases. Regular analyst briefings are conducted for stakeholders, whilst the Group’s website provides relevant information for investors and other stakeholders.</p> <p>j) Ensuring the integrity of the Company’s financial and non-financial reporting</p> <p>The Audit Committee (AC) has been entrusted by the Board to ensure the Group’s financial and non-financial reporting present a true and fair view of its state of affairs. The AC meets at least four (4) times a year to review the unaudited financial results, and ensures Management prepares the results and statements in accordance with the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad, applicable accounting standards and other relevant regulatory requirements.</p>	
<p>Explanation for departure</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>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the year under review, Dato' Haji Ismail Haji Lasim was the Chairman of the Company. He provided leadership so that the Board can perform its responsibilities effectively.</p> <p>As provided under the Company's Board Charter, the Chairman is responsible for, among others:</p> <ul style="list-style-type: none">• Leading the Board in setting the values and standards of the Company;• Encouraging all Directors to play an active role in Board activities; and• Ensuring the provision of accurate, timely and clear information to Directors. <p>The Chairman together with the Company Secretary sets the agenda of each Board Meeting. He ensures that Directors receive Board papers in a timely manner and that Directors are properly briefed on issues arising in Board meetings. During Board Meetings, the Chairman leads the discussion, allowing sufficient time for deliberations on key issues and complex matters. He also encourages active participation and allows views including dissent to be freely expressed. The Chairman also ensures that every Board resolution is put to vote and the will of majority prevails.</p> <p>The Chairman plays a key role in the conduct of the General Meetings. Besides ensuring the proper flow of resolutions tabled at the meeting, he manages the communication on the floor. He further encourages active participation from shareholders and allows a generous amount of time during the questions and answers session.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The roles of the Chairman and Chief Executive Officer (CEO) are separate and clearly defined and are held by two distinct individuals. During the year under review, Dato' Haji Ismail Haji Lasim was the Independent Non-Executive Director and Chairman of the Board whereas Encik Zainal Abidin Shariff was the CEO of Boustead Plantations Berhad until 8 November 2022. Encik Fahmy Ismail was appointed as Acting CEO on 8 November 2022.</p> <p>The Chairman is primarily responsible for the orderly conduct and working of the Board. The CEO has the overall responsibility for the business and implementation of Board policies and decisions. The separation of power seeks to facilitate an appropriate balance of power to prevent any single individual from dominating deliberations and the decision-making process.</p> <p>The respective duties and responsibilities of the Chairman and the CEO are contained in the Board Charter.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>Dato' Haji Ismail Haji Lasim, was the Chairman of the Board and also the Chairman of the Nominating and Remuneration Committee (NRC) until 31 January 2023.</p> <p>(Dr.) Salihin Abang, the Independent Non-Executive Director was appointed as the new Chairman of NRC with effect from 10 February 2023.</p> <p>The Board was of the view that the Chairman is able to exercise objective view and provide impartial suggestion in dealing with matters tabled for NRC's deliberation.</p>
		<p>Following the resignation of Dato' Haji Ismail Haji Lasim as Chairman of the Board and also Chairman of the NRC, (Dr.) Salihin Abang, the Independent Non-Executive Director was appointed as the new Chairman of NRC with effect from 10 February 2023.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Others Please specify number of years.

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company Secretaries of Boustead Plantations Berhad are Encik Affendi Mohd Yob and Puan Juniza Azizan. Encik Affendi Mohd Yob and Puan Juniza Azizan have company secretarial qualifications and are qualified to hold the position under Section 235 of the Companies Act 2016. The Company Secretaries are licenced by the Companies Commission of Malaysia. Encik Affendi Mohd Yob has 22 years of experience whilst Puan Juniza Azizan has 19 years of experience in Corporate Secretarial. Encik Affendi Mohd Yob and Puan Juniza Azizan were appointed as the in-house Company Secretaries of Boustead Plantations Berhad on 5 December 2018 and 1 August 2019 respectively.</p> <p>The Company Secretaries plays an advisory role in supporting the Board to uphold high standards of corporate governance. As a counsel to the Board, they provide the Board with periodic updates regarding regulatory developments and assists the Board in interpreting and applying pertinent corporate governance promulgations such as Capital Markets and Services Act 2007 (Amendment 2012), Companies Act 2016 and MMLR. The Company Secretaries also provide support in the facilitating the flow of information to Board. The Company Secretaries additionally serve as a liaison for stakeholders' communication and engagement on corporate governance issues. The role and responsibilities of the Company Secretaries are set out in the Board Charter.</p> <p>The Company Secretaries has a direct functional reporting line to the Chairman and has been accorded with appropriate standing and authority to enable her to discharge her duties in an impartial and effective manner. The appointment or removal of the Company Secretaries are the prerogative of the Board.</p> <p>In order to upskill themselves and keep abreast with the latest developments in corporate governance realm, the Company Secretaries have attended relevant training and professional development programmes during the financial year relating to Companies Act 2016, Malaysian Code on Corporate Governance (MCCG) and MMLR.</p>

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

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of information supply in promoting informed Board discussions and deliberations. The Chairman, together with Management and Company Secretary, are responsible for ensuring Directors receive adequate and timely information prior to Board or Board Committee meetings.</p> <p>The Board meets regularly during the year, with the annual meeting diary tentatively made in advance to facilitate Directors' planning. There is a formal schedule of matters (including quarterly financial results, strategic business issues, and the annual business plan) reserved for discussion at the scheduled Board meetings.</p> <p>The notice of the Board meetings is circulated to Board members at least 14 days before the meeting and the agenda and Board papers are circulated to the Directors five days before each meeting.</p> <p>The Directors are supplied with Board papers with necessary information that are accurate, clear and comprehensive to enable informed decision making at the Board meetings. In addition, Board members can seek further advice or clarification from Management when required.</p> <p>The deliberations and conclusions of issues discussed in the Board meetings are duly recorded in the Board minutes, the draft of which is circulated for the Chairman's review within a reasonable timeframe after the meeting. The meeting minutes capture the decisions made, including the key deliberations, rationale for each decision made, and any significant concerns or dissenting views.</p> <p>The decisions made at the Board meetings are also communicated to Management in a timely manner to ensure appropriate execution.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is guided by its Board Charter which clearly sets out the Board's strategic intent, roles and responsibilities in discharging its fiduciary and leadership functions. The Board Charter is reviewed periodically and updated in accordance with the needs of the Group to ensure its effectiveness and consistency with the Board's objectives and corporate vision. The Board Charter serves as a primary reference point on governance matters for Directors as well as an induction literature for newly-appointed Directors.</p> <p>The Board Charter addresses, among others, the following matters:</p> <ul style="list-style-type: none">• Role and responsibilities of the Board;• Composition, Board balance and Board diversity;• The role of Chairman and Chief Executive Officer;• Supply of information and Board meetings;• Matters reserved for the Board;• Board effectiveness evaluation;• Board Committees;• Financial Reporting;• General Meetings; and• Communication with stakeholders. <p>The Board Charter was last reviewed on 22 August 2019. The Board Charter is accessible for reference on the Group's website, www.bousteadplantations.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board consistently strives to set the “tone at the top” and instil ethical values and standards across every level of the Group. In this regard, the Board has put in place a Code of Ethics and Conduct which subject employees to a set of values and standards of conduct that is expected of them.</p> <p>The Code of Ethics and Conduct serves as a formal commitment by employees to conduct themselves professionally at all times and to do business in a transparent, appropriate and fair manner. The Code of Ethics and Conduct is available on the Group's website at www.bousteadplantations.com.my.</p> <p>The Code of Ethics and Conduct covers the following overarching areas:</p> <ul style="list-style-type: none">• Conducting business ethically, fairly and with honesty;• Complying with laws including abuse of power, corruption, insider trading and money laundering;• Providing quality and safe products;• Protecting the Group's assets and information;• Maintaining complete and accurate business records; and• Respecting others in the workplace and society. <p>All employees of the Group are required to acknowledge that they have received, read and understood the provisions of the Code of Ethics and Conduct.</p> <p>The Board reviews the Code of Ethics and Conduct periodically or as and when the need arises to ensure it is kept contemporaneous.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group is committed in preserving and protecting the interest and reputation at all times. In this respect, the Whistleblowing Policy was established in July 2010 and was reviewed in February 2022.</p> <p>The main objective of the Whistleblowing Policy is to provide an objective point of escalation for employees or stakeholders to disclose in a bona fide manner any suspected acts of wrongdoings without any fear of reprisal. The Whistleblowing Policy provides guidelines for the reporting and the investigation of any wrongdoings. Such misconducts may be reported in writing directly to a dedicated e-mail address, namely, alert@bplant.com.my.</p> <p>The Whistleblowing Policy makes it clear that concerns can be raised without fear of victimisation, recrimination, discrimination or disadvantage to the employee or stakeholder that reports the concerns.</p> <p>The Board together with Management, reviews the Whistleblowing Policy periodically or as and when the need arises to ensure it is kept contemporaneous. The channels for whistleblowing can be accessed at the Group's website at www.bousteadplantations.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board together with Management takes responsibility for the governance of sustainability in the Group, including setting its sustainability strategies, priorities and targets. A designated senior employee is tasked to focus on the management of sustainability strategically including integration of sustainability considerations in the Group’s operations.</p> <p><u>Sustainability Governance</u> Sustainability at Boustead Plantations Berhad is led by our highest governing body namely the Board of Directors (Board). The Board is responsible for the Group’s sustainability strategy as well as our sustainability performance. It is supported by the Sustainability Committee currently comprising three Committee members who oversee the Group’s sustainability objectives, policies and practices. At Management level, the Management Sustainability Committee (MSC) which is chaired by the Chief Executive Officer of the Company is responsible for ensuring effective sustainability management and administration by the Group. The MSC is supported by the Sustainability Secretariat, led by the Sustainability and Safety Department which supervises sustainability operations and implementations within the Group.</p> <p>The Sustainability Committee and Management Sustainability Committee have oversight of the ESG matters and assists the Board with governance and monitoring.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	: Applied
Explanation on application of the practice	<p>The Board ensures that the Group’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to all stakeholders. The well-being of customers, employees and other stakeholders as well as the environment is crucial to sustaining our long-term performance.</p> <p>The Board and Management communicates the Group’s sustainability strategies, priorities, targets and performance with internal and external stakeholders through the following channels:</p> <p><u>Internal stakeholders</u></p> <ul style="list-style-type: none"> • Sports and Recreational Activities • Annual Performance Appraisal • Open Day • Employee Engagement Activity • Estate Engagement Activity • Townhalls • Integrated Report <p><u>External Stakeholders</u></p> <ul style="list-style-type: none"> • Integrated Report • Annual General Meeting • Website • Engagement, analyst briefings, tender briefing, dialog sessions and others with various group of external stakeholders. <p>Further details are contained in the Stakeholder Engagement which is on page 42 to 45 of the Company’s Integrated Report 2022.</p>
Explanation for departure	:
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	

Measure	:		
Timeframe	:		Please specify number of years.

Intended Outcome

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

Practice 4.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company incorporated environmental, social and governance (ESG) risks and opportunities into the Group's business decisions given its heightened materiality in decision making considerations of stakeholders. The Company considers the integration of ESG factors as a component of the Board's fiduciary responsibility and accountable therefore to the oversight and management of sustainability.</p> <p>The Company has implemented various measures to drive sustainability in line with its business values and philosophy including environmental-related risks and opportunities.</p> <p>Management had identified the sustainability issues related to Company's business and stakeholders with proper assessment to help formulate its sustainability strategies. The Management Risk Committee of the Company had included risk with regards to the Non-compliance with ESG into the Risk dashboard - residual risk rating, which was presented to the Risk Committee and the Board in February 2023.</p> <p>The Board together with Management had identified the key strategies to mitigate the risk on ESG matters, as follows:</p> <ul style="list-style-type: none">• Actively maintaining both Roundtable on Sustainable Palm Oil and Malaysian Sustainable Palm Oil certifications for respective operating units.• Keeping abreast with the latest development on ESG rating tools.• Conducted awareness on ESG principles and practices.• Conducted awareness of human rights as part of corporate social responsibility. <p>The Board is actively engaged in the governance of the ESG issues, including the Company's strategic approach and performance towards ESG.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	The annual assessment conducted included the performance of each Director and the Senior Management Team in relation to material sustainability risks and opportunities. The Board and senior management have sufficiently discharged their oversight responsibilities in addressing the Company’s material sustainability risks and opportunities during the financial year.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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.

Application	:	Adopted
Explanation on adoption of the practice	:	Boustead Plantations has established a Sustainability Team to manage sustainability strategically in the operations of the Group, led by Puan Azmariah Muhamed, Head, Sustainability.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Nominating and Remuneration Committee (NRC) and the Board, from time to time undertakes a review of the Board and Board Committees' composition to determine areas of strength and improvement opportunities. The NRC regularly assess the skills, experience, independence and diversity required collectively for the Board to effectively fulfil its role. The NRC is also responsible for recommending to the Board, on the re-election of the relevant Directors at the forthcoming Annual General Meeting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>As at 31 December 2022, the Board comprised of ten (10) members, eight (8) of which were Independent Directors, as follows:</p> <ul style="list-style-type: none">• Dato' Haji Ismail Haji Lasim• Maj. Gen. Dato' Seri Haji Khairuddin Abu Bakar (R) J.P.• Tan Sri Dato' Wira Aziah Ali• Dato' Indera Haji Mustaffar Kamal Haji Ab Hamid• (Dr.) Salihin Abang• Datuk Haji Abdul Ghani Abdul Rashid• Mohd Azahar Ibrahim• Dato' Dr. Haji Din Adam <p>Following the resignation of Dato' Haji Ismail Haji Lasim, Dato' Indera Haji Mustaffar Kamal Haji Ab Hamid, Datuk Haji Abdul Ghani Abdul Rashid, Mohd Azahar Ibrahim and Dato' Dr. Haji Din Adam resigned from the Board on 31 January 2023, the Board currently comprises two independent directors.</p> <p>With the Board composed of two Independent Directors, Boustead Plantations Berhad is able to facilitate greater checks and balances during boardroom deliberations and decision making. This counterweight allows Independent Directors to encourage, support and drive each other in the value creation and sustainability of the business.</p> <p>The Nominating and Remuneration Committee has assessed the Board composition and is satisfied that the current size and composition of Directors is adequate to provide a balance mix of skills and experience, as well as the objectivity required in the boardroom.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has formalised a Board Directorship Policy on 22 August 2019 which shall serve as formal commitment for the Board of Directors regarding their directorship and tenure of Boustead Plantations Board members.</p> <p>The tenure of the independent directors is stated in Item 6 of the Board Directorship Policy, as follows:</p> <p>The term of directorship of an Independent Non-Executive Director (INED) shall not exceed a cumulative term limit of nine (9) years. The Board however, upon completion of the nine (9) years, may with a view to add long-term value and in recognition of the INED's contribution to the Company, invite the INED to continue to serve on the Board as a Non-Independent Non-Executive.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of diversity in terms of skills, experience, age, gender, cultural background and ethnicity and recognises the benefits of diversity at leadership and employee level.</p> <p>Having a range of diversity dimensions brings different perspectives to the boardroom and to various levels of Management within the Group.</p> <p>The Nominating and Remuneration Committee (NRC) is responsible to lead the process for the nomination of new Board appointments and making the necessary recommendations. In this respect, the role of the NRC is detailed in its Terms of Reference, which is accessible for reference on the Group's website at www.bousteadplantations.com.my.</p> <p>In making its recommendations to the Board, the NRC considers and assess the suitability of a new appointment based on objective criteria, including:</p> <ul style="list-style-type: none">• Qualification;• Required competencies, skills, expertise and experience;• Specialist knowledge or technical skills;• Professionalism and integrity; and• Time commitment to the Company. <p>In order to further reinforce good governance, the Board has put in place the Recruitment and Selection Policy, applicable to all employees of the Group. The aim of the policy is to ensure that the selection process of the candidates is anchored on meritocracy and abilities, and is conducted in a professional, fair and confidential manner.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nominating and Remuneration Committee (NRC) is responsible for recommending suitable candidates for Directorships to the Board. In undertaking this responsibility, the NRC leverages on several sources to “cast a wider net” and gain access to a wide pool of potential candidates. The responsibilities of the NRC in this regard are outlined in its Terms of Reference.</p> <p>In evaluating potential candidates, the NRC will assess directorship suitability based on objective criteria, including:</p> <ul style="list-style-type: none">• Qualification;• Required competencies, skills, expertise and experience;• Specialist knowledge or technical skills;• Professionalism and integrity; and• Time commitment to the Company. <p>In searching for suitable candidates, the NRC may receive suggestions from existing Board Members, Management, and major shareholders. The Committee is also open to referrals from external sources available, such as industry and professional associations, as well as independent search firms.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board ensures shareholders are provided with the information they require to make an informed decision on the appointment and re-appointment of director(s). 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 Group as a whole.</p> <p>The details on the re-appointment of directors are provided in the Group's Integrated Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied
Explanation on application of the practice	:	<p>As at 31 December 2022, the Nominating and Remuneration Committee (NRC) was chaired by an Independent Director, Dato' Haji Ismail Haji Lasim.</p> <p>Dato' Haji Ismail Haji Lasim resigned as the Chairman of NRC with effect from 31 January 2023. (Dr.) Salihin Abang who is an Independent Non-Executive Director was appointed as the new Chairman of NRC with effect from 10 February 2023.</p> <p>The Board understands that an effective recruitment and evaluation process of Directors is the building block of a high-performing Board. The Board therefore believes that the Independent Director is the most suitable and qualified person to lead the conduct of the process in an objective manner.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>As at 31 December 2022, the Company has nine (9) male Directors and one (1) female Director.</p> <p>The Board acknowledges the call by the Government and Malaysian Code on Corporate Governance enumeration for boards of Large Companies to comprise at least 30% women on board.</p> <p>The Board is mindful that any gender representation should be in the best interest of the Company. Although the Company has not reached the 30% women representation target at Board level. The Board will continue to search for suitable female candidates to fill in the directorship positions.</p> <p>The Board will continue to search for suitable female candidates to fill in the directorship positions.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.10

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

Application	: Applied
Explanation on application of the practice	<p>The Diversity Policy of Boustead Plantations Berhad sets out to promote diversity for the Board and workforce of the Group. Diversity in this context refers to age, gender, ethnicity, nationality, sexual orientation, cultural background, religious belief, social-economic status, education, life experience, job function, work experience, personality, location, marital status and career responsibilities.</p> <p>The Diversity Policy is consistent with the Company's business goals, values and principles.</p> <p>The purpose of the Diversity Policy is to highlight the Company's commitment to managing diversity in order to improve the Company's performance by recognising and utilising the diverse skills and talents of its Directors, Officers, and employees.</p> <p>The Diversity Policy aims to promote standards of good corporate practices; and reassure that diversity will be protected with sound judgment.</p> <p>Scope of the Diversity Policy</p> <ol style="list-style-type: none">1. The Diversity Policy is applicable to the Board and all levels of employees of the Company and its group of companies whether remunerated or otherwise.2. The Company's strategic intent for diversity is the attraction, retention and development of a diverse team of skilled people who are increasingly engaged towards the delivery of the Company's strategies.3. A diverse Board and employees will be able to provide the necessary range of perspectives, experience and expertise required in promoting better corporate governance to enhance prudent business decision-making processes and to ensure sustainable growth. <p>The Diversity Policy is accessible on the Company's website at www.bousteadplantations.com.my.</p>

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

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: Malaysian Code on Corporate Governance (MCCG) stipulates that a formal and objective annual evaluation should be conducted to determine the effectiveness of the Board. The Nominating and Remuneration Committee (NRC) is responsible for the Board Effectiveness Evaluation (BEE) process, covering the Board, Board Committees and individual Directors, including Independent Directors. The Board evaluation is conducted yearly and involves Directors completing the BEE questionnaire, covering the Board and Board Committees processes and, the effectiveness and contribution of each of the Directors to the Board and Board Committees. The NRC, upon conclusion of the BEE exercise, was satisfied that the Board and Board Committee composition had fulfilled the criteria required, possess a right blend of knowledge, experience and the appropriate mix of skills. In addition, there was mutual respect amongst individual Directors which contributed to a healthy environment for constructive deliberation and robust decision-making process. Independent Directors were assessed to be objective in exercising their judgement.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:

Timeframe	:		
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Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Directors Remuneration Policy and the Senior Management Remuneration Policy sets out the criteria to be used in recommending the remuneration package of the Directors and the Senior Management of Boustead Plantations Berhad and is in line with the best practice provisions of the Malaysian Code on Corporate Governance, relevant legislations as well as other applicable regulations.</p> <p>The aim of the remuneration policies are to attract, develop, retain and reward high performing and motivated Board Members and Senior Management with a competitive remuneration package; provide a remuneration package to the Board and Senior Management and ensure that they are paid a remuneration commensurate with the responsibilities of their positions, reflecting their contributions and achievement; ensure that performance measures and targets are aligned with the Company's strategy and shareholders interest; and ensure that the remuneration packages remain competitive with the relevant industry and market via periodical review and assessment.</p> <p>The Directors Remuneration Policy and the Senior Management Remuneration Policy are accessible on the Company's website at www.bousteadplantations.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nominating Committee was merged with the Remuneration Committee on 16 July 2019 and is now known as Nominating and Remuneration Committee (NRC). The NRC comprises all Non-Executive Directors. The membership of the NRC is outlined below:</p> <p><u>Chairman</u></p> <ol style="list-style-type: none">1) Dato' Haji Ismail Haji Lasim – resigned with effect from 31 January 2023.2) (Dr.) Salihin Abang – appointed with effect from 10 February 2023. <p><u>Members</u></p> <ol style="list-style-type: none">1) Maj. Gen. Dato' Seri Haji Khairuddin Abu Bakar (R) J.P.2) Tan Sri Dato' Wira Aziah Ali <p>The NRC responsibilities include reviewing the remuneration packages, reward structure and fringe benefits applicable to Board and Senior Management and making the appropriate recommendations to the Board.</p> <p>The Terms of Reference of the NRC is accessible for reference on the Group's website at www.bousteadplantations.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Group successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved.</p> <p>The remuneration of the Non-Executive Directors is reviewed once in every three years. The remuneration of Non-Executive Directors is approved by shareholders at the Annual General Meeting of the Company, as prescribed by the Company's Constitution and the Companies Act 2016.</p> <p>The details for the remuneration of Directors for the financial year ended 31 December 2022 for Boustead Plantations Berhad Group are as follows:</p>

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	Maj. Gen. Dato' Seri Haji Khairuddin Abu Bakar (R) J.P.	Independent Director	119	46	Input info here	Input info here	Input info here	Input info here	165	119	46	Input info here	Input info here	Input info here	Input info here	165
2	Tan Sri Dato' Wira Aziah Ali	Independent Director	120	53	Input info here	Input info here	Input info here	Input info here	173	120	53	Input info here	Input info here	Input info here	Input info here	173
3	(Dr.) Salihin Abang	Independent Director	124	32	Input info here	Input info here	Input info here	Input info here	156	124	32	Input info here	Input info here	Input info here	Input info here	156
4	Izaddeen Daud	Non-Executive Non-Independent Director	90 (Pay to Boustead Holdings Berhad (BHB))	18 (Pay to BHB)	Input info here	Input info here	Input info here	Input info here	108	90 (Pay to BHB)	18 (Pay to BHB)	Input info here	Input info here	Input info here	Input info here	108
5	Fahmy Ismail	Executive Director	90 (Pay to BHB)	17 (Pay to BHB)	Input info here	Input info here	Input info here	Input info here	107	90 (Pay to BHB)	17 (Pay to BHB)	Input info here	Input info here	Input info here	Input info here	107
6	Dato' Haji Ismail Haji Lasim (resigned on 31 January 2023)	Independent Director	115	104	Input info here	Input info here	Input info here	Input info here	219	115	104	Input info here	Input info here	Input info here	Input info here	219
7	Dato' Indera Haji Mustaffar Kamal Haji Ab Hamid (resigned on 31 January 2023)	Independent Director	95	21	Input info here	Input info here	Input info here	Input info here	116	95	21	Input info here	Input info here	Input info here	Input info here	116
8	Datuk Haji Abdul Ghani Abdul Rashid (resigned on 31 January 2023)	Independent Director	100	29	Input info here	Input info here	Input info here	Input info here	129	100	29	Input info here	Input info here	Input info here	Input info here	129
9	Mohd Azahar Ibrahim (resigned on 31 January 2023)	Independent Director	37	9	Input info here	Input info here	Input info here	Input info here	46	37	9	Input info here	Input info here	Input info here	Input info here	46

10	Dato' Dr. Haji Din Adam (resigned on 31 January 2023)	Independent Director	27	6	Input info here	Input info here	Input info here	Input info here	33	27	6	Input info here	Input info here	Input info here	Input info here	33
11	Ahmad Shahredzuan Mohd Shariff	Non-Executive Non-Independent Director	84 (pay to BHB)	17 (pay to BHB)	Input info here	Input info here	Input info here	Input info here	101	84 (pay to BHB)	17 (pay to BHB)	Input info here	Input info here	Input info here	Input info here	101
12	Datuk Haji Shah Headan Ayoob Hussain Shah (retired on 14 June 2022)	Non-Executive Non-Independent Director	47	15	Input info here	Input info here	Input info here	Input info here	62	47	15	Input info here	Input info here	Input info here	Input info here	62
13	Datuk Mustapa Kamal Mohd Yusoff (retired on 14 June 2022)	Independent Director	35	12	Input info here	Input info here	Input info here	Input info here	47	35	12	Input info here	Input info here	Input info here	Input info here	47
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.

Application	:	Departure														
Explanation on application of the practice	:															
Explanation for departure	:	<p>Remuneration paid to the top five (5) Senior Management of Boustead Plantations for the financial year ended 31 December 2022 are as follows:</p> <table border="1"><thead><tr><th>Top Five Senior Management (not including Executive Directors)</th><th>Number of persons</th></tr></thead><tbody><tr><td>From RM400,001 to RM450,000</td><td>1</td></tr><tr><td>From RM450,001 to RM500,000</td><td>1</td></tr><tr><td>From RM500,001 to RM550,000</td><td>1</td></tr><tr><td>From RM750,001 to RM800,000</td><td>1</td></tr><tr><td>From RM1,000,000 & above</td><td>1</td></tr><tr><td>Total</td><td>5</td></tr></tbody></table> <p>No Senior Management's remuneration falls within the RM550,001 to RM700,000.</p> <p>The remuneration of the top five (5) Senior Management of the Company disclosed above is on an aggregate basis. At this particular juncture, the Board is of the opinion that the disclosure of the Senior Management personnel' names and the various remuneration components (salary, bonus, benefits in-kind, other emoluments) would not be in the best interest of the Group due to confidentiality and security concerns.</p> <p>The Board ensures that the remuneration of Senior Management is commensurate with the performance of the Company, with due consideration to attracting, retaining and motivating Senior Management to lead and run the Company successfully. Excessive remuneration payouts are not made to Senior Management personnel in any instance.</p>	Top Five Senior Management (not including Executive Directors)	Number of persons	From RM400,001 to RM450,000	1	From RM450,001 to RM500,000	1	From RM500,001 to RM550,000	1	From RM750,001 to RM800,000	1	From RM1,000,000 & above	1	Total	5
Top Five Senior Management (not including Executive Directors)	Number of persons															
From RM400,001 to RM450,000	1															
From RM450,001 to RM500,000	1															
From RM500,001 to RM550,000	1															
From RM750,001 to RM800,000	1															
From RM1,000,000 & above	1															
Total	5															

	<p>The disclosure of the remuneration of the top five Senior Management of the Company is currently made on an aggregate basis and it allows stakeholders to make an appreciable link between remuneration of Senior Management and the performance of the Group.</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>Measure</p>	<p>:</p>	<p>Please explain the measure(s) the company has taken or intend to take to adopt the practice.</p>
<p>Timeframe</p>	<p>:</p>	<p>Choose an item.</p>

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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors has established an Audit Committee (AC) which is chaired by the Independent Director, (Dr.) Salihin Abang. As at 31 December 2022, the Chairman of the Board was Dato' Haji Ismail Haji Lasim.</p> <p>As such, the Chairman of the AC is distinct from the Chairman of the Board. Having the positions of Board Chairman and Chairman of the AC assumed by different individuals allows the Board to objectively review the AC's findings and recommendations.</p> <p>The possession of sound financial understanding and experience equips the Chairman of the AC with the ability to lead discussions and deliberations and ultimately be satisfied that the end result fairly reflects the understanding of the Audit and Compliance Committee. His full profile can be viewed on page 86 of the Company's Integrated Report.</p> <p>The duties and responsibilities of the Chairman of the AC are outlined in the Terms of Reference of the AC, which is available on the Group's website at www.bousteadplantations.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>As at 31 December 2022, the Audit Committee (AC) comprised of four (4) members, all of whom are Non-Executive Directors and with all being independent. At present, none of the AC members were former key audit partners of the Company's external auditors.</p> <p>As a measure to safeguard the independence and objectivity of the audit process, the AC has incorporated a policy stipulation that governs the appointment of a former key audit partner to the AC.</p> <p>The policy, which is codified in the AC's Terms of Reference, requires a former key audit partner to observe a cooling-off period of at least three (3) years before he can be considered for appointment as a Committee member.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee (AC) is responsible for assessing the capabilities and independence of the external auditor and to make subsequent recommendations to the Board on the appointment, re-appointment or termination of the external auditor.</p> <p>Under its Terms of Reference, the AC reviews the suitability, objectivity and independence of the external auditor of the Company on an annual basis. The review process covers the assessment of the independence of the external auditor, the evaluation of the external auditor's performance, quality of work, audit fees and the adequacy of resources.</p> <p>During the financial year, the AC met with the external auditor namely, Messrs. Ernst & Young PLT (EY), twice during the year in the absence of Management. The AC has also monitored and reviewed the performance and independence of EY and satisfied itself that the external auditor has been independent throughout the conduct of the audit process and the audit services rendered have met the quality expected by the Committee.</p> <p>For the audit of the financial year ended 31 December 2022, the AC was further assured by EY by way of written confirmation that its personnel were and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>Pursuant to the assessment on the suitability and independence of the external auditor, the AC made its recommendation to the Board on the re-appointment on the external auditor alongside the accompanying audit fees.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>During the financial year under review, the Audit Committee (AC) comprised of four (4) members, all of whom are Non-Executive Directors and with all being independent.</p> <ol style="list-style-type: none">1) (Dr.) Salihin Abang <i>(Chairman of the AC and Independent Non-Executive Director)</i>2) Tan Sri Dato' Wira Aziah Ali (Independent Non-Executive Director)3) Maj. Gen. Dato' Seri Haji Khairuddin Abu Bakar (R) J.P. (Independent Non-Executive Director)4) Datuk Haji Abdul Ghani Abdul Rashid (Independent Non-Executive Director) <i>(Appointed with effect from 3 March 2022)</i> <i>(Resigned with effect from 31 January 2023)</i>

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Collectively, the AC possesses a wide range of necessary skills to discharge its duties. All members of the AC are financially literate, whilst the Chairman is a member of Malaysian Institute of Accountants (MIA), and thus, fulfilling paragraph 15.09(1)(c) of MMLR, which calls for one member of the AC to be a member of a professional accountancy body.</p> <p>All members of the AC have undertaken continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules. During the reporting year, the AC members had attended several training courses. Details of their training can be seen on page 111 to 114 of the Integrated Report for 2022.</p> <p>During the AC Meetings, the members were briefed by the external auditor, EY on the following key areas:</p> <ul style="list-style-type: none">• Financial Reporting developments;• Adoption of Malaysian Financial Reporting Standards;• Malaysian Code on Corporate Governance; and• Other changes in regulatory environment.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has established Enterprise Risk Management (ERM) Policy and Framework which is tailored to specific circumstances of the Group and guided by Boustead Holdings Berhad (BHB) (the immediate holding company of Boustead Plantations Berhad) Risk Management Policy and Framework for identifying, evaluating and managing key risks faced by the Group.</p> <p>In general, the Group's risk management framework and practices are aligned with the principles of ISO 31000.</p> <p>The ERM Policy and Framework was established to support the overall achievement of the Boustead Plantations Group's vision and strategic goals, as well as to safeguard the reputation, resources, people and assets of the Group.</p> <p>The ERM ensures the Group is well-prepared to fit with its operating environment where the ERM policy and framework established shall be used effectively to address any risks, concerns, issues, challenges and/or expectations from the internal and external stakeholders.</p> <p>Details of the Group's Risk Management and Internal Control Framework are set out in its Statement on Risk Management and Internal Control, which is on page 118 to page 122 of the Company's Integrated Report.</p> <p>The internal control mechanisms established by the Board are embedded within the organisation structure in all its processes. The internal control system is independently reviewed by the Group Internal Audit (GIA) of Boustead Holdings Berhad (the immediate Holding Company of Boustead Plantations) to assess its adequacy and effectiveness.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Risk assessment, monitoring and review of the various risks faced by the Group are continuous processes within the key operating units, with the Risk Management Committee (a Management level Committee) playing a pivotal oversight function as delegated by the Board of Directors. These ongoing processes are co-ordinated by the Group Risk Management of Boustead Holdings Berhad (immediate Holding Company of Boustead Plantations Berhad) in conjunction with the business heads within the Group.</p> <p>The Group's risk management practices are generally aligned with the principles of ISO 31000 which is an internationally recognised standard for risk management.</p> <p>The Board has further received assurance from the Chief Executive Officer, Chief Financial Officer and/or Risk Officer on the effectiveness of the system of internal control, highlighting any weaknesses and changes in risk profile.</p> <p>The Group's key risks have been identified as follows:</p> <ul style="list-style-type: none">a) Human Capital Risk<ul style="list-style-type: none">▪ Labour shortages particularly skilled harvesters and general workers.b) Operational Productivity Risks<ul style="list-style-type: none">▪ Low FFB yield contributed by shortage of workers agronomic and productivity related factors.c) Cost Risk<ul style="list-style-type: none">▪ Increase in operational costs mainly due to higher labour, fertilisers, transportation as well as ESG compliance costs.d) Strategic Risk<ul style="list-style-type: none">▪ Low stand per hectare, poor terrace construction, undulating hill conditions, aging profile of oil palms and labour shortage contribute to low crop production at Tawai Business Unit.▪ Issue of operation in Sarawak arising from factors such as land disputes, field blockage, weather condition and others.e) Legal and Compliance Risk<ul style="list-style-type: none">▪ Emerging laws and regulations, particularly those related to ESG compliance.

	<p>f) Financial Risk</p> <ul style="list-style-type: none"> ▪ Possibility of insufficient cash flow due to low productivity, adverse movement of CPO price and higher operational cost. <p>g) Market Risk</p> <ul style="list-style-type: none"> ▪ Fluctuation in global demand and supply, weather conditions, government policies and others that can affect CPO prices. <p>Further details are contained in the Statement on Risk Management and Internal Control which is on page 118 to page 122 of the Company's Integrated Report 2022.</p>	
<p>Explanation for departure</p>	<p>:</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>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board has established Risk Committee (RC) on 16 July 2019 to assist the Board in fulfilling the oversight responsibilities with respect to the Group's risk management processes and internal control systems.</p> <p>Currently, the RC comprises three (3) members, all of whom are Non-Executive Directors and with all being independent:</p> <ol style="list-style-type: none">1) Tan Sri Dato' Wira Aziah Ali (Independent Non-Executive Director) <i>(Chairman of the RC)</i>2) Maj. Gen. Dato' Seri Haji Khairuddin Abu Bakar (R) J.P. (Independent Non-Executive Director)3) (Dr.) Salihin Abang (Independent Non-Executive Director) <p>The role of the RC is to provide holistic oversight on Risk Management of the Boustead Plantations Group, which will include but will not be limited to the following responsibilities:</p> <ol style="list-style-type: none">i) Oversee Enterprise Risk Management and Business Continuity Management implementation and practices within the Group;ii) Provide timely input to management on critical risks;iii) Engage management in an ongoing risk appetite dialogue as conditions and circumstances change and as new opportunities arise;iv) Oversee and provide additional precautions and plans for the management of specific risks, with regard to their complexity and significance;v) Oversee the conduct, and review the results of group-wide risk assessments, including the identification and reporting of critical risks;

	<ul style="list-style-type: none">vi) Provide advice to the Board on risk strategies and coordinate the activities of the standing of the various Board Committees within the Group for risk oversight; andvii) Promote a healthy risk culture and watch for dysfunctional behavior that could undermine the effectiveness of the risk management process (e.g. excessive risk-taking due to misaligned key performance indicators and remuneration scheme). <p>The RC's Terms of Reference is accessible for viewing on the Company's official website at www.bousteadplantations.com.my.</p>
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Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The internal audit function of Boustead Plantations Berhad is carried out by the Group Internal Audit (GIA) of Boustead Holdings Berhad (the immediate Holding Company of Boustead Plantations Berhad) and has direct access to the Board through the Chairman of the Audit Committee (AC) and is independent of the activities it audits. GIA's authority, scope and responsibilities are governed by an Internal Audit Charter which is approved by the AC.</p> <p>The AC reviews and subsequently approves the Annual Internal Audit Plan and ensures the GIA is accorded with appropriate standing and authority to facilitate the discharge of its duties.</p> <p>Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The GIA provides assurance and recommendations to the AC on the Group's governance, risk management and internal control systems.</p> <p>The AC has access to the Head of GIA and is able to discuss significant internal audit matters in private if required.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Internal Audit Charter states that the Group Internal Audit (GIA) personnel shall have impartial, unbiased attitude and avoid conflicts of interest in carrying out their duties. If independence or objectivity is impaired in fact or appearance, the details of the impairment should be disclosed to the Audit Committee (AC). The Head of GIA, along with other internal audit personnel, are free from any family relationship with any Directors and/or major shareholder and do not have any conflict of interest with the Group.</p> <p>The GIA adopts internal audit standards and best practices based on the International Professional Practices Framework (IPPF), promulgated by the Institute of Internal Auditors.</p> <p>GIA has in total twenty-seven (27) internal auditors as at 31 December 2022, comprising staff from diverse backgrounds. The number of resources in GIA is reviewed by the AC on a quarterly basis to ensure adequacy of resources to undertake the internal audit function.</p> <p>The total expenses incurred for the internal audit work of Boustead Plantations Berhad during the financial year end 31 December 2022 amounted to RM800,000 (2021: RM1.6 million).</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>As stewards of the Company, Directors are accountable to shareholders as well as other stakeholders of the Company for the performance and operations of the Company. As such, the Board endeavours to ensure that communication with stakeholders is conducted in a regular and forthcoming manner.</p> <p>The Board aims to maintain a positive relationship with the different group of stakeholders through active two-way communication, and to promote and demonstrate a high standard of integrity and transparency through timely, accurate and full disclosure and to enhance the stakeholders' understanding of the Group, its core businesses and operations, thereby, enabling investors to make informed decisions in valuing the Company's shares.</p> <p>The Group leverages on a number of formal channels for effective dissemination of information to shareholders and other stakeholders, particularly through the Integrated Report, announcements to Bursa Malaysia Securities Berhad, media releases, quarterly results analyst briefings, Annual General Meeting (AGM) and Group website.</p> <p>The Chief Executive Officer and Senior Management meet regularly with analysts, institutional shareholders and investors. Interested parties may contact the Investor Relations function at corporate.office@bplant.com.my, for enquiries regarding investor relations matters of the Group.</p> <p>Boustead Plantations is also of the view that the AGM is an important opportunity to address shareholders' concerns. At the AGM, the Chief Executive Officer will provide a presentation of the Group's annual operating and financial performance, followed by a Questions and Answers session during which the Chairman encourages shareholders' active participation, including clarifying and questioning the Group's strategic direction, business operations, performance and proposed resolutions. Senior Management of the Group are also present to handle other enquires from the shareholders.</p>

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

Intended Outcome

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

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

Practice 12.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>As part of Reinventing Boustead Plantations Berhad (Boustead Plantations), the Company has adopted an integrated reporting format since 2021, which enable the Company in providing greater clarity on what we do, our values, strategies and the risks and opportunities faced in achieving the Company's goals.</p> <p>The report has been guided by the following principles and requirements:</p> <ul style="list-style-type: none"> • International Integrated Reporting Framework issued by the International Integrated Reporting Council • Main Market Listing Requirements (MMLR) of Bursa Malaysia Berhad • Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysia • Companies Act 2016 • Malaysian Financial Reporting Standards • International Financial Reporting Standards <p>The Sustainability Statement meanwhile, has been guided by the following principles:</p> <ul style="list-style-type: none"> • MMLR of Bursa Malaysia Berhad • Bursa Malaysia Sustainability Reporting Guide • Global Reporting Initiative
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	

Timeframe	:		
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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 13.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the Annual General Meeting (AGM) as an invaluable platform for shareholders to engage both the Board and Senior Management in a productive dialogue and provide constructive feedback that contributes to the overall performance of the Group. The Board therefore endeavours to provide shareholders with adequate time to consider the resolutions that will be discussed and decided upon during the AGM and to facilitate informed decision-making by the shareholders.</p> <p>In this regard, the notice for the 109th AGM in 2022 was provided to shareholders on 28 April 2022, more than 28 days before the meeting, which was held on 14 June 2020. This goes above and beyond Section 316(2) of Companies Act 2016 and paragraph 7.15 of Main Market Listing Requirements by Bursa Malaysia Securities Berhad which call for a 21-days' notice period for public companies or listed issuers respectively. Proxy Form and Administrative Notes for the 109th AGM were published on Bursa Malaysia's website on 28 April 2022. These documents together with the Integrated Report 2021, Sustainability Report 2021 and Corporate Governance Report 2021 were also made available at Bursa Malaysia's website and the Company's website.</p> <p>The notice for AGM outlines the resolutions to be tabled during the said meeting and is accompanied with explanatory notes and background information where applicable to shed clarity on the matters that will be decided at the AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board acknowledges its responsibility to engage shareholders and provide meaningful responses to their questions. In demonstrating this commitment to shareholders, all Directors have attended the previous three (3) Annual General Meeting (AGM). This is aided by ensuring any general meeting is scheduled in advance to ensure full attendance of the Board.</p> <p>The Chairman of the Board encourages shareholders' active participation during AGMs by giving sufficient time to the floor during the questions and answers session.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>As an initiative to leverage on technology to broaden its channel of dissemination of information, enhance the quality of engagement with its shareholders and facilitate further participation of shareholders at the Company's general meetings as well as to promote environmental sustainability and cost efficiency, Boustead Plantations has established an e-communication platform with shareholders for the following:</p> <ol style="list-style-type: none">1) Integrated Report 2022 together with Circular to Shareholders.2) E-Lodgement of proxy forms by shareholders for Boustead Plantations' 110th Annual General Meeting (AGM), <p>The Company, at its 109th AGM held on 14 June 2022, had enabled remote shareholders' participation and online remote voting by leveraging technology in accordance with Section 327(1) and (2) of the Companies Act 2016 and Article 63 of the Constitution of the Company. The Company experienced its conduct using Remote Participation and Voting (RPV) facilities with online attendance and voting by shareholders. Tricor Investor & Issuing House Services Sdn Bhd (Tricor) was appointed as Poll Administrator to conduct the polling process and Asia Securities Sdn Bhd as Scrutineers to verify the poll results.</p> <p>The Company had conducted a virtual 109th AGM on 14 June 2022 at the Broadcast Venue by leveraging technology. Boustead Plantations will also enable remote shareholders' participation and online remote voting at the 110th AGM to be held on 12 June 2023 by leveraging technology in accordance with Section 327(1) and (2) of the Companies Act 2016. Shareholders who attend the 110th AGM via remote participation are encouraged to submit their questions to the Board in advance via Tricor's TIIH Online, in order to enhance the efficiency of the proceedings of the 110th AGM.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 13.4

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

<i>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.</i>	
Application	: Applied
Explanation on application of the practice	: <p>At the 109th Annual General Meeting (AGM) of the Company held on 14 June 2022, the Company had leveraged on technology to hold its AGM virtually via Remote Participation and Voting (RPV) facilities. The AGM was streamed on Tricor's website for shareholders to attend, speak (in the form of real time submission of typed texts) and vote remotely at the AGM.</p> <p>The detailed procedure to participate the meeting remotely were provided to the shareholders in the Administrative Notes of the AGM which were sent through email and/or by ordinary post and the same were also published in the Company's website. At the 109th AGM, a total of 838 shareholders and proxies logged in through RPV.</p> <p>The Company's Moderator read the questions posed by the shareholders and the Chairman of the Board, Chairman of Board Committees, Chief Executive Officer as well as the Chief Financial Officer answered the questions accordingly. To ensure effective communication, each question was also displayed on the screen as an when responses were provided to the respective questions accordingly in an orderly manner. The 109th AGM proceeding went smoothly with the choice of RPV facilities.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.5

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.

<i>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.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The 109th Annual General Meeting (AGM) of Boustead Plantations Berhad was successfully conducted on 14 June 2022 without any disruption. The Company has considered reliability of meeting platform and ensured that there was sufficient internet bandwidth to support smooth live streaming and participation remotely.</p> <p>The Company also worked with its share registrar, Tricor Investor & Issuing House Services Sdn Bhd to ensure that there was adequate mitigation plan for any disruption to access the meeting platform.</p> <p>During the proceedings of the AGM, participants were given opportunity to pose questions in the form of typed texts on https://tiih.online. Questions received prior to meeting were presented during the Q&A session. The Chairman of the Board and Senior Management also attended to the live questions as many as possible at the AGM itself, within the allocated timeframe. After the AGM, the list of questions and answers was published on the Company's website, including questions which were not addressed at the AGM itself due to time constraint.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	

Timeframe	:		
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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 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Company has made available the Minutes of 109 th AGM on the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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