

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0025
COMPANY NAME : YBS INTERNATIONAL BERHAD
FINANCIAL YEAR : March 31, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("the Board") is responsible for the oversight and overall management of YBS International Berhad ("YBS" or "the Company"). To ensure the effective discharge of its function and responsibilities, the Board established an internal governance model for delegating of specific powers of the Board to the relevant Board Committees, the Managing Director & Chief Executive Officer and Executive Directors and the Key Senior Management of the Company and respective subsidiaries. Key matters reserved for the Board's approval including but not limited to the conflict of interest issues relating to a major shareholder and/or a Director including approving related party transactions, material acquisitions and disposition of assets not in the ordinary course of business, including significant capital expenditures, strategic investments, mergers and acquisitions and corporate exercises, limits of authority, treasury policies, risk management policies, and key human resource issues.</p> <p>The Board assumes the following core responsibilities: -</p> <ul style="list-style-type: none">• <i>Reviewing and adopting strategic plans for the Group</i> <p>The Company and its subsidiaries ("the Group") has adopted top-down strategic planning process whereby the Executive Directors will formulate the Group's strategy and communicate it down to the organisation for implementation. Annually, the Management will present to the Board the Group's business plans and annual budget (including capital expenditures) for the following year. The Board had on 21 February 2024 reviewed and considered the Group's business plans and annual budget for financial year ending 31 March 2025 ("FY2025").</p>

The execution of the business plans and performance against budget are reported to the Board every quarter where the performance target was compared against actual performance for the period to date.

- *Overseeing the conduct of the Group's business to evaluate whether the business is being properly managed*

The Executive Directors are responsible for the day-to-day management of the business and operations of the Group. The Group's performance and key focus areas are reviewed every month by the Executive Directors at management meetings together with Key Senior Management of the respective companies. During quarterly meetings, the Executive Directors brief the Board on key developments and changes of the Group's business. The Board will also invite Key Senior Management to attend meetings for reporting on major issues relating to their respective responsibility.

- *Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks*

The Board oversees the Enterprise Risk Management framework of the Group and monitors the Group's risk profile with the assistance from its Risk Management Committee ("RMC"). The RMC comprising the Executive Directors and Key Senior Management vide its quarterly meeting will continue to assess to Group's risk exposure and implementation of appropriate actions to manage the risks. The RMC presents the RMC Report to the Audit, Sustainability and Risk Committee ("ASRC") and Board every half yearly and advises the ASRC and the Board on areas of high risk and the adequacy of compliance and control procedures throughout the organisation.

The Company also outsourced its internal audit function to an independent professional firm. The internal auditors will provide additional independent review on the state of risk management and internal control of the Group and report to ASRC every quarter. The ASRC reviews, deliberates and decides on the next course of action and evaluates the effectiveness and efficiency of the risk management and internal control systems in the organisation.

- *Succession planning*

Succession planning is a critical element in preventing business disruptions and promoting operational sustainability. The Nominating

	<p>Committee is entrusted by the Board to review and recommend potential candidates with sufficient experience and are the right fit for the Company when the need arise. Succession plans for key management positions are in place and continue to be monitored by the Human Resource department of the Group.</p> <ul style="list-style-type: none"> • <i>Developing and implementing an investor relation programme or shareholder communication policy for the Company</i> <p>As part of the implementation of investor relation programme, the Board has identified the relevant personnel in handling investor relation related matter in the Group and their contacts are as published at the Company's website at http://www.ybsinternational.com. During the financial year, the Company communicated material news on the Company to its shareholders vide release of public announcement.</p> <p><i>Reviewing the adequacy and the integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines with the assistance from the Internal Auditors, External Auditors and Company Secretary.</i></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>The roles and responsibilities of the Chairman of the Board have been specified in the Board Charter, which is available on YBS International Berhad's website at http://www.ybsinternational.com.</p> <p>Dato' Dr. Mohd Sofi Bin Osman was appointed as Chairman of the Company on 28 July 2023 following the demise of Dato' Dr. Pahamin Ab Rajab. Dato' Dr. Mohd Sofi is responsible for the Board's effectiveness and conduct. He also takes a leading role in the Company's drive to achieve and maintain a high standard of corporate governance with the full support of the Directors, Company Secretary and Management. Dato' Dr. Mohd Sofi continues to promote an open environment for debate and ensures effective contributions from Non-Executive Directors. He also exercises control over the quality, quantity and timeliness of information flow between the Board and Management. At a general meeting, the Chairman plays a role in fostering constructive dialogue between shareholders, Board and Management.</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 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The distinct and separate roles and responsibilities of the Chairman and Chief Executive Director ("CEO") are provided in the Board Charter, which is available on YBS's website at http://www.ybsinternational.com. Their roles are separated and clearly defined to ensure a balance of power and authority.</p> <p>The position of Chairman and CEO are held by different individuals. The Chairman, Dato' Dr. Mohd Sofi Bin Osman is responsible for the Board's effectiveness and conduct. He also takes a leading role in the Company's drive to achieve and maintain a high standard of corporate governance with the full support of the Directors, Company Secretary and Management. The Chairman promotes an open environment for debate and ensures effective contributions from Non-Executive Directors. He also exercises control over the quality, quantity and timeliness of information flow between the Board and Management. At a general meeting, the Chairman plays a role in fostering constructive dialogue between shareholders, Board and Management.</p> <p>Mr. Yong Chan Cheah, Managing Director & CEO of the Group is in charge of the day-to-day operations of the business, making strategic business decision and implementing Board policies.</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 1.4

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	: Applied
Explanation on application of the practice	: The Chairman of the Board, Dato' Dr. Mohd Sofi Bin Osman is not a member of the Audit, Sustainability and Risk Committee, Nominating Committee or Remuneration Committee.
Explanation for departure	: Please provide an explanation for the departure.
	: Please provide an alternative practice and explain how the alternative practice meets the intended outcome.
<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

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 Board is supported by the Company Secretaries who are qualified to act as company secretary under Section 235(2) of the Companies Act 2016. On 25 May 2023, Ms. Ong Tze-En was appointed as the Company Secretary following the resignations of Ms. Ooi Ean Hoon and Ms. How Wee Ling.</p> <p>The Company Secretaries play an advisory role to the Board in relation to the Company's constitution, Board's policies and procedures and compliance with the relevant regulatory requirements, codes or guidance and legislations. The Company Secretaries support the Board by ensuring that all Board meetings are properly conducted and deliberations at the Board and Board Committee meetings are well captured and recorded. The Company Secretaries also keep the Board updated on changes in the listing requirements and directives issued by the regulatory authorities, and the resultant implications to the Company and the Directors in relation to their duties and responsibilities. The Company Secretaries keep abreast of the evolving capital market environment, regulatory changes and developments in Corporate Governance through continuous training.</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>To facilitate the Directors' time planning, an annual meeting calendar is prepared and circulated to all Directors before the beginning of every year.</p> <p>Generally, the meeting papers for the Board of Directors' Meeting and/or respective committee meetings are circulated at least 7 days prior to the Meetings. Upon conclusion of the meetings, the minutes are circulated to the Directors within one month.</p> <p>The Management is responsible for providing the Board with the required information in an appropriate and timely manner. The Chairman, assisted by the Company Secretaries, assesses the type of information required to be provided to the Board. If the information is insufficient, the Board can make further enquiries of which management shall address the issue soonest possible until the Board is fully satisfied with the feedback received from Management.</p> <p>In promoting productive discussion during the respective Meetings, the Directors may seek advice from the Management on issues under their respective purview. The Directors may also interact directly with the Management, or request further explanation, information or updates on any aspect of the Company's operations or business concerns.</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 serves as a primary reference for Board members of their fiduciary duties as directors of the Group and the functions of the Board Committees as well as the Boards of the respective subsidiary companies within the Group. It sets out amongst other things, the key values, principles and ethos of the Company.</p> <p>The Board will review the Board Charter at least once a year to make it up-to-date and consistent with the Board's objectives and responsibilities as well as the governance model of Group. A copy of the Board Charter, last reviewed by the Board on 22 July 2024 is available at the Company's website, http://www.ybsinternational.com.</p> <p>The roles and responsibilities of the Directors, Board Committees and Chairman as well as issues and decisions reserved for the Board are clearly outlined 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

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 principle of the Company's Codes of Ethics for Directors is based on principles in relation to sincerity, integrity, responsibility and corporate social responsibility. The Code of Ethics is formulated to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following aims: -</p> <ul style="list-style-type: none">• To establish a standard of ethical behaviour for directors based on trustworthiness and values that can be accepted, are held or upheld by any one person.• To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administering the Group. <p>The Code of Ethics for employees promotes integrity and ethical conduct in all aspects of the Group's operations, including but not limited to privacy and confidentiality of information. It also sets out prohibited activities or misconduct such as accepting gifts, bribes and dishonest behaviour.</p> <p>The Company has also adopted the Anti-Bribery and Corruption Policy ("ABC Policy") in compliance with the Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018. The adoption of the ABC Policy signalled commitment by the Board and the Group to conduct all businesses in an honest and ethical manner requiring all Directors and employees to act professionally, fairly and with integrity in all our business dealings and relationships.</p> <p>The ABC Policy sets out adequate procedures designed to prevent situations in which bribery and corrupt practices may take root.</p>

	<p>The Company had also adopted a Directors' Fit and Proper Policy to ensure that individual who possesses the right qualification, expertise, competence and integrity is appointed as Director in the Group. All candidates to be appointed and seeking for re-election as Directors in the Group, shall undergo a fit and proper review accordance with the Directors' Fit and Proper Policy.</p> <p>The Code of Ethics for Directors, ABC Policy and Directors' Fit and Proper Policy are available at the Company's website at http://www.ybsinternational.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

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's Whistleblowing Policy and Procedures ("WPP") fosters an environment where integrity and ethical behaviour are maintained and any illegal or improper action and/or wrongdoing in the Group may be exposed. The Board has overall responsibility to oversee the implementation of the WPP and all whistle-blowing reports are to be addressed to the respective personnel as assigned pursuant to the Group's WPP. This mechanism will allow the stakeholders of YBS to report concerns about alleged unethical behaviour, actual or suspected fraud within the Group, or improper business conduct affecting the Group and about business improvement opportunities.</p> <p>The Company did not receive any such report during FY2024.</p> <p>The WPP of YBS is available at its Company's website at http://www.ybsinternational.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

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 recognises that sustainable development is an important and integral part of the Group's pursuit of its long-term business success.</p> <p>The executive leadership and key senior management had discussed the material sustainability matters through the risk management assessment.</p> <p>The sustainability initiatives undertaken by the Group during FY2024 addressed areas of economic, environment and social perspectives.</p> <p>The Board will embed sustainability considerations into the Group's operations when developing the business strategies in achieving its short-term and long-term objectives.</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 4.2

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 Company recognise the importance of maintaining good degree of communication and understanding with all the internal and external stakeholders.</p> <p>The Group has established effective and transparent communication channel with stakeholders where the methods of the engagement was summarised in the sustainability statement section of the annual report.</p> <p>The Group currently does not set comprehensive targets for its sustainability initiatives and strategies. Sustainability targets, implementation strategies and measurement targets are being developed while being mindful to ensure that commercially sensitive information are kept confidential so as not to derail the Group's competitive edge.</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 Company Secretaries and Management regularly updates the Board on the changes of the listing requirements upon receiving the circulars from Bursa Malaysia Securities Berhad (“Bursa Securities”), which are relevant to the Company and provide advice on corporate disclosures and compliances which includes understanding of sustainability issues.</p> <p>The Board via the Nominating Committee will assess and ensure all directors receive appropriate continuous training particularly on sustainability issues relevant to the Company and its business, including climate-related risks and opportunities and the Board will also be evaluated on sustainability aspects as part of Board’s annual appraisal.</p> <p>Where necessary, the Company will upskill the Board and Key Senior Management on sustainability issues including climate-related topics, such as internal workshops and training or external collaboration with expert organisations.</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	:	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
Explanation for departure	:	The Company has not included a review of the performance of the Board and senior management in addressing the material sustainability risks and opportunities during the assessment for FY2024.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<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

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 Nominating Committee reviews annually the required mix of skills, experience and other qualities, including core competencies of the members in discharging their duties. The skills and experience of each Director is analysed, inter-alia, in the areas of business operations technical and governmental affairs and legislation. Furthermore, the Nominating Committee reviews size and composition of the Board with consideration on the impact on the effective functioning of the Board.</p> <p>The Nominating Committee had also reviewed and assessed the independence of the Independent Directors based on the Directors' professionalism and integrity in the decision-making process, ability to form independence judgements, as well as objectivity and clarity in deliberations in addition to the specific criteria of independence as set out in the ACE Market Listing Requirements of Bursa Securities ("ACE LR").</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 currently has seven (7) members comprising the Independent Non-Executive Chairman, three (3) Executive Directors and three (3) Independent Non-Executive Directors (“INED”). More than half the Board comprises INEDs, aligning with Rule 15.02 of the ACE LR whereby the Company must have at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, who are Independent Directors.</p> <p>All the INEDs had upon their appointment, gave to the Company a letter of confirmation as Independent Director as defined under Rule 1.01 of the ACE LR.</p> <p>On 4 July 2024, an assessment of the effectiveness of the Board, respective Board Committees and independence of INEDs (“the Assessment”) were carried out in respect of the FY2024. The Nominating Committee played an important role to assist the Board in assessing the independence of INEDs. Based on the Assessment conducted by the Nominating Committee, the Board is generally satisfied with the level of independence demonstrated by all INEDs and their ability to act in the best interest of the Group.</p> <p>The Nominating Committee develops the criteria to assess independence of Independent Director, include but not limited to directors’ background, family relationships, interest of shareholdings in the Company and related party transactions with the Group (if any).</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	:	Departure
Explanation on application of the practice	:	Please provide an explanation on how the practice is being applied.
Explanation for departure	:	<p>The Board recognises the Malaysian Code of Corporate Governance ("MCCG")'s recommendation that service tenure of an INED should not exceed a cumulative or consecutive term of nine (9) years. Upon completion of the nine (9) years, an INED may continue to serve on the Board subject to the Director's re-designation as a Non-INED or the Board shall justify and seek annual shareholders' approval.</p> <p>The Board intends to retain the services of Mr. Low Hee Chung and Ms. Gor Siew Yeng as INEDs and will seek shareholders' approval at the coming annual general meeting ("AGM").</p> <p>NC reviewed and assessed the independence of INEDs and their tenure of service. The NC is satisfied that Mr. Low and Ms. Gor has continued to demonstrate their independence through their engagement in meetings by bringing objective and independent judgement to decisions taken by the Board. The INEDs of the Company had also devoted sufficient time and attention to the Group's affairs.</p> <p>Key justifications to recommend their continuation as INEDs are as follows:</p> <ol style="list-style-type: none">1. Have proven business insight, academic qualifications, professional experiences to share their valuable experience, expertise and skills with the Board;2. Actively participated in Board deliberation, providing objectivity in decision-making and possesses sufficient self-esteem and confidence to stand up with an independent voice to the Board.3. Exercised due care during his/her tenure as INEDs of the Company and carried out his/her professional duties in the best interest of the Company and shareholders.4. Had contributed sufficient time and efforts in attending the meetings of the Board and Board Committees.

	Two tier shareholders' approval will be sought at the forthcoming AGM for Mr. Low Hee Chung and Ms. Gor Siew Yeng to continue to act as INEDs.	
<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>All candidates for appointment of directors are first considered by the Nominating Committee, taking into account the mix of skills, competencies, experience, professionalism and other relevant qualities required to well manage the business, with the aim to meet the current and future needs of the Board composition. The Nominating Committee also evaluates the candidates' character and ability to commit sufficient time to the Group. Other factors considered for appointment of Independent Director will include the level of independence of the candidate.</p> <p>The Nominating Committee has also established a set of quantitative and qualitative performance criteria to evaluate the performance of each member of the Board, each Board Committee and reviewing the performance of the Board as a whole. The criteria for assessment of Directors shall include attendance record, intensity of participation at meetings, quality of interventions and special contributions.</p> <p>The skillsets and diversity of the existing Board are summarized as follows:-</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="8">Industry / Background / Experience</th> </tr> <tr> <th>Technology</th> <th>Marketing</th> <th>Precision Engineering Industrial</th> <th>Precision Stamping Industrial</th> <th>Corporate</th> <th>Accounting / Finance</th> <th>Internal Audit</th> <th>Law / Legal</th> </tr> </thead> <tbody> <tr> <td>Directors</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Dato' Dr. Mohd Sofi Bin Osman</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td></td> </tr> <tr> <td>Yong Chan Cheah</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td></td> </tr> <tr> <td>Yong Swee Chuan</td> <td>√</td> <td>√</td> <td>√</td> <td>√</td> <td></td> <td>√</td> <td></td> <td></td> </tr> </tbody> </table>		Industry / Background / Experience								Technology	Marketing	Precision Engineering Industrial	Precision Stamping Industrial	Corporate	Accounting / Finance	Internal Audit	Law / Legal	Directors									Dato' Dr. Mohd Sofi Bin Osman	√	√	√	√	√	√	√		Yong Chan Cheah	√	√	√	√	√	√	√		Yong Swee Chuan	√	√	√	√		√		
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	Poa Mei Ling		√	√		√	√	√																																			
	Low Hee Chung					√	√	√																																			
	Gor Siew Yeng		√	√	√	√		√	√																																		
	Dato' Jimmy Ong Chin Keng					√	√	√																																			
	Yong Li-Xiang	√	√	√	√																																						
	<p>The diversity in the race/ethnicity (cultural background), nationality, age and gender of the existing Board for FY2024 were as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="3">Race/Ethnicity</th> <th colspan="2">Nationality</th> </tr> <tr> <th>Bumiputera</th> <th>Chinese</th> <th>Foreign</th> <th>Malaysian</th> <th>Foreigner</th> </tr> </thead> <tbody> <tr> <td>No. of Directors</td> <td>1</td> <td>6</td> <td>0</td> <td>7</td> <td>0</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="3">Age Group (Years)</th> <th colspan="2">Gender</th> </tr> <tr> <th>40 - 49</th> <th>50 - 59</th> <th>60 - 69</th> <th>Male</th> <th>Female</th> </tr> </thead> <tbody> <tr> <td>No. of Directors</td> <td>0</td> <td>5</td> <td>2</td> <td>5</td> <td>2</td> </tr> </tbody> </table> <p>The appointment of Key Senior Management was also made with due regard for diversity in skills, experience, age, cultural background and gender. Their detailed particulars are provided in the Annual Report 2024.</p>										Race/Ethnicity			Nationality		Bumiputera	Chinese	Foreign	Malaysian	Foreigner	No. of Directors	1	6	0	7	0		Age Group (Years)			Gender		40 - 49	50 - 59	60 - 69	Male	Female	No. of Directors	0	5	2	5	2
	Race/Ethnicity			Nationality																																							
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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

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	:	Departure	
Explanation on application of the practice	:	Please provide an explanation on how the practice is being applied.	
Explanation for departure	:	<p>The Company has in place its procedures and criteria for appointment of new directors. It has been a practice to the Company that Nominating Committee will carry out an interview with the candidates prior to his/her appointment as a director of the Company. All candidates for appointment are first considered by the Nominating Committee, taking into account the mix of skills, competencies, experience, professionalism and other relevant qualities required to well manage the business, with the aim to meet the current and future needs of the Board composition. The Nominating Committee also evaluates the candidates' character and ability to commit sufficient time to the Group. Other factors considered for appointment of Independent Director will include the level of independence of the candidate. The Board prioritise the selection of candidate based on skills, experience and personal attributes and strongly believes that the performance of a candidate lies within oneself instead of the recommender/referrer.</p> <p>The Board is open to utilise independent sources to identify suitably qualified candidates.</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

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 information of the Board of Directors and their respective profiles, position or relationship are included in the Board of Directors' Profile in the Annual Report.</p> <p>All Directors are subject to retirement by rotation and standing for re-election at regular intervals. Under Paragraph 102 of the Company's Constitution, each Director shall retire from office at least once every three (3) years and a retiring Director shall be eligible for re-election.</p> <p>On 4 July 2024, the Board through the Nominating Committee had undertaken an annual assessment on the Directors whose are seeking for re-election pursuant to Paragraph 102 of the Company's Constitution at the 22nd AGM of the Company. The Board and Nominating Committee are satisfied with the performance assessment of retiring directors such as meeting attendances, active participation and positive contribution during deliberations or discussions at meetings of the Board and Board Committees, competency and capability, understanding of their roles and responsibilities. Thus, the Board recommended that the approval of the shareholders be sought for the re-election of the said Directors at the 22nd AGM of the Company.</p> <p>To ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director, a brief profile of director concerned together with statement from the Board (on whether it supports the appointment or reappointment) is included in the notes accompanying the notice of the AGM.</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

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	:	The Nominating Committee is chaired by Dato' Jimmy Ong Chin Keng, an INED of the Company The Terms of Reference of the Nominating Committee can be viewed on the Company's website at http://www.ybsinternational.com .	
Explanation for departure	:	Please provide an explanation for the departure.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<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 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board is of the view that while selection of candidates for appointment to the Board will be based on a range of diversity perspective including gender, merit and contribution that the selected candidates will bring to the Board should be prioritised in deciding appointments to the Board.</p> <p>As of the reporting period, two (2) out of seven (7) of the Company’s directors are female directors which comprise 28.6% female representation at Board level.</p> <p>The Nominating Committee and the Board will consider gender diversity as part of its future selection and will look into increasing female board representation going forward.</p>	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>Notwithstanding the recommendation of the MCCG, the Company does not practice any form of gender, ethnicity and age group biasness as all candidates shall be given fair and equal treatment. The Board believes that there is no detriment to the Company in not adopting a formal gender, ethnicity and age group diversity policy as the Company is committed to provide fair and equal opportunities and nurturing diversity within the Company.</p> <p>The Board is of the view that the appointment of Board member or management should be determined based on objective criteria, merit and with due regard for diversity in skills, experience and other qualities regardless of gender but will nevertheless consider appointing more directors of the female gender where suitable to be in line with the Code’s target. Besides, the Board also made progress in broadening the diversity of the Board and Senior Management from time to time.</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

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	: <p>On 22 July 2024, an assessment of the effectiveness of the Board, respective Board Committee and Independence (“the Assessment”) were carried out in respect of the FY2024. Appraisal form which comprising quantitative and qualitative performance criteria to evaluate the performance of each member of the Board as well as each Board Committee, were being circulated at the Nominating Committee meeting for assessment. The Nominating Committee reviewed the required mix of skills, experience and other qualities of the Board and Board Committee and agreed that it has the necessary mix of skill, experience and other qualities to serve effectively.</p> <p>The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company. The attendance record of the Directors for the FY2024 was satisfactory. The number of Board meetings attended by the respective Directors are as follows:-</p> <table border="1"><thead><tr><th></th><th>Meeting Attendance</th></tr></thead><tbody><tr><td>Dato’ Dr. Mohd Sofi Bin Osman</td><td>6/6</td></tr><tr><td>Yong Chan Cheah</td><td>6/6</td></tr><tr><td>Yong Swee Chuan</td><td>6/6</td></tr><tr><td>Poa Mei Ling*</td><td>1/1</td></tr><tr><td>Low Hee Chung</td><td>6/6</td></tr><tr><td>Gor Siew Yeng</td><td>6/6</td></tr><tr><td>Dato’ Jimmy Ong Chin Keng</td><td>6/6</td></tr></tbody></table> <p>*Appointed as Executive Director on 01 January 2024</p>		Meeting Attendance	Dato’ Dr. Mohd Sofi Bin Osman	6/6	Yong Chan Cheah	6/6	Yong Swee Chuan	6/6	Poa Mei Ling*	1/1	Low Hee Chung	6/6	Gor Siew Yeng	6/6	Dato’ Jimmy Ong Chin Keng	6/6
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Low Hee Chung	6/6																
Gor Siew Yeng	6/6																
Dato’ Jimmy Ong Chin Keng	6/6																

All the Directors have complied with the minimum 50% attendance requirement in respect of Board Meeting as stipulated in the ACE LR. In the interval between Board Meetings, for any matters requiring Board's decisions, the Board's approvals are obtained through circular resolutions. The resolutions passed by way of such circular resolutions are then noted at the next Board Meeting.

The Directors are mindful that they should continue to attend training programmes to enhance their skills and knowledge where relevant, as well as to keep abreast with the changing regulatory and corporate governance developments.

The details of trainings attended by the Directors during the FY2024 are as follows:-

Director	Date	Description
Dato' Dr. Mohd Sofi Bin Osman	23/05/2023-25/05/2023	Boosting Agility and Resiliency for the Electronics Supply Chain, SEMICON SEA 2023
	19/07/2023	Reverse Mortgages
	22/02/2024	E-invoicing
Yong Chan Cheah	11/07/2023	IATF Introduction and Awareness Briefing
	21/07/2023-22/07/2023	Establishing Strategic Directives (Team Vision)
	30/08/2023	Brainstorm on Procurement/Supply Chain ERP implementation
	26/09/2023-27/09/2023	Briefing 2.0 on ESG Seminar for SME
Yong Swee Chuan	21/07/2023-22/07/2023	Establishing Strategic Directives (Team Vision)
	29/11/2023-01/12/2023	Performance Measurement Through Mastering the Art of Designing KPIs
	04/12/2023-05/12/2023	Basic Awareness and Understanding of IATF 16949:2016 - Automotive Management System (AMS)
	21/12/2023-22/12/2023	Internal Audit/Auditors Skills of IATF 16949:2016 - Automotive Management Systems (AMS)
Poa Mei Ling	24/01/2024-25/01/2024	Internal Auditor for IATF 16949:2016
	28/02/2024-29/02/2024	ISO 14001:2015 Internal EMS Auditor Training
	25/03/2024-26/03/2024	Mandatory Accreditation Programme (MAP)
Low Hee Chung	21/06/2023	Your Journey to E-Invoicing in Malaysia
	13/07/2023	Transfer Pricing Rules 2023 and Special Voluntary Disclosure Programme / Voluntary Disclosure Programme 2.0
	18/10/2023	Seminar Percukaian Kebangsaan 2023
	02/11/2023	Budget 2024
	06/12/2023	E-Invoicing with Access UBS: A Better Way To Do Business

		14/12/2023	Mechanisms and Implications of Capital Gains Tax in Malaysia
		27/02/2024	Transforming Your Business Finances with UBS E-Invoicing
		19/03/2024	Simplifying e-Invoicing
	Gor Siew Yeng	11/04/2023	Data Analysis using Power BI
	Dato' Jimmy Ong Chin Keng	03/10/2023- 06/10/2023	World Conference Information Technology (WCIT 2023), Kuching, Sarawak
		06/11/2023	Malaysia Budget 2024 & Updates
		07/11/2023	Global Chinese Economic & Technology Summit 2023
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 7.1

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 Remuneration Committee is responsible for recommending to the Board on the remuneration framework as well as the remuneration package of Executive Directors to ensure that rewards commensurate with their contributions to the Group's growth and profitability in order to align the interest of the Directors with those of the shareholders. The Remuneration Committee also ensures the level of remuneration for INEDs and Executive Directors are linked to their level of responsibilities undertaken and contributions to the effective functioning of the Board.</p> <p>The Company's remuneration policy for Directors is formulated to attract and retain individuals of the necessary caliber needed to run the business of the Group successfully. The remuneration is structured to link experience, expertise and level of responsibility undertaken by the Directors. The Directors play no part in deciding their own remuneration and shall abstain from discussing or voting on their own remuneration.</p> <p>The current remuneration policy of the Group is summarised as follows:-</p> <p>(a) The Directors' salary for Executive Directors are set at a competitive level for similar roles within comparable markets, reflect the performance of the director, skills and experience as well as responsibility undertaken.</p> <p>(b) Directors' fees are based on a standard fixed fee and are subject to approval by its shareholders at the AGM.</p> <p>(c) Meeting Allowance – All the Directors are entitled to a fixed amount of allowance paid in accordance with the number of meeting days attended during the year and subject to approval by its shareholders at the AGM.</p>

	<p>The Remuneration Committee may obtain independent professional advice in formulating the remuneration package of its Directors.</p> <p>For Key Senior Management and employees, the Executive Committee reviews the annual salary increments and bonuses to ensure that the compensation offered is in line with the market practice and to remain competitive for talent attraction and retention.</p> <p>The ESOS Committee was formed in accordance with the By-Laws of ESOS and is responsible for approving the ESOS options for each financial year, if any.</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

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 composition of the Remuneration Committee consists of three (3) members, all of whom are INEDs.</p> <p>The terms of reference of the Remuneration Committee are available at the Company's website at http://www.ybsinternational.com.</p> <p>The Remuneration Committee is responsible for, inter-alia, recommending to the Board the remuneration policy for, including the establishment of a formal and transparent methodology in determining the remuneration of Executive Directors and Non-Executive Directors and to review remuneration policy and methodology when necessary; review the existing level of remuneration of Executive Directors and to recommend their remuneration to the Board based on the Company's and their individual performance to ensure their remuneration package commensurate with the scope of responsibilities held. The RC also ensures the level of remuneration for Non-Executive Directors are linked to their level of responsibilities undertaken and contributions to the effective functioning of the Board.</p> <p>The Remuneration Committee is responsible to develop the Company's remuneration framework to ensure they remain competitive and consistent with the Company's business strategy and long-term objectives. The policy on Directors' remuneration practiced by the Remuneration Committee is to provide the remuneration packages necessary to attract, retain and motivate Directors of the quality required to manage the Group's business and to align the interest of the Directors with those of 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

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	:	In line with the ACE LR, remuneration of the Directors has been disclosed in the Annual Report 2024. <i>* Yong Li-Xiang (Alternate Director to Yong Chan Cheah), the salary was received from subsidiaries of the Company as an employee.</i>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Dr. Mohd Sofi bin Osman	Independent Director	54	7	-	-	-	-	61	54	7	-	-	-	-	61
2	Low Hee Chung	Independent Director	56	7	-	-	-	36	99	56	7	-	-	-	36	99
3	Gor Siew Yeng	Independent Director	51	6	-	-	-	27	84	51	6	-	-	-	27	84
4	Dato' Jimmy Ong Chin Keng	Independent Director	39	6	-	-	-	25	70	39	6	-	-	-	25	70
5	Yong Chan Cheah	Executive Director	-	6	-	-	-	63	69	-	6	537	500	6	596	1,645
6	Yong Swee Chuan	Executive Director	-	6	-	-	-	65	71	-	6	577	510	5	551	1,649
7	Poa Mei Ling	Executive Director	-	1	-	-	-	-	1	-	1	81	-	2	11	95
8	Yong Li-Xiang (Alternate director to Yong Chan Cheah) *	Non-Executive Non-Independent Director	-	-	-	-	-	1	1	-	1	106	-	-	15	122
9	Dato' Dr. Pahamin Ab Rajab (Demised on 8 July 2023)	Non-Executive Non-Independent Director	21	-	-	-	-	-	21	21	-	-	-	-	-	21
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Given the confidential and commercial sensitivities associated with remuneration matters and the highly competitive human resource environment and the importance of ensuring stability and continuity of business operations with a competent and experienced Management team in place, the Board takes the view that there is no necessity for the Group to disclose the names of the Company's Senior Management personnel who are not Directors or the Chief Executive Officer.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<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.	

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>On 4 July 2024, the Company has changed the name of Audit Committee to Audit, Sustainability and Risk Committee.</p> <p>During FY2024, the Chairman of the Audit, Sustainability and Risk Committee is Mr. Low Hee Chung, an INED. He is not Chairman of the Board.</p> <p>The Chairman of the Board is Dato' Dr. Mohd Sofi Bin Osman.</p> <p>Details on the composition and activities of the Audit, Sustainability and Risk Committee are outlined under the Audit, Sustainability and Risk Committee Report in Annual Report 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

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 recognised the need to uphold independence. None of the members of the Audit, Sustainability and Risk Committee or the Board were former key audit partners.</p> <p>The Board has put in place a policy that requires a former key audit partner to observe a cooling-off period of at least three (3) financial year ends before being appointed as a member of the Audit, Sustainability and Risk Committee.</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	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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>On 5 July 2018, the Board has adopted the Policy for the Assessment of the Suitability and Independence of External Auditors. Accordingly, the Committee has established an Assessment Questionnaires. The areas assessed were (i) calibre; (ii) quality processes / performance; (iii) audit team; (iv) independence and objectivity; (v) audit scope and planning; (vi) audit fees; and (vii) audit communication.</p> <p>On 4 July 2024, the Audit, Sustainability and Risk Committee has undertaken an assessment of the suitability and independence of the External Auditors, taking into consideration factors that include adequacy of experience and resources of the firm and the professional staff assigned to the audit, independence, audit fees and the level of non-audit services to be rendered by the External Auditors to the Company, etc.</p> <p>Based on the assessment, the Audit, Sustainability and Risk Committee recommended the re-appointment of Grant Thornton Malaysia PLT as the External Auditors of the Group for the ensuing year ending 31 March 2025 after having satisfied with its audit independence and the performance of Grant Thornton Malaysia PLT throughout its course of audit for the FY2024, amongst others:-</p> <ul style="list-style-type: none">• satisfied that the quality processes/performance of External Auditors;• able to give adequate technical support when audit issues arise;• networking ability and competency to address audit of overseas subsidiaries; and• adequate experience and resources of Grant Thornton Malaysia PLT. <p>The Audit, Sustainability and Risk Committee has also obtained confirmation from the External Auditors that Grant Thornton Malaysia PLT have maintained its independence in accordance with Grant Thornton Malaysia PLT requirements and with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants (MIA) and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants, they are not</p>

	aware of any cause that in their professional judgement, may be thought to impair their independence.	
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	:	The Audit, Sustainability and Risk Committee comprised solely of INEDs.

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 Audit, Sustainability and Risk Committee comprised of members with professional experiences covering legal, accounting, corporate finance, human resource and general management professional experience in manufacturing and commercial environment. All members are financially literate and are able to read, interpret and understand the financial statements. The diversity in skills set coupled with their financial literacy gave the Audit, Sustainability and Risk Committee the ability to effectively discharge their roles and responsibilities.</p> <p>The Board, through the Nominating Committee, reviews the terms of office of the Audit, Sustainability and Risk Committee members and assesses the performance of the Audit, Sustainability and Risk Committee and its members through an annual Board Committee effectiveness evaluation.</p> <p>The Audit, Sustainability and Risk Committee members are expected to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, so as to enable them to sustain their active participation during deliberations.</p> <p>The Chairman and members of the Audit, Sustainability and Risk Committee are financially literate.</p> <p>Based on the outcome of the Audit, Sustainability and Risk Committee effectiveness assessment of the Board Effectiveness Evaluation 2023/2024, the Board was satisfied with the Audit, Sustainability and Risk Committee 's performance as its Chairman and members possess the necessary knowledge, experience, expertise and skills which contributed to the overall effectiveness of the Audit, Sustainability and Risk Committee and have carried out their duties in accordance with</p>

the Terms of Reference . The Audit, Sustainability and Risk Committee was involved in the following:-

Financial Reporting

In overseeing the Company's financial reporting, the Audit, Sustainability and Risk Committee reviewed the following prior to recommending them for approval by the Board and issuance to the shareholders: -

- Reviewed quarterly unaudited financial results of the Group before recommending to the Board for its consideration and approval and subsequent announcement to Bursa Securities.
- Reviewed audited financial statements of the Company and the Group before recommending to the Board for its consideration and approval.
- Reviewed the Company's compliance, in particular, the quarterly and year-end financial statements, with the ACE LR, applicable approved accounting standards of the Malaysian Accounting Standards Board and other relevant legal and statutory requirements.
- Reviewed pertinent issues, which might have significant impact on the results of the Group, including receivables, inventory management, bank borrowings, investments and divestments and strategic operations of subsidiaries.
- Reviewed any recurrent related party transactions of revenue and trading nature and other related party transactions entered into by the Group.

(a) The Managing Director/Senior Management provided assurance to the Audit, Sustainability and Risk Committee on a quarterly basis that appropriate accounting policies had been adopted and applied consistently; that the going concern basis applied in the Annual Financial Statements and Condensed Consolidated Financial Statements was appropriate; that prudent judgements and reasonable estimates had been made in accordance with the requirements set out in the MFRSs; that adequate processes and controls were in place for effective and efficient financial reporting and disclosures under the Malaysian Financial Reporting Standards ("MFRS"), International Accounting Standards ("IAS") and ACE LR; and that the Audited Financial Statements and quarterly Condensed Consolidated Financial Statements did not contain material misstatements and gave a true and fair view of the financial position of the Group and the respective companies within the Group for FY2024.

(b) The External Auditors, also confirmed to the Audit, Sustainability and Risk Committee that it has complied with the ethical requirements regarding independence, with respect to the audit of the Group in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants; has

	<p>not, up to the date of the Annual Report, identified any significant accounting and audit issues during the course of audit.</p> <p>(c) The External Auditors presented their Independent Auditors' Report on the Annual Financial Statements for the financial year ended 31 March 2024 together with the key audit matters.</p> <p>Continuous Education</p> <p>The Audit, Sustainability and Risk Committee members were invited to various training programmes to keep abreast of relevant industry developments including accounting and auditing standards, business practices and rules, to address any skills or knowledge gaps according to their needs. The details training attended are disclosed under Practice 6.1 of this CG Report.</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 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to the continuous improvement of internal control and risk management practices within the Group to meet its business objectives. The Board affirms its overall responsibility to establish a sound risk management framework and internal control system, and for reviewing the adequacy, integrity and effectiveness of these systems to safeguard shareholders' investment and the Group's assets. It covers not only financial controls but operational and compliance controls, and risk management.</p> <p>However, such systems, by their nature, can only provide reasonable, but not absolute, assurance against hindering the Group achieving its business objectives, material misstatement, loss and fraud. These systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives of the Group.</p> <p>A formal risk management framework has been established with the aim of setting clear guidelines in relation to the level of risks acceptable to the Group. The framework is also designed to ensure proper management of risks that may impede the achievement of the Group's strategic business objectives.</p> <p>The level of risk tolerance is expressed through the use of a risk impact and likelihood matrix with an established risk tolerance boundary demarcating those risks that are deemed to have "exceeded risk tolerance" and those that have not. Clear risk treatment guidance is in place stipulating the actions to be taken for each type of risk.</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

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>The Board via the RMC oversees the risk management matters of the Group, which include identifying, evaluating, monitoring, treating and mitigating significant risks across the Group. The RMC also assists the Board to fulfil its responsibilities with regard to risk governance and risk management in order to manage the overall risk exposure of the Group. The RMC is also responsible for overseeing the compliance and business continuity functions of the Group.</p> <p>The RMC reviews with the Audit, Sustainability and Risk Committee and recommends for the Board’s consideration and approval, the risk management principles, frameworks and policies for managing risks within the Group. The RMC also monitors and assesses the risk appetite and risk tolerance of the Group, so as to safeguard the shareholders’ investments and the Group’s assets.</p> <p>The Group has an established and structured process for the identification, assessment, communication, monitoring as well as continual review of risks and effectiveness of risk mitigation strategies and controls at the divisional and enterprise levels. The analysis and evaluation of risks are guided by approved risk criteria. The Group also has risk management tools to support the risk management process and reporting.</p> <p>During FY2024, on 23 May 2023 and 21 November 2023, the RMC presented to the Audit, Sustainability and Risk Committee and Board the risk assessment, summary of action plans and updated risk registers of the Group. The Board at its meeting held considered the residual risk severity of the key risks of the Group and took into consideration the potential impact from any foreseeable future event or situation which could adversely affect the strategic objectives of the Group. The RMC regularly monitors the key risks facing the business in order to stay current on governance practices relating to the risk.</p> <p>For more details on this Practice, please refer the Statement on Risk Management and Internal Control of the Annual Report 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

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	:	Not Adopted
Explanation on adoption of the practice	:	A management level RMC was established on 11 April 2013. Presently, Mr. Yong Chan Cheah, the Group Managing Director & Chief Executive Officer chairs the RMC.

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>For FY2024, the Company has outsourced the internal audit (“IA”) function to BDO Governance Advisory Sdn. Bhd. (“BDOGA”), an independent professional firm of consultants. The risk based IA plan was circulated to the Audit, Sustainability and Risk Committee prior to the execution of the assignment. Findings arising from the IA exercise were reported and discussed at the Audit, Sustainability and Risk Committee meeting.</p> <p>IA is carried out to assess the adequacy and integrity of the internal control system of the Group based on the IA plan reviewed and approved by the Audit, Sustainability and Risk Committee. Based on the audits, the internal auditors will advise management on areas of improvement and subsequently, initiate follow-up actions to determine the extent of implementation of their recommendations.</p> <p>The IA engagements were carried out based on the IA plan as approved by the Audit, Sustainability and Risk Committee . The results of the audits as disclosed in the IA reports were reviewed by the Audit, Sustainability and Risk Committee. The relevant Management members were made responsible for ensuring that corrective actions on reported weaknesses were taken within the required timeframes. IA conducted follow-up audits on key engagements to ensure that the corrective actions were implemented appropriately. In this respect, IA has added value by enhancing the governance, risk management and control processes within the Group.</p> <p>During the year under review, the internal auditors have not reported any significant weaknesses in the system of internal controls of the Group. The activities of the internal auditors during the financial period are set out in the Audit, Sustainability and Risk Committee Report in the Annual Report 2024.</p> <p>With effect for FY2025, the Company outsourced its IA function to JWC Consulting Sdn. Bhd. (“JWC”).</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 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>All auditing endeavours are conducted in compliance with the Institute of Internal Auditors’ (“IIA”) Definition of Internal Auditing, Code of Ethics and the International Standards for Professional Practice of Internal Auditing.</p> <p>The IA team from BDOGA is led by a Director. The Director is a Member of the Fellowship of Chartered Certified Accountants (FCCA) and Institute of Internal Auditors Malaysia (IIAM).</p> <p>The new IA team from JWC is led by a Director who is a Member of the Malaysian Institute of Accountants, a Fellow of Certified Practising Accountant (CPA) Australia and a corporate member of the IIAM.</p> <p>The Audit, Sustainability and Risk Committee also satisfied that the IA function is performed in accordance with the IIA's Definition of Internal Auditing and Code of Ethics and that it conforms to the International Standards for Professional Practice of Internal Auditing. This would enable the IA function to continuously deliver value-added assurance to YBS and to support YBS in achieving its corporate and strategic objectives.</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 on the importance of maintaining a proper corporate disclosure procedure with the aim to provide shareholders and investors with comprehensive, accurate and quality information on a timely basis. Personnel and working team for preparing the disclosure will conduct due diligence and proper verification, as well as coordinate the efficient disclosure of material information to the investing public.</p> <p>Presently, the Board and management of Company communicate regularly with its shareholders and other stakeholders through the following channels of communication:</p> <ol style="list-style-type: none">1. Website of Bursa Securities The Company releases all material information publicly through Bursa Securities and the shareholders and the public in general may obtain such announcements and financial information from the website of Bursa Securities.2. Company Website Our Company's website, http://www.ybsinternational.com incorporates an Investor Relations section which provides all relevant information on the Company and is accessible by both the shareholders and general public. This Investor Relations section is provided to enhance the Investor Relations function by including all the announcements made by the Company. <p>The Group Managing Director & Chief Executive Officer or in his absence, his appointed representative, is the designated spokesperson for all matters related to the Group.</p> <p>The Company will enhance the disclosures on its website for broader and effective dissemination of information to its stakeholders from time to time.</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	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:	Please provide an explanation on how the practice is being applied.	
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>The Company despatched the notice of 21st AGM on 28 July 2023 for holding the said AGM on 24 August 2023 where the notice was given to the shareholders at least 28 days prior to the meeting.</p> <p>The adequate time given to shareholders allows them to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney. The notice of the AGM where applicable, include details of the resolutions proposed along with background information and reports or recommendations that are relevant.</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	:	All Directors have attended the 21st AGM of the Company held at Iconic 3, Level 7, The Iconic Hotel, 71, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang.	
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	:	The 21st AGM was held physically without the option for remote participation and did not implement any technology to enable absentee voting.	
		<p>The Shareholders are strongly encouraged to appoint the Chairman of the 21st AGM to act as proxy to attend and vote at the 21st AGM on their behalf by submitting the proxy form with pre-casted voting instruction.</p> <p>The Company has made available an Administrative Guide to ensure the health and safety of attendees at the 21st AGM. The Administrative Guide can be accessed on the Company's website at http://www.ybsinternational.com or by scanning the QR code provided on the notification card.</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.

<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>The Board has taken the necessary steps to address the questions and concerns raised by shareholders during the general meeting.</p> <p>Furthermore, the Board also provided verbal responses to address the questions and concerns raised by Minority Shareholders Watch Group (“MSWG”).</p> <p>All Directors and senior management, Company Secretary and external auditors were present during 21st AGM to engage with shareholders to address any areas of interest or concern brought up by 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

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 :	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice :	Please provide an explanation on how the practice is being applied.
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 13.6

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 minutes of the 21st AGM of the Company was available on the Company's website http://www.ybsinternational.com within thirty (30) business days after the 21st 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.

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