

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0302
COMPANY NAME : TOPMIX BERHAD
FINANCIAL YEAR : December 31, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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 Topmix Berhad ("Topmix" or "the Company") has overall responsibility over the Company and its subsidiary companies ("the Group"). The Board is responsible for providing leadership and stewardship of the direction and business operations of the Group and ultimately the enhancement of long-term shareholders' value.</p> <p>The Board had established the Board Charter which clearly defines the principal roles and responsibilities of the Board. The Board Charter is available on the Company's website at www.topmixhpl.com. In managing the daily affairs of the Group, the Board has delegated such responsibility to the Executive Directors ("EDs") and Key Senior Management ("KSM").</p> <p>The Board delegates specific responsibilities to three (3) Committees, namely Nomination Committee ("NC"), Remuneration Committee ("RC"), and Audit and Risk Management Committee ("ARMC"). Terms of references ("TOR") have been established for all Board Committees.</p> <p>Board meetings are held on a quarterly basis to ensure the strategic direction of the Company and the Group continues to support long term value creation and to discharge duties and responsibilities.</p> <p>The Board has also implemented the following policies to govern and set the standards for organisation culture and behaviour: -</p> <ul style="list-style-type: none">(a) Conflict of Interest Policy;(b) Fit and Proper Policy;

	(c) Diversity & Inclusion Policy; (d) Code of Conduct Policy for Directors and Employees; (e) Whistleblowing Policy; and (f) Anti-Bribery and Corruption Policy
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is led by an Independent Non-Executive Chairman, Mr. Chang Tian Kwang, who was appointed to the Board on 16 May 2023. Mr. Chang's profile is set out in the Directors' Profile of the Annual Report 2023.</p> <p>The Chairman is primarily responsible for providing leadership to the Board, facilitating the orderly and constructive resolution of matters reserved for the board, promoting corporate governance and ensuring board effectiveness.</p> <p>Specific responsibilities of the Board Chairman are clearly set out in the Company's Board Charter.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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 Board has ensured that the position of Board Chairman and Managing Director (whom has similar duties of a Chief Executive Officer) are held by different individuals. A clear division of roles and responsibilities between Board Chairman and Managing Director has been established and provided in Board Charter to ensure there is a balance of power and authority.</p> <p>The Chairman of the Company is Mr. Chang Tian Kwang whose primary responsibility is to provide leadership to the Board, lead discussion on strategies and policies recommended by the Management, facilitate the orderly resolution of matters reserved for the board, and ensuring board effectiveness and its collective oversight over the Group.</p> <p>The Company's Managing Director is Mr. Teo Quek Siang, whose primary responsibilities are to oversee the day-to-day running of business and operations of the Group and to implement the strategies and policies of the Board.</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.

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'.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	Chairman of the Board, Mr. Chang Tian Kwang, is not a member of the Audit and Risk Management, Nomination or Remuneration Committee.
		However, Mr. Chang participated in the ARMC meeting of the Company by way of invitation. Nevertheless, he remained objective in the Board meeting by taking into the views of the members of ARMC.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company engaged Acclime Corporate Services Sdn Bhd, an external consultant in carrying out the responsibilities of the corporate secretarial matters. The Board is supported by three (3) external competent Company Secretaries, The Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and are qualified under Section 235(2) of the Companies Act 2016 ("CA 2016") and are experienced in discharging their duties and responsibilities to the Board.</p> <p>The Company Secretaries work closely with the Board and Board Committees and play an important role in implementation of corporate governance by advising the Board and its Committees in compliance with the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the CA 2016 and other relevant laws and regulations.</p> <p>The Company Secretaries ensure that deliberations at Board and Board Committees' meetings are well documented, and subsequently communicated to Management for appropriate actions.</p> <p>The roles and responsibilities of the Company Secretaries are set out in the Board Charter, which is accessible on the Company's website at www.topmixhpl.com.</p> <p>The Company Secretaries keep themselves abreast of relevant corporate governance and regulatory requirements by undertaking continuous professional development.</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

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 have full and unrestricted access to all information within the Group. The notice of meetings are served at least five (5) business days prior to the meetings. Relevant board papers were circulated to all Directors within a reasonable period prior to the meeting to ensure that the Directors have sufficient time to evaluate and review the proposals for a better discussion at the meetings.</p> <p>The dates of meetings for the following financial year are set a year in advance so that the Directors can plan their schedules and maximise their attendance.</p> <p>The minutes of meetings are tabled for confirmation as a correct record of the proceedings at the subsequent meetings and signed by the Chairman. Any outstanding matters arising were also tracked and reviewed by the Board at the next meeting.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

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

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

Application	: Applied
Explanation on application of the practice	<p>The Board Charter was adopted by the Board on 26 June 2023 in preparation for the listing of the Company. The Company was listed on the ACE Market of Bursa Securities on 23 April 2024.</p> <p>The Board Charter, which is available on the Company's website at www.topmixhpl.com serves as a primary reference point on governance matter as well as a guideline for the roles and responsibilities of the Directors and the Board Committees.</p> <p>The Board Charter is developed with a view to promote high standards of corporate governance, ensure all Board members acting on behalf of the Company are aware of their duties and responsibilities and the various legislations and regulations affecting their conduct.</p> <p>Core areas that the Board Charter addresses include the following:</p> <ul style="list-style-type: none"> (a) Duties and functions of the Board and Board members; (b) Board composition and balance; (c) Obligations of individuals directors, independent director, Managing Director and Executive Director (d) Functions of board committees (e) Board governance process and procedures (f) Stakeholders' relationship <p>The Board Charter will be periodically reviewed by the Board and updated in accordance with the needs of the Group and any new regulations that may have an impact on the discharge of the Board's responsibilities.</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 Company's Code of Conduct that set out the core values of the Group has been established. The Code of Conduct acts as guidance for the Board to assist in promoting ethical business conduct and behaviour, and to oblige employees to maintain high standards of ethics and integrity in day-to-day business and operations. The Code of Conduct is available on the Company's website via www.topmixhpl.com.</p> <p>The Board values integrity in its dealings and observes zero tolerance towards corrupt or illegal practices undertaken by staff in the course of their work. To this end, the Company has adopted an Anti-Bribery and Corruption Policy in the inculcation of high standards of integrity and ethics across the Group as well as in promoting good corporate governance practices and accountability in its businesses and operations.</p> <p>The Company also have a Whistleblowing Policy and Procedure to allow employees and external stakeholders to report any concern or complaint regarding any questionable or suspicious matter, including conflict of interest, insider trading, collusion with competitors, serious regulatory and legal breaches, fraud, corruption, misconduct, etc. This will assist in establishing good governance and keep stakeholders in check.</p> <p>On top of the above, the Board had adopted a Conflict-of-Interest Policy to provide guidance in identifying and manage any actual, potential and perceived conflict of interest situations between the employees (including Directors) and the Group.</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 Company has developed a Whistleblowing Policy to enable a whistle-blower to report any improper conduct and to provide protection to the whistle-blower against any reprisal as consequence of making such disclosure.</p> <p>The Whistleblowing Policy encourages employees and stakeholders who may be aware of or genuinely knows or reasonably belief that an employee of the Company and the Group has engaged, is engaging or is preparing to engage in any improper conduct.</p> <p>During the financial year, there was no complaints, or whistleblowing report channeled through the whistleblowing channel.</p> <p>The Whistleblowing Policy that has been published on the Company's website at www.topmixhpl.com set out detailed procedures on reporting of improper conduct.</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 acknowledge the importance of incorporating sustainability considerations into the Company’s business and corporate activities.</p> <p>One of the key responsibilities of the Board under the Board Charter is to ensure that the strategic plan of the company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability. The Board ensure that sustainability considerations are integrated into various aspects of decision-making and governance processes.</p> <p>The Sustainability Management Team is tasked with developing sustainability strategies, assessing risks, evaluating performance, and closely monitoring the implementation of sustainability policies and practices.</p> <p>Sustainability related activities undertaken and targets set out by the Company has been disclosed in the Sustainability Statement of the Company’s Annual Report 2023.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board undertakes review and approval of sustainable development strategies and policies in respect of areas relating to:-</p> <ol style="list-style-type: none"> 1. Employees - The Company provide training and skills enhancement programs to its employees from time to time. 2. Environment - The Board supports initiatives on environmental issues and abide by all environmental impact laws and regulations in the course of its projects. 3. Social Responsibility - The Board shall support charitable causes and initiatives on community development projects. <p>Detailed description of the Company’s stakeholder engagement groups and priorities together with its sustainability aspirations and performances were set out in the Company’s Sustainability Statement as disclosed in the Company’s Annual Report 2023.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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 Board understands the importance of sustainability creation and has identified its stakeholder engagement groups as well as relevant areas of sustainable management in the Company's Sustainability Statement as set out in the Company's Annual Report 2023.</p> <p>The Board are committed to abreast with and understand the sustainability issues relevant to the Company and its business, and will attend the necessary training courses as and when deemed appropriate to equip themselves and enhancing their Environmental, Social and Governance. Competency in order to provide guidance on sustainability related matters.</p> <p>The training programmes attended by the Directors for financial year ended 2023 ("FYE 2023") which include certain of the above-mentioned topics are set out in the Corporate Governance Overview Statement of Annual Report 2023.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	As the Company was only listed on the ACE Market of Bursa Securities on 23 April 2024, the performance evaluation of the Board and Senior Management in respect of addressing the Company's material sustainability risks and opportunities has not been conducted for FYE 2023.	
		The Company will gradually integrating sustainability assessment into the annual performance evaluation exercise.	
<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	:	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 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board and Nomination Committee (“NC”) are always mindful of ensuring that the Board requires the right composition of individuals with an appropriate mix of skills, knowledge, experience and independency in order to achieve the Company’s Strategic goals.</p> <p>The NC, in accordance with its Terms of Reference, is also tasked to review and assess the tenure, performance and contribution of retiring Directors including the fit and proper criteria as set out in the Directors’ Fit and Proper Policy, adopted by the Board on 26 June 2023 before recommending to the Board for consideration.</p> <p>Every newly appointed Director shall be subjected to re-election at the Company’s next Annual General Meeting subsequent to their appointment. Furthermore, all Directors shall submit themselves for re-election once at least every three (3) years to ensure the Board is refreshed periodically and re-election is granted upon satisfactory evaluation of the Director’s performance and contribution to the Board.</p> <p>Evaluation of each Board Committee shall focus on the assessment of the structure, roles and responsibilities and performance of the respective Chairman, as well as its members against the relevant terms of reference. Results of such assessment conducted are to be documented and reported to the Board as part of the Company’s ongoing corporate governance practices.</p> <p>The tenure of an Independent Director is limited to nine (9) years and he/she may continue to serve on Board subject to redesignation as Non-Independent Director. An Independent Director may be retained as an Independent Director after serving for a cumulative period of more than nine (9) years, subject to assessment and recommendation of the NC and the</p>

	<p>Board recommends with strong justification for shareholders' approval at the AGM via a two-tier voting process.</p> <p>As the Company was only listed on the ACE Market of Bursa Securities on 23 April 2024, the Board will conduct the board evaluation assessment in 2024 and the relevant disclosure will be made in the next annual report for financial year ending 2024.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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>The Board consists of six (6) members presently, comprising one (1) Independent Non-Executive Chairman, three (3) Independent Non-Executive Directors (“INED”), one (1) Managing Director and one (1) Executive Director.</p> <p>The board composition complies with the recommendation of the Malaysian Code on Corporate Governance (“MCCG”) of which at least 50% of the Board is independent director.</p> <p>Their presence provides checks and balances on the Board as they are able to provide unbiased and independent views in Board’s deliberations and decision making, taking into account the interests of the Group, minority shareholders and stakeholders.</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 5.3

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>There is no Independent Non-Executive Directors serving beyond the nine (9) years period.</p> <p>An independent director may be retained as an Independent Director after a cumulative term of nine (9) years, subject to the Board justifying and seeking shareholder's approvals at the Annual General Meeting via a two-tier voting process upon recommendation of the NC and Board.</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.

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

Application	:	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 current Board consists of Directors from diverse background and specialisation, collectively bring with them a wide range of experience and expertise in areas such as financial and accounting and business administration which could provide the Company with considerable experience in a wide range of activities.</p> <p>The Nomination Committee plays an important role in monitoring board effectiveness. The responsibilities of NC are as follows:</p> <ul style="list-style-type: none">(a) to review the criteria to be used in the recruitment of Director and senior management;(b) to review the re-appointment and re-election process of Directors having due regard to their performance and ability to continue to contribute to our Board in the light of knowledge, skills and experience required;(c) to ensure that all Directors fulfil the fit and proper criteria by assessing the fitness and properness of the Directors before proposing to the Board of Directors for their re-election; and(d) to assess and make recommendations to our Board with regard to any appointment of Directors. <p>According to the Company's Board Charter, any Board member, whilst holding in office, is at liberty to accept other board appointments so long as the appointment is not in conflict with the business of the Company and does not detrimentally affect the Director's performance as a Board member. All such appointments must first be notified to the Board Chairman before being accepted. The notification should include an indication of time that will be spent on the new appointment.</p>

	<p>On 26 June 2023, the Board adopted the Fit and Proper Policy, which will enhance the governance of the Company in relation to the Board's quality and integrity, as well as to ensure that each Director has the character, experience, integrity, competency, time and commitment to effectively discharge his/her role as a Director.</p> <p>The prescribed criteria for the appointment and re-election of Directors are stipulated in the Company's Fit and Proper Policy which are available on the Company's website at www.topmixhpl.com.</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

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 NC was established on 26 June 2023 and all the Directors were appointed before the listing of the Group on the ACE Market of Bursa Securities on 23 April 2024. As such, the NC had not gone through the procedures on identifying and the selection of candidates for appointment of Directors since its establishment.</p> <p>The appointment of INEDs on 16 May 2023 were through the independent sources. The solicitors in relation to the Company's Initial Public Offering exercise had conducted an in-depth assessment and due diligence such as interview session, solvency and company searches prior to their appointment as INEDs of the Company.</p> <p>The Board is mindful of this practice and would consider referrals from external sources to identify suitably qualified candidates when the need arises in the future and will not solely rely on recommendations from existing Board members, key senior management and/or major 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

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 will ensure that shareholders are keep informed on any changes in the composition of the Board and Board Committees via announcements on Bursa Link within the prescribed timeline under the AMLR of Bursa Securities.</p> <p>The information on the re-election of the Retiring Directors as well as the Board's statement on the re-election of the Directors are set out in the Explanatory Notes to the Notice of the Second AGM for shareholders to make an informed decision on the re-election of the Retiring Directors.</p> <p>The profile of the Directors who are due for retirement and eligible for re-election are set out in the Company's Annual Report 2023.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The NC comprises three (3) members, whom are INEDs and is chaired by Ms. Ng Yew Kuan.</p> <p>The profile of Ms. Ng Yew Kuan is available on the Company's Annual Report 2023.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	The Board has two (2) female directors, representing 33% of the Board composition, with the objective of bringing diversity to the Board's deliberation and decision-making process, and to encourage women participation on the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has adopted the Diversity and Inclusion Policy to maintain a diverse workplace as the Company recognise the benefits arising from board and employee diversity. Diversity includes, but not limited to age, gender, experience, education, background, expertise, origin, disability, race, nationality, and culture. Inclusion is a sense of belonging and behaviours to respond to the people in order to ensure that individual feel included, engaged and connected in the workplace.</p> <p>The said Policy aim to provide a framework for the Group to achieve a diverse and skilled workforce, leading to continuous improvement in service and achievement of Company goals.</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 :	Departure
Explanation on application of the practice :	
Explanation for departure :	<p>The Company was only listed on the ACE Market of Bursa Securities on 23 April 2024, hence, the NC has not conducted any board effectiveness assessment in the FYE 2023.</p> <p>The Board recognizes the significance of board evaluation and performance pertaining to board effectiveness. The Board is committed to ensure that the board assessment and evaluation forms are circulated to all Board members and NC members prior to the NC Meeting for the FYE 2024.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>As of 31 December 2023, the Board has yet to adopt a Remuneration Policy which serves as a guide on determining the remuneration of Directors and Key Senior Management ("KSM") of the Company.</p> <p>Nonetheless, the performance of Directors is measured by the Directors' contribution to both the Board and the Company.</p> <p>In determining the remuneration packages of Directors and KSM, the RC takes into consideration the following:-</p> <ul style="list-style-type: none">(a) technical competency, skills, expertise and experience;(b) qualification and professionalism;(c) integrity;(d) roles and responsibilities;(e) Company's performance in managing material sustainability risks and opportunities; and(f) aligned with the business and risks strategies, and long-term objectives of the Group. <p>A fair, reasonable and competitive remuneration package was provided to the EDs and KSM to ensure that the Company attracts and retains high calibre EDs and KSM who have the skills, experience and knowledge to increase entity value to the benefit of all shareholders.</p>

	<p>The fees and any benefits payable to the Non-Executive Directors are not linked to the Group's financial results. The determination of Directors' fees for all Directors shall be a matter for the Board as a whole. The Board will then recommend the payment of the Directors' fees and other benefits payable to Non-Executive Directors to the shareholders for approval at each Annual General Meeting of the Company in accordance with Section 230(1) of the Companies Act 2016.</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

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 RC was established to assist the Board in implement the Company's policies and procedures on remuneration packages for Directors and Key Senior Management of the Company, ensuring that the Company continues to attract and retain individuals who possess the skills, experience and knowledge to drive the Company's long-term objectives.</p> <p>The Terms of Reference of the RC is available on the Company's website via www.topmixhpl.com.</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	:	Remuneration of directors for FYE2023 are disclosed on a named basis together with the remuneration breakdown on the overleaf page.

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	Teo Quek Siang	Executive Director	-	-	-	-	-	-	-	-	-	600	-	34	74	708
2	Tan Lee Hong	Executive Director	-	-	-	-	-	-	-	-	-	600	-	30	74	704
3	Chang Tian Kwang	Independent Director	40	*	-	-	-	-	40	-	-	-	-	-	-	-
4	Khor Hang Cheng	Independent Director	32	*	-	-	-	-	32	-	-	-	-	-	-	-
5	William Lau Si Yi	Independent Director	32	*	-	-	-	-	32	-	-	-	-	-	-	-
6	Ng Yew Kuan	Independent Director	32	*	-	-	-	-	32	-	-	-	-	-	-	-

* Negligible

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>In view of the sensitivity for talent search in the competitive market and to the best interest of the Group, the Board opt not to disclose on named basis, the remuneration of the top five (5) KSM.</p> <p>Notwithstanding that, the remuneration of KSM on an unnamed basis and disclosed in bands of RM50,000 is disclosed in the Corporate Governance Overview Statement as included in the Company's Annual Report 2023.</p> <p>The Group has benchmarked the remuneration of KSM to the industry in which it operates in and ensures that their remuneration commensurate with the scope of work, responsibilities as well as their performance.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	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 Chairman of the AC is not the Chairman of the Board:-</p> <p>(a) The Chairman of the Board is Mr. Chang Tian Kwang, an Independent Non-Executive Director; and</p> <p>(b) The ARMC Chairman is Mr. William Lau Si Yi, an Independent Non-Executive Director.</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>The Company has never appointed former partners of its external audit firm to its Board of Directors.</p> <p>The Terms of Reference for ARMC of the Company requires a cooling-off period of at least three years if any former key audit partner is considered as candidate for ARMC in the future.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, through its ARMC maintains a formal and transparent relationship with its External Auditors. The Board had delegated the responsibility to the ARMC for making recommendations on the appointment, re-appointment or removal of the External Auditors as well as on their remunerations.</p> <p>The ARMC has reserved assurance from External Auditors confirming that they are 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>The Board upon recommendation of the ARMC, was satisfied with the sustainability and independence of the External Auditors and has recommended to the shareholders for approval at the forthcoming annual general meeting.</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 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted																
Explanation on adoption of the practice	:	<p>The Terms of Reference of the ARMC states that the membership of ARMC shall be composed of not less than three (3) members consisting wholly of non-executive Directors, a majority of whom are independent. The Chairman of the Committee shall be an INED.</p> <p>Composition of the ARMC is as follows:</p> <table border="1"> <thead> <tr> <th>No.</th> <th>Name</th> <th>Designation</th> <th>Directorship</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>William Lau Si Yi</td> <td>Chairman</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>2.</td> <td>Khor Hang Cheng</td> <td>Member</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>3.</td> <td>Ng Yew Kuan</td> <td>Member</td> <td>Independent Non-Executive Director</td> </tr> </tbody> </table>	No.	Name	Designation	Directorship	1.	William Lau Si Yi	Chairman	Independent Non-Executive Director	2.	Khor Hang Cheng	Member	Independent Non-Executive Director	3.	Ng Yew Kuan	Member	Independent Non-Executive Director
No.	Name	Designation	Directorship															
1.	William Lau Si Yi	Chairman	Independent Non-Executive Director															
2.	Khor Hang Cheng	Member	Independent Non-Executive Director															
3.	Ng Yew Kuan	Member	Independent Non-Executive Director															

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company complies with Rule 15.09(1)(c) of the AMLR of Bursa Securities, where all members of the ARMC are financially literate and are able to analyse and interpret financial statements in order to effectively discharge their duties and responsibilities. The Chairman of the ARMC is a Certified Public Accountant and a member of the Malaysian Institute of Certified Public Accountants ("MICPA"). He is also a member of the Malaysian Institute of Accountants ("MIA"), the Institute of Corporate Directors Malaysia and a member of the Chartered Accountants Australia and New Zealand (CAANZ). The qualification and experience of the respective ARMC members are disclosed in the Board of Directors' Profile in the Company's Annual Report 2023.</p> <p>The ARMC assists the Board in reviewing the Group's financial reporting process and accuracy of its financial results and scrutinising information for disclosure to ensure reliability and compliance with the applicable financial reporting standards.</p> <p>All members of ARMC undertake and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules as and when required to enable them to effectively discharge their duties.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established an effective risk management and internal control framework within the Group. Details of the risk management and internal control framework are set out in the Company's Statement on Risk Management and Internal Control as provided in its annual report for FYE2023.</p> <p>The Group has outsourced the internal audit function to Talent League Sdn Bhd, an independent professional consulting firm to assist the ARMC in managing risk and establishing the internal control system and processes of the Group.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has disclosed features of the risk management and internal control framework, which covers their adequacy and effectiveness are disclosed under the Statement on Risk Management and Internal Control in the Annual Report for FYE2023.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board did not establish a separate Risk Management Committee. Instead, it was combined with the AC and named as ARMC.</p> <p>The ARMC, which comprises solely the INEDs oversees the effectiveness and adequacy of the Group's risk management framework and policies.</p>

Intended Outcome

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

Practice 11.1

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 Group's internal audit function is outsourced to an independent professional consulting firm, Talent League Sdn Bhd (the "Outsourced Internal Auditors"). The Outsourced Internal Auditors perform its functions with impartiality, proficiency and due professional care. It undertakes regular monitoring of the Group's key controls and procedures, which is an integral part of the Group's system of internal control.</p> <p>The internal audit reports are presented to the ARMC for its review and deliberation. The ARMC will be briefed on the progress made in respect of each recommendation, and of each corrective measure taken as recommended by the audit findings. The internal auditors report directly to the ARMC to ensure independency.</p> <p>The details of the internal audit function are stated in the Statement of Risk Management and Internal Control in the Company's Annual Report 2023.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 function is outsourced to Talent League Sdn Bhd, a professional service firm (the “Outsourced Internal Auditors”). The Outsourced Internal Auditors is headed by its executive director, Mr. Roy Thean Chong Yew, who is a Chartered Member of Institute of Internal Auditor. Mr. Roy Thean is also a member of Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants.</p> <p>The Outsourced Internal Auditors has assigned five (5) staff to provide internal audit services. The Outsourced Internal Auditors performed its work in accordance with a recognised framework such as the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors. The internal audit function has been mandated to continually assess and monitor the Group’s system of internal control. The internal audit function adopts a risk-based approach and prepares its audit strategy and plans based on the risk profiles of individual business unit of the Group.</p> <p>None of the persons involved have any family relationship with the Directors or Company which could result in the conflict of interest and/or impairment of the objectivity and independence during the internal audit review.</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 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is mindful of the importance of maintaining proper corporate disclosure procedures with the aim to provide shareholders and investors with comprehensive, accurate and quality information on a timely basis.</p> <p>The Company has in place the following initiatives to facilitate effective communication with its shareholders:</p> <ul style="list-style-type: none">(a) The Company's corporate website, www.topmixhpl.com is accessible to the public and serves as another platform to communicate with the shareholders, investors and the general public.(b) the Annual Report, which contains information such as Management Discussion and Analysis, financial statements, and information on the ARMC, Corporate Governance, Sustainability and Corporate Social Responsibility, and Risk Management and Internal Control; and(c) various announcements made to Bursa Securities, which include timely release of financial results on a quarterly basis. Concurrent with these releases, the Company posts all announcements on its website;(d) The Board recognises the importance of Annual General Meeting ("AGM") which serves as the principal forum for dialogue and interaction between the Board and shareholders; and(e) attending to shareholders' and investors' emails and phone enquiries.

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	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
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 13.1

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>Upon being listed on 23 April 2024, the Company will have its Second AGM on 10 June 2024.</p> <p>Given the significance of AGM, notice of the Second AGM will be issued to the shareholders on 30 April 2024, i.e. at least 28 days prior to the Second AGM, to accord them with sufficient time to consider the resolutions that will be discussed and decided at the Second AGM.</p> <p>The notice provides further explanation beyond the minimum content stipulated in the AMLR of Bursa Securities for the resolutions proposed to enable the shareholders to make an informed decision in exercising their voting rights.</p> <p>Furthermore, each item of special business included in the notice of meeting will be accompanied by a detailed explanation on the details and effects of the resolutions proposed along with any background information and reports or recommendations that are relevant.</p> <p>The extended notice period with detailed information in the notice and accompanying material will also encourage greater shareholder participation at the Second 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 13.2

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 role and responsibilities as steward of the Company to continuously engage and provide constructive feedbacks to all shareholders' queries.</p> <p>All Directors are expected to present at the Second AGM of the Company, which will enable the Board to communicate with shareholders in a more holistic manner.</p> <p>The Chairman of the ARMC, RC and NC will present at the Second AGM to provide meaningful explanation or responses if there are any questions addressed to them.</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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Second AGM of the Company will be held physically at Ground Floor, Dewan Inderaputera, Pulai Springs Resort Johor Bahru, 20km, Jalan Pontian Lama 81110 Pulai, Johor Malaysia.</p> <p>Shareholders who are unable to attend the Second AGM may appoint any persons as their proxies to attend, speak and vote on their behalf at the forthcoming AGM in accordance with the Company’s Constitution.</p> <p>The Company will consider leveraging technology to facilitate voting including voting in absentia and remote shareholders’ participation at general meetings in the future.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board will ensure that the upcoming Second AGM supports meaningful engagement between the Board, KSM and the shareholders.</p> <p>During the said AGM, a presentation will be conducted to explain the Group's operational highlights and financial performance to the shareholders.</p> <p>At the AGM, shareholders will be given the opportunity to pose questions regarding the resolutions being proposed before voting as well as matters relating to the Group's operations.</p> <p>The Chairman will further ensure that sufficient time is allocated to address questions received from 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

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

Practice 13.5

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The AGM of the Company to be held physically at Ground Floor, Dewan Inderaputera, Pulau Springs Resort Johor Bahru, 20km, Jalan Pontian Lama 81110 Pulau, Johor Malaysia.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The draft minutes of the Second AGM will be circulated to the Board Members for comments and concurrence and thereafter, will be made available on the Company's website no later than thirty (30) business days after the AGM.
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.

N/A.
