

**MINORITY SHAREHOLDERS WATCH GROUP**  
**BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**  
(Incorporated in Malaysia – Registration No.: 200001022382 (524989-M))

New Straits Times, Business Times – Tuesday 23 April 2024 (Part 2)

**MSWG AGM/EGM WEEKLY WATCH**  
22 - 26 APRIL 2024

MSWG had issued AGM/EGM letter to the following PLCs for their shareholders meeting held from 22 - 26 April 2024.

The extraction of the question raised in the letter is highlighted here. For the details of other questions, please login to MSWG website at [www.mswg.org.my](http://www.mswg.org.my).

**One of the points of interest to be raised:**

Company	Points/Issues to Be Raised
<b>Affin Bank Berhad (AGM)</b>	<p><b>Sustainability Matters</b></p> <p>Affin Bank is adopting the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). As of FY2023, the Bank has partially integrated the TCFD recommendations into its sustainability disclosures (page 243, Sustainability Statement, AR2023).</p> <p>a) The Bank intends to conduct a detailed analysis of climate-related risks and opportunities. How is the progress to date?</p> <p>b) Main Market listed issuers must disclose their climate-related disclosure aligned with the recommendation of TCFD on or after the financial year 31 December 2025.</p> <p>Please indicate your overall readiness to adopt the standard on time.</p> <p><b>Corporate Governance Matters</b></p> <p>A total of 15.59 million shares with a fair value of RM1.806 per share were granted under the Share Grant Scheme (SGS) in FY2023 (page 429, Note 58 – Long Term Incentive Plan, AR2023).</p> <p>a) What was the breakdown of the shares granted between different categories of employees, e.g., PGCEO, key senior management officers and other eligible employees?</p> <p>b) How many recipients were granted shares under SGS in FY2023? Please provide a range of the number of SGS shares granted to a single employee.</p> <p>For greater transparency, please consider disclosing the award of SGS with a detailed breakdown in the future, which aligns with the practice of other major banks.</p>
<b>Malayan Banking Berhad (AGM)</b>	<p><b>Sustainability Matters</b></p> <p>Maybank provides a detailed analysis and breakdown of its financed emissions for the second consecutive year.</p> <p>As of 31 December 2023, the Group's total financed emissions were 30% higher at 33.68 million tCO<sub>2</sub>e than FY2022's 25.76 million tCO<sub>2</sub>e due to the addition of sovereign bonds as the seventh asset class. Excluding the new asset class, Maybank's total financed emissions were lower at 24.6 million tCO<sub>2</sub>e.</p> <p>a) The calculation of financed emissions comprised a collective exposure of RM759.43 billion across seven asset classes (page 65, Environmental Report 2023).</p> <p>How comprehensive was the coverage against the Group's total lending and investment portfolio?</p> <p>b) Why did the Project Finance asset class emit a substantially higher emission of 2.39 million tCO<sub>2</sub>e despite lower lending and investment of RM6.95 billion in FY2023 (FY2022: RM7.8 billion)?</p> <p>c) The total financed emissions are shown by including and excluding land use, land-use change, and forestry (LULUCF). Please explain the differences with or without LULUCF to understand the size of Maybank's overall financed emissions.</p> <p>d) For financed emissions disclosure by the economic sector, total lending and investment to the four selected sectors represent only 15.64% of the RM759.42 billion total lending and investment portfolio (page 66, Environmental Report 2023).</p> <p>The economic and financial impact of transition risks vary according to sector, as certain sectors tend to be more sensitive to the transition to a low-carbon economy.</p> <p>Please provide a timeline for disclosing the concentration of exposures across more sectors to provide greater transparency and a better assessment of Maybank's sensitivity to the transition to a low-carbon economy.</p> <p><b>Corporate Governance Matters</b></p> <p>Maybank is seeking shareholders' approval for the increase in directors' fees and benefits in this AGM (Ordinary Resolution 6 &amp; 7), according to a Board Remuneration Review (BRR) performed by PricewaterhouseCoopers (PwC) Malaysia (page 58 of Corporate Governance Report 2023).</p> <p>a) What were the key findings of the BRR exercise? What were the strengths and weaknesses of Maybank's remuneration framework? What recommendations did PwC provide to strengthen Maybank's Board remuneration framework and its sufficiency in attracting and retaining talents?</p> <p>b) What variables (independent and dependent) did PwC use in its regression analysis of Maybank's BRR? What were the results of the study?</p> <p>c) The quantum of increase in fees and benefits ranged between 10.3% and 14.75%. Please explain the basis for recommending the quantum of adjustment.</p>

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<b>SP SETIA Berhad (AGM)</b>	<p>The Corporate Governance Report for FY2023 (page 37) states that the Company has not adopted Practice 5.8 of the Malaysian Code of Corporate Governance as the Nominating Committee is not chaired by an Independent Director or a Senior Independent Director.</p> <p>Why has the Company not applied Practice 5.8? Are there any plans to apply this Practice?</p>															
<b>Malakoff Corporation Berhad (AGM)</b>	<p>1. The Company has set ambitious sustainability goals, including a 30% reduction in greenhouse gas (GHG) emissions intensity by 2031 and to increase revenue contribution from RE and environmental solutions to at least 50% over the next decade, all of which are aligned towards Malaysia's environmental aspirations. (Page 30 of IAR 2023)</p> <p>a) To date, how successful has the Group been in reducing greenhouse gas (GHG) emissions intensity and how confident is the Management in achieving its target by 2031?</p> <p>b) Which areas are the Group focusing on to increase revenue contribution from RE and environmental solutions?</p> <p>2. Work-Related Injuries – Malakoff</p> <table border="1"> <thead> <tr> <th>Safety Performance Indicators</th> <th>2022</th> <th>2023</th> </tr> </thead> <tbody> <tr> <td>Number of Incidents Recorded</td> <td>9</td> <td>351</td> </tr> <tr> <td>Number of LTI Cases (Operations)</td> <td>2</td> <td>4</td> </tr> <tr> <td>Lost Time Injury Frequency</td> <td></td> <td></td> </tr> <tr> <td>Rate (LTIFR) – Operation</td> <td>0.29</td> <td>0.73</td> </tr> </tbody> </table> <p>(page 130 of IAR 2023)</p> <p>The above indicators show a deteriorating situation. What was the nature of the incidents? What lessons have been learned from these incidents? What are the Company's proactive plans to prevent or minimise such occurrences?</p>	Safety Performance Indicators	2022	2023	Number of Incidents Recorded	9	351	Number of LTI Cases (Operations)	2	4	Lost Time Injury Frequency			Rate (LTIFR) – Operation	0.29	0.73
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<b>Poh Huat Resources Holdings Berhad (AGM)</b>	<p>1. Increased market competition and pricing pressure could make it difficult for the Company to win new business with certain customers and within certain market segments at acceptable profit margins. The loss of business from one or more of our key customers in the US may have an immediate and adverse impact on the Group's operational and financial performance. (page 8 of AR 2023)</p> <p>Has the US market become increasingly competitive, causing Poh Huat to lose significant sales? What measures have been taken or can be taken to address the problem?</p> <p>2. All the internal audit activities were outsourced to a firm of independent licensed auditors and the total costs incurred in managing the internal audit functions for the financial year ended 31 October 2023 was RM24,000. (page 33 of AR 2023)</p> <p>a) Given that the fee is rather small (RM2,000 per month), how does the audit committee assure itself that there would be adequate coverage and an effective audit function?</p> <p>b) Can the audit committee elaborate further on the scope of the internal audit workplan for FY2023?</p> <p>c) Did the internal audit cover all the major business segments in FY2023?</p> <p>d) What were some of the key findings by the internal auditor? Did the internal auditor make any recommendations to the audit committee? If so, have the recommendations been implemented?</p>															