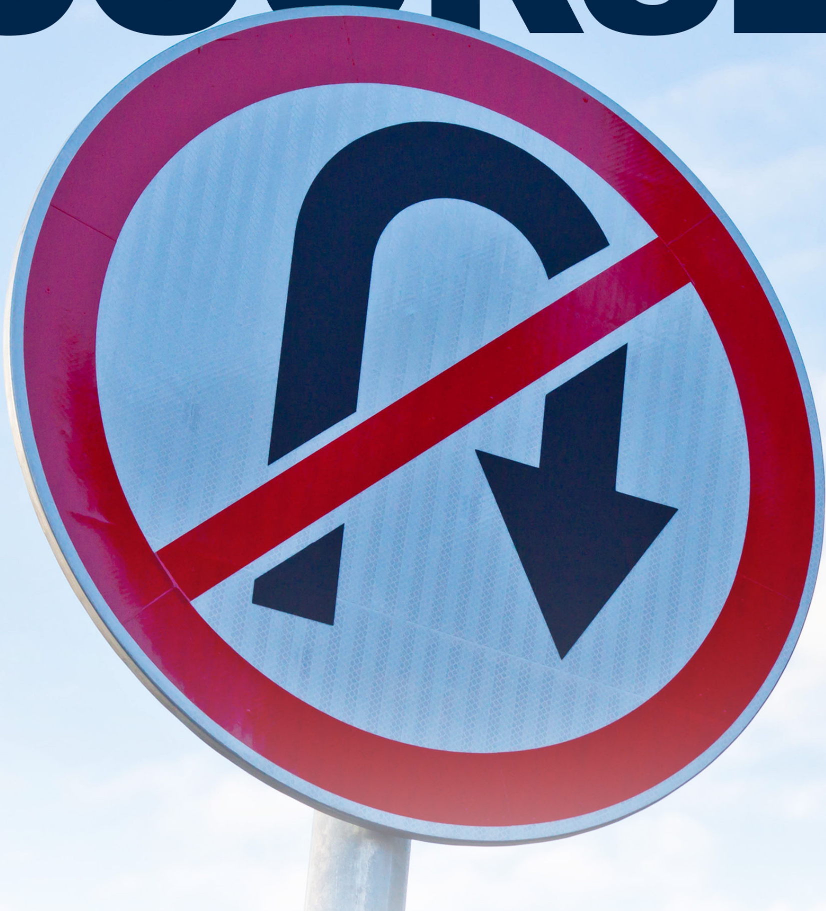
MSWG
MINORITY SHAREHOLDERS WATCH GROUP

The Observer
Official Newsletter from MSWG

FRIDAY | 1 NOVEMBER 2024

STAY THE COURSE



HeiTech Padu's abrupt withdrawal from an RM16.17 million investment in Souqa Fintech, just days after announcing the deal, has raised questions about its governance and decision-making. This unexpected reversal spotlights the importance of board oversight and strategic alignment in fast-moving corporate environments.

PULLED THE PLUG: HEITECH'S SURPRISE REVERSAL ON SOUQA FINTECH

HeiTech Padu Berhad (HeiTech), a major player in Malaysia's ICT sector, surprised the market by withdrawing from a significant proposal just days after announcing it. The Main Market-listed company had initially planned to acquire a 30% stake in Souqa Fintech, an Islamic payment firm, for RM16.17 million. However, less than two weeks after the deal was announced on 27 September 2024, HeiTech's Board rescinded the agreement, leaving investors and stakeholders questioning the company's internal processes and governance practices.

The Sudden Change of Heart

On 8 October 2024, HeiTech responded to an inquiry from Bursa Malaysia by explaining that the proposal had failed to secure board approval during a special meeting held on 4 October 2024. This decision triggered a clause in the Share Subscription Agreement (SSA) that allowed the Company to rescind the deal. Under Clause 3.1(i) of the SSA, the share subscription exercise had to be completed within three months of signing, and without board approval, it could not move forward, leading to the formal rescission notice under Clause 3.3.

> *During the Special Board of Directors' Meeting ("**Meeting**") of our Shareholder, HeiTech Padu Berhad on 4th October 2024, the subscription of **thirty per centum (30%)** of the shares in Souqa Fintech Sdn Bhd (Company No. 201701012317 (1226482-A)) was not approved.*
>
> *(Extract of HeiTech's announcement to Bursa dated 8 October 2024)*

HeiTech's decision was unexpected, as the Company had indicated its commitment to the deal just days prior. According to HeiTech's disclosure, its wholly-owned subsidiary, Synergy Grid Sdn Bhd, was set to subscribe to 10.78 million shares at RM1.50 per share, paying RM11 million in cash with the remaining RM5.17 million in non-cash contributions. This investment was intended to support HeiTech's foray into Islamic finance and digital payment solutions, an area the company saw as a significant growth opportunity, especially within Southeast Asia's expanding Islamic fintech market.

Initial Enthusiasm, Then Second Thoughts

When HeiTech announced the proposal, it appeared confident in its investment choice, noting that Souqa Fintech's product, PayHalal, could help meet the demand for Islamic-compliant payment solutions. The Company expected that this acquisition would expand its reach into the Islamic-based e-commerce ecosystem, adding to its existing fintech solutions suite.

Yet, despite this optimism, HeiTech's Board ultimately reversed course. The swift withdrawal raised questions about the Company's governance practices, sparking curiosity about the factors that led to the Board's change of heart.

Corporate Governance Under Scrutiny

This quick reversal highlights the importance of governance and board oversight in corporate decision-making. The Malaysian Code on Corporate Governance (MCCG) provides a framework to ensure boards are diligent, well-informed, and independent in their decision-making. HeiTech's situation raises several key governance questions:

- **Board Duty and Oversight:** Was the decision to invest in Souqa thoroughly evaluated by the board before the initial announcement? The MCCG emphasises that directors must act with care, skill, and diligence when making strategic decisions.

- **Process and Transparency:** Did the board have enough time and information to make an informed choice? The MCCG encourages boards to avoid rushed decisions, instead providing adequate time for deliberations and making informed judgments based on transparent, well-documented processes.

- **Independent Advice:** Did the Board seek independent professional advice when considering this investment? MCCG Guidelines recommend boards rely on independent advisors and avoid undue pressure from dominant personalities or stakeholders.

A Closer Look at the Timeline

The series of events leading up to the deal's rescission provides insight into HeiTech's decision-making process:

CHRONOLOGY OF EVENTS

27 September 2024: HeiTech announced via a stock exchange filing a proposed share subscription of 10.78 million new ordinary shares in Souqa Fintech Sdn Bhd which represents about 30% equity interest in the latter for total cash consideration of RM16.17 million or RM1.50 per share.

The non-related party transaction was undertaken by HeiTech's wholly-owned subsidiary Synergy Grid Sdn Bhd of which RM11 million would be paid in cash and RM5.17 million in kind. Upon completion of the proposed share subscription, Souqa Fintech will become a 30% owned associate company of HeiTech.

2 October 2024: In a reply to a query by Bursa Securities on 1 Oct 2024, HeiTech divulged that Synergy Grid is its wholly-owned subsidiary which was incorporated on 15 Sept 2021 and is principally involved in information technology service activities and financial technology. Meanwhile, Souqa Fintech which is a start-up company has a workforce of 15 employees and had both incorporated and commenced its operations on 11 April 2017.

Among others, HeiTech had also furnished Bursa Securities a breakdown of the percentage of utilisation of proceeds received from the proposed share subscription:

Use of Proceed	Cash (RM)	Payment in kind (RM)	Total (RM)	%
1. IT Infrastructure	1,740,000	-	1,740,000	11%
2. Data centre & cloud services	-	835,668	835,668	5%
3. Hardware	-	250,000	250,000	2%
4. Marketing & advertising	1,440,000	650,000	2,090,000	13%
5. Resources and talents	3,443,200	3,182,832	6,626,032	41%
6. Administration	376,800	250,000	626,800	4%
7. Network and payment infra membership	1,500,000	-	1,500,000	9%
8. Trade debts settlement	2,500,000	-	2,500,000	15%
Total	**11,000,000**	**5,168,500**	**16,168,500**	**100%**

7 October 2024: HeiTech announced that Synergy Grid had on that day sent out Notice of Recission under Clause 3.3 of the Share Subscription Agreement (SSA) dated 26 September 2024 to Souqa Fintech. Accordingly, the SSA shall no longer be in force with immediate effect.

HeiTech added that the rescission of the SSA is not expected to have a material impact on the earnings and net assets of the Group and its subsidiary for the financial year ending 31 December 2024.

Above all else, HeiTech said its Board is of the opinion that the rescission was in the best interest of the Group.

8 October 2024: HeiTech was queried for a second time by Bursa Malaysia Securities over its decision to rescind Souqa Fintech's SSA.

Among others, HeiTech revealed that such a decision was reached during its board meeting on 4 October 2024; the total cost incurred prior to the rescission for the subscription amounted to only RM250,000; and that no legal or contractual obligation would arise from the rescission.

9 October 2024: In responding to a local business daily, Souqa Fintech said it was mulling to take legal action against Heitech, following its decision to terminate the deal which "*had caused irreversible damage, loss of opportunity, and impacted Souqa Fintech's reputation*."

Souqa Fintech added that it had received HeiTech's and Synergy Grid's board resolution extracts and share subscription agreement from HeiTech's company secretary.

(Source: https://theedgemalaysia.com/node/729570)

Implications for HeiTech and the Market

The abrupt rescission of the Souqa deal has drawn attention to HeiTech's governance and strategic approach. For investors and stakeholders, it highlights the importance of clear communication and robust governance mechanisms in managing and evaluating corporate actions. As market observers continue to watch HeiTech's next moves, the Company's leadership will likely face increased scrutiny regarding its decision-making processes and commitment to sound governance.

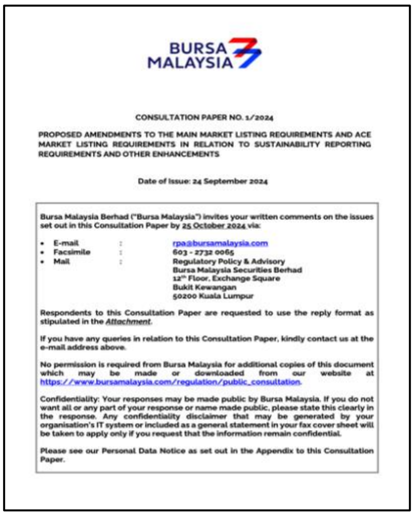
Moving forward, HeiTech has an opportunity to strengthen its governance practices and provide more explicit guidance on strategic investments. In an environment where corporate transparency is paramount, reinforcing these practices will be essential for HeiTech to maintain investor confidence and uphold its reputation in Malaysia's competitive ICT sector.

[END]

MSWG HIGHLIGHTS

SUPPORTING STRONGER GOVERNANCE: MSWG'S RESPONSE TO BURSA MALAYSIA'S PROPOSED AMENDMENTS

MSWG is pleased to support Bursa Malaysia's proposed amendments to the Main Market and ACE Market Listing Requirements as outlined in its recent Public Consultation Paper.


BURSA MALAYSIA

CONSULTATION PAPER NO. 1/2024

PROPOSED AMENDMENTS TO THE MAIN MARKET LISTING REQUIREMENTS AND ACE MARKET LISTING REQUIREMENTS IN RELATION TO SUSTAINABILITY REPORTING REQUIREMENTS AND OTHER ENHANCEMENTS

Date of Issue: 24 September 2024

Bursa Malaysia Berhad ("Bursa Malaysia") invites your written comments on the issues set out in this Consultation Paper by 25 October 2024 via:

- E-mail : rpa@bursamalaysia.com
- Facsimile : 603 - 2732 0065
- Mail : Regulatory Policy & Advisory
  Bursa Malaysia Securities Berhad
  12th Floor, Exchange Square
  Bukit Kewangan
  50200 Kuala Lumpur

Respondents to this Consultation Paper are requested to use the reply format as stipulated in the *Attachment*.

If you have any queries in relation to this Consultation Paper, kindly contact us at the e-mail address above.

No permission is required from Bursa Malaysia for additional copies of this document which may be made or downloaded from our website at https://www.bursamalaysia.com/regulation/public_consultation.

Confidentiality: Your responses may be made public by Bursa Malaysia. If you do not want all or any part of your response or name made public, please state this clearly in the response. Any confidentiality disclaimer that may be generated by your organisation's IT system or included as a general statement in your fax cover sheet will be taken to apply only if you request that the information remain confidential.

Please see our Personal Data Notice as set out in the Appendix to this Consultation Paper.

These changes represent an important milestone in advancing sustainability and corporate transparency in Malaysia, aligning our reporting practices with global standards such as those set by the International Sustainability Standards Board (ISSB). On 25 October 2024, MSWG submitted its responses to Bursa Malaysia, supporting the proposed amendments as essential steps toward a more transparent, accountable, and robust capital market.

One of the key proposals in the Consultation Paper is the mandatory disclosure of core sustainability topics for all listed companies, regardless of industry. MSWG fully supports this initiative, as it will standardise disclosures and enable easier comparisons of companies' sustainability practices. This change is a positive step toward greater transparency, as it provides investors, regulators, and the public with a clearer understanding of each company's commitment to sustainability. Additionally, MSWG advocates for future enhancements to incorporate industry-specific sustainability issues, allowing stakeholders to make more informed assessments within specific sectors.

MSWG also welcomes Bursa Malaysia's move to require companies to hold general meetings in a physical or hybrid format from March 2025 onwards. This change will enable more shareholders to participate in discussions actively, whether in person or remotely, which fosters better engagement and strengthens shareholder rights. Hybrid meetings will ensure that all shareholders, regardless of location, can engage in real-time discussions, ask questions, and vote on important matters. MSWG believes this will enhance transparency and promote equitable shareholder participation, vital elements of good governance.

Furthermore, MSWG supports the proposal to include the names of Recognised Principal Advisers (RPAs) in public documents for two years after a company is listed. This measure promotes accountability by encouraging advisers to conduct thorough due diligence, ensuring they maintain high standards in the listing process. Naming RPAs publicly holds advisers to greater responsibility, benefiting both the companies they support and the investing public.

MSWG commends Bursa Malaysia's efforts to engage stakeholders in these important amendments. These proposed changes align Malaysia's corporate governance practices with global expectations, reinforcing the country's position as a transparent and sustainable investment destination. MSWG is committed to supporting these initiatives, which we believe will contribute significantly to building a responsible and resilient marketplace in Malaysia.

MSWG AGM/EGM Weekly Watch 4 – 8 Nov 2024

The following are the AGMs/EGMs of companies on the Minority Shareholders Watch Group's (MSWG) watch list for this week.

The summary of points of interest is highlighted here, while the details of the questions to the companies can be obtained via MSWG's website at www.mswg.org.my.

QUICK-TAKE

Date & Time	Company	Quick-take
05.11.24 (Tue) 09.30 am	Harvest Miracle Capital Berhad (EGM)	HMCB propose to consolidate every 3 ordinary shares into 1 share. They also proposed a renounceable rights issue of up to 1.356 billion new shares at 8 sen each, offering 3 right shares for every 1 share held on a future entitlement date. Additionally, shareholders will receive up to 678.18 million free detachable warrants, with 1 warrant for every 2 rights shares subscribed.
05.11.24 (Tue) 10.00 am	IOI Corporation Berhad (AGM)	The Group's revenue decreased by 17% y-o-y to RM9.6 billion (FY2023: RM11.6 billion). In line with the lower revenue, its profit before tax (PBT) was 8% lower y-o-y at RM1.4 billion (FY2023: RM1.5 billion) mainly due to lower contribution from resource-based manufacturing segment, albeit mitigated by higher contribution from the plantation segment. Overall, the Group expects to record resilient and satisfactory financial performance in FY2025.
05.11.24 (Tue) 10.00 am	Harn Len Corporation Bhd (EGM)	Harn Len is proposing to acquire Tiger Aquaculture Sdn Bhd (TASB) from Mohamed Nizam Mohamed Jakel for RM42.5 million via a share deal. TASB owns the rights to a 300-acre, 60-year leasehold agriculture land in Pekan, Pahang. 60 acres out of the 300 acres of the land is currently being occupied with

Date & Time	Company	Quick-take
		27 aquaculture ponds for the breeding and cultivation of shrimps. The remaining 240 acres are vacant and undeveloped. The acquisition comes with a profit guarantee of at least RM5.5 million for the next two years.
06.11.24 (Wed) 10.00 am	Gadang Holdings Bhd (AGM)	The Group posted improved revenue of RM583.6 million, 17.6% higher y-o-y, compared to RM496.1 million in the previous financial year, driven by higher work progress of construction projects and better sales achieved for the property development projects. The Company managed to turn around its bottomline with a PBT of RM14.5 million compared to a LBT of RM27.9 million in the preceding year, mainly due to a higher contribution from the Property Division. Meanwhile, the 5.9MWa.c. solar photovoltaic energy generating facility located in Sabah is on schedule to commence commercial operations in the third quarter of FY2025.
06.11.24 (Wed) 10.00 am	TMC Life Sciences Berhad (AGM)	The Group's revenue reached RM346.4 million, reflecting an increase of 11% from the previous financial year, largely due to increased patient volume at Thomson Hospital Kota Damansara (THKD) and the recovery of the fertility business. Net profit for FY2024 was RM40.6 million, a 4% increase from the previous financial year. THKD continued expanding its capacity and capabilities with an additional 27 beds for a total of 341 beds as of FY2024. Hospital Iskandariah project is aimed to be completed in phases and be fully operational by 2030.

Date & Time	Company	Quick-take
06.11.24 (Wed) 10.30 am	Hong Leong Industries Berhad (AGM)	The Group recorded a 9% y-o-y decrease in revenue to RM3.1 billion (FY2023: RM3.4 billion) mainly due to lower motorcycle sales in FY2024. Despite lower revenue, its PBT increased by 29% to RM662 million (FY2023: RM512 million), while net profit increased by 31% to RM515 million (FY2023: RM394 million). Overall, the higher PBT in FY2024 was contributed by various factors including a favourable sales mix of better margin motorcycle models, an RM25 million insurance compensation received for the disruption caused by flood in the motorcycle business during the third quarter of FY2022 and an RM18.7 million gain from the disposal of non-core fibre cement products business.
07.11.24 (Thur) 10.00 am	KUB Malaysia Berhad (AGM)	The Group's revenue increased by 13% to RM550.3 million compared to RM488.9 million a year ago due to a rise in sales volume within the LPG Division and contribution from the newly acquired subsidiary, Central Cables Berhad. Net profit improved by 6%, from RM33.9 million to RM35.8 million, due in part to better overall operating margins, a recurring gain on fair value of investment of RM9.1 million and gains from the disposal of other assets amounting to RM3.9 million.
07.11.24 (Thur) 10.00 am	IOI Properties Group Berhad (AGM)	The Group's revenue grew by 13% y-o-y to RM2.94 billion (FY2023: RM2.59 billion) on the back of stronger contributions from all three core business segments. Meanwhile, its PBT increased by 42% y-o-y to RM2.30 billion (FY2023: RM1.62 billion), while PAT rose 48% to RM2.07 billion (FY2023: RM1.40 billion).

Date & Time	Company	Quick-take
		This robust financial performance was due to a one-off adjustment of RM1.55 billion, which includes fair value gains on investment properties, offset by inventories written down and impairment losses on property, plant, and equipment. Excluding these one-off items, the adjusted PBT would have been RM746.05 million, 29% lower than the previous year, given a lower share of joint-venture profits in FY2024, as there was no reversal of inventory write-offs from the Cape Royale project which had been recognised in FY2023.
07.11.24 (Thur) 12.00 pm	IOI Properties Group Berhad (EGM)	The EGM will seek shareholders' approval for the proposed shareholders' consent pursuant to Section 218(1) of the Companies Act 2016, i.e. shareholders of IOIPG consenting to Lee Yeow Seng ("Lee"), the Group CEO and major shareholder of IOIPG being engaged in a business which is in competition with the IOIPG Group, arising from Lee's interest in Shenton 101 Pte Ltd and being involved in the Shenton House project. The dual role held by Lee gives rise to an imminent COI position arising from the redevelopment of Shenton House as the redevelopment is or may be deemed to be in competition with the existing business of the IOIPG group. MSWG will vote AGAINST the resolution as we do not consent to the conflict of interest (COI) position and engagement in business that competes with IOIPG.
07.11.24 (Thur) 02.00 pm	AME Elite Consortium Berhad (EGM)	AME ELITE is seeking shareholders' approval for the Proposed Disposal of 4 units of Single Storey Detached Factory (i-TechValley 34, i-TechValley 46, i-Park SAC

Date & Time	Company	Quick-take
		23&24, and i-Park SAC 60&61) to AME REIT for RM119.45 million. The proceeds from the Proposed Disposal are intended to be used for funding of ongoing development of i-TechValley and future industrial property development and investment projects, including land acquisition and joint ventures.

POINTS OF INTEREST

Company	Points/Issues to Be Raised
IOI Corporation Berhad (AGM)	The recent announcement of Budget 2025, which includes a minimum wage hike, new CPO export tax structure and revised windfall profit levy, to what extent will it impact the Group's overall cost structure in the financial year ending 2025? How will it affect the Group's existing and future strategies?
Gadang Holdings Bhd (AGM)	1. The Construction Division recognised contract foreseeable losses of RM5.8 million in FY2024 and RM4.9 million in FY2023. (Pages 195 & 198 of AR2024) a) To which projects are these contract foreseeable losses attributed? b) What factors contributed to these foreseeable losses, and when are these projects expected to be completed? 2. According to the Company's announcement on 29 August 2024, the Central Spine Road Package 2 project (with project duration of 5 years) and the Institut Perubatan Forensik Negara project (with a project duration of 4 years) reported completion rates of only 23.5% and 18.3%, respectively with approximately 2 years remaining to complete. a) While the Company mentioned that all ongoing construction projects are on track according to their scheduled timelines, what challenges have been encountered in these two projects that have resulted in the low completion rates?

Company	Points/Issues to Be Raised
	b) Does the Group anticipate any risk of delays for these two projects? If so, what mitigation measures will be implemented?
TMC Life Sciences Berhad (AGM)	1. In FY2024, the Group's revenue reached RM346.4 million, reflecting an increase of 11% from the previous financial year. This revenue boost is largely due to increased patient volume at Thomson Hospital Kota Damansara (THKD) and the recovery of the fertility business (Page 14 of AR2024). a) What was the number of inpatient admissions, occupancy rate, and average revenue per inpatient admission for THKD in FY2024 compared to the previous financial year? Please consider disclosing such data in future annual reports to enhance shareholders' insight. b) What was the fertility business's revenue contribution to the Group, and how does this compare to FY2023? 2. THKD continued expanding its capacity and capabilities with an additional 27 beds for a total of 341 beds as of FY2024 to meet the ever-growing healthcare needs (Page 9 of AR2024). a) During the last AGM, the Group projected an increase in operational capacity to 394 beds. What caused the slower-than-expected progress? b) With only 42 beds added in the past two years, does the Group remain on track to fully open the remaining 213 beds by FY2026?
Hong Leong Industries Berhad (AGM)	In February 2024, as part of the Group's ongoing focus on business diversification, a new automotive parts business was launched under the Tekhne brand (page 6 of AR2024). Tekhne Sdn Bhd ("Tekhne") undertake the trading and distribution of automotive spare parts and components for motorcycles and cars. Tekhne penetrates the replacement parts–aftermarket service demand segment of the automotive sector (page 9 of AR2024). a) To-date, how is the financial performance of Tekhne? To what extent will Tekhne contribute to the Group for the financial year ending 2025?

Company	Points/Issues to Be Raised
	b) Moving forward, Tekhne aims to set up a manufacturing facility to further strengthen its market presence and operational capabilities as well as expand to other markets in the region (page 9 of AR2024). When and where does Tekhne plan to set up its manufacturing facility?
KUB Malaysia Berhad (AGM)	1. The LPG Division's segment profit for FY2024 includes RM4.8 million from the forfeiture of cylinder deposit payables, representing approximately 25% of the segment profit (Page 168 of AR2024). a) How does the Group determine the forfeiture of customer deposits and how does the Group ensure there is no future obligation to repay customers? b) How frequent does the Group review refundable cylinder deposits? 2. The recently acquired subsidiary, Central Cables Berhad ("CCB"), has maintained a strong, long-term business relationship with Tenaga Nasional Berhad ("TNB"), which contributes a significant portion of its annual revenue (Page 25 of AR2024). What is the current revenue contribution from TNB and other government-linked companies to CCB?
IOI Properties Group Berhad (AGM)	The following were extracted from the Circular dated 9 October 2024: *"On 25 June 2024, the Company announced that the Board had received a proposal letter from Lee Yeow Seng dated 25 June 2024 ("Proposal Letter") in relation to the acquisition of Shenton 101 Pte Ltd ("Shenton 101") for the purposes of the redevelopment of Shenton House ("Proposal"). The Proposal Letter was given to the Board following the completion of Shenton 101's purchase of Shenton House on 20 June 2024, and the intention of the Proposal was for Lee Yeow Seng to address and mitigate the Potential COI situation and to align the interests of IOIPG with that of Shenton 101 (and LYS as the sole shareholder of Shenton 101).* *On 28 August 2024, the Company announced that the Board (save for Lee Yeow Seng and Dato' Lee Yeow Chor), having considered all aspects of the Proposal, and in particular after taking into account the ongoing capital commitments of the IOIPG Group arising amongst*

Company	Points/Issues to Be Raised
	others, from recent acquisition transactions announced by the Company, had decided not to accept the Proposal. *The Board deliberated and formed the view that the acceptance of the Proposal would not be in the best interest of the Company after taking into consideration inter-alia (i) the significant existing exposure of the IOIPG Group to the Singapore property market arising from the IOIPG Group's projects in the Singapore Central Business District ("CBD") (as further detailed in section 3 of the Circular) and (ii) the ongoing capital commitments of the IOIPG Group arising amongst others from recent acquisition transactions announced by the Company on 23 July 2024, consisting of the acquisition of W Kuala Lumpur hotel, Courtyard by Marriott Penang hotel, 2 parcels of land located in Pantai Kok, Langkawi and Tropicana Gardens Mall, located in Tropicana Indah, Petaling Jaya, Selangor (collectively, the "Property Acquisitions").* *Prior to the acquisition of the abovementioned properties, the net gearing of the IOIPG Group stands at 0.68 times based on the audited consolidated financial statements of the IOIPG Group as at 30 June 2023 and such net gearing level is anticipated to increase to 0.74 times upon completion of the Property Acquisitions, assuming the total purchase consideration of the Property Acquisitions of approximately RM1.21 billion is funded entirely via bank borrowings.* *The Company has been informed that as at the LPD, Shenton 101 has obtained a debt financing facility of SGD414 million to finance the acquisition of Shenton House. Shenton 101 will need to further obtain additional bank borrowings for the purposes of completion of the redevelopment. On the assumption that the IOIPG Group completes the Property Acquisitions in due course in accordance with the terms of the acquisition agreements and, if the IOIPG Group accept the Proposal, the consolidated net gearing of the IOIPG Group inclusive of the capital commitment for the redevelopment of Shenton House (excluding the development cost, which is to be finalised) will further increase 0.90 times based on the audited consolidated financial statements of the IOIPG Group as at 30 June 2024."* a) Does the Board view the gearing ratio of 0.90 times as high? What is the Group's optimal gearing ratio? b) If gearing is a concern, why did the Board not consider other methods of funding the acquisition of Shenton 101 amongst others, via a combination of perpetual bond, rights issue or private placement?

Company	Points/Issues to Be Raised
	c) Together with aspirations to create value for stakeholders, the Group focus will be to further expand its presence in the locations it operates in, especially Singapore as the Group's operations there will be a catalyst of change for the Group in setting a new anchor of revenue generators. (page 57 of IAR 2024) How does the Board reconcile with the abovementioned statement as the Board views the acceptance of the Proposal would not be in the best interest of the Company after taking into consideration the significant existing exposure of the IOIPG Group to the Singapore property market arising from the IOIPG Group's projects in the Singapore CBD? d) Given that on 2 November 2023, the Board knew that Lee Yeow Seng via Shenton 101 had bid on Shenton House and in June 2024 the Proposal came to the Board, and yet the Group went on to acquire Tropicana Gardens Mall (TGM) for RM680 million in July 2024 (page 57 of IAR2024) instead. The redevelopment of Shenton House maybe value accretive in the future. Will the rejection to acquire Shenton 101 be a missed opportunity for long-term shareholders' value creation?
IOI Properties Group Berhad (EGM)	Should the resolution for the Proposed Section 218 Shareholders' Consent not approved by the shareholders of IOIPG, how and what will be the Board and Mr. Lee's plans to address the conflict of interest?

MINORITY SHAREHOLDERS WATCH GROUP

18 NOVEMBER 2024 | MONDAY
9.00 AM - 5.00 PM
AVANTÉ HOTEL, PETALING JAYA

1 DAY COURSE | HRD corp CLAIMABLE

Registration Fee **RM1800**

Early Bird (Before 1 November 2024) **RM1600**

Group of 2 (or more) **RM1600**

All prices are subject to any applicable government tax.

All MSWG subscribers enjoy special rate for registration.
Please contact us for more details.

Register now

Scan the QR code or click here

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Understanding the new

National Sustainability Reporting Framework

NSRF MANDATORY BEGINNING 2025

Learn how the new requirements of IFRS S1 and IFRS S2 impact your corporate reporting obligations

Programme Overview

On 24 September 2024, the Securities Commission Malaysia announced implementation of the National Sustainability Reporting Framework (NSRF) It mandates IFRS Sustainability Disclosure Standards for listed and large non-listed companies. The framework aims to enhance transparency, accountability, and business resilience, aligning with the nation's sustainability goals. Compliance will be phased, starting in 2025 for large Main Market issuers, extending to others by 2027. Climate disclosures, aligned with TCFD recommendations are fully integrated into the ISSB standards.

Part 1 | 9:00 am – 10:30 am

Developments in the International Sustainability Reporting Landscape
- **Commonly Adopted Sustainability Reporting Frameworks**
- **How the ISSB was Formed and Global Adoption Trends**

Adoption of the ISSB Standards in a Phased Manner for Malaysia

Design and Applicability of the Standards:
- IFRS S1 - General Requirements for Disclosure of Sustainability-Related Financial Information
- IFRS S2 - Climate-Related Disclosures

Future Developments in the Pipeline

Part 2 | 11:00 am – 12:30 pm

IFRS S1 - General Requirements for Disclosure of Sustainability-Related Financial Information
- Objective & Scope
- Conceptual Foundations
  - Materiality
  - Reporting Entity
- Sources of Guidance
  - SASB Standards
  - GRI
  - ESRS
- Statement of Compliance
- Treatment of Errors

Part 3 | 2:00 pm – 3:30 pm

IFRS S2 - Climate-Related Disclosures

TCFD 101 as a Foundational Base for ISSB S2
- Climate Risks: Physical and Transition Risks
- Governance, Strategy, Risk Management, Metrics and Targets

IFRS S2
- Objective, Scope, Core Content, Application Guidance

Part 4 | 3:45 pm – 5:00 pm

Reliefs - Proportionality and Scalability Mechanism,
Transitioning to an ISSB Report and Other Developments
- Without Undue Cost or Effort
- Consideration of Skills, Capabilities and Resources
- What Would an ISSB Report Look Like Versus the Current Sustainability Report Format(s)
- Assurance of Sustainability Report

Trainer's Profile
San Mei Kim

Mei Kim is a sustainability trainer. Prior to this, she was the former Sustainability Lead, Corporate Governance and Sustainability with the Regulation function at Bursa Malaysia. She co-led the development of key sustainability-related initiatives for the Malaysian capital market. This includes putting in place enhancements to Bursa Malaysia's Sustainability Reporting Framework (consisting of the listing requirements, sustainability reporting guides and related toolkits) as well as capacity building initiatives for public listed companies.

She is a GRI Certified Sustainability Professional and holds a Master in Sustainable Development Management from the Jeffrey Sachs Centre (Sunway University). She is also a member of the Association of Chartered Certified Accountants (ACCA), Association of Certified Fraud Examiners (ACFE) and the Malaysian Institute of Accountants (MIA).

MINORITY SHAREHOLDERS WATCH GROUP

19 NOVEMBER 2024 | TUESDAY
9.00 AM - 5.00 PM
MAJESTIC HOTEL, KUALA LUMPUR

1 DAY COURSE | HRD corp CLAIMABLE

Registration Fee **RM1800**

Early Bird (Before 1 November 2024) **RM1600**

Group of 2 (or more) **RM1600**

All prices are subject to any applicable government tax.

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Understanding the Challenging Role of an Independent Director

Programme Overview

The role of an independent director has evolved significantly over the years, becoming more complex and demanding as corporate governance standards increase. Independent directors are expected to provide objective oversight, mitigate risks, and ensure the highest standards of transparency and accountability within an organisation. This programme equips current and aspiring independent directors with the knowledge, skills, and tools needed to navigate these challenges and fulfil their responsibilities effectively.

Module 1 | 9:00 am – 10:30 am

Introduction to Corporate Governance and the Role of Independent Directors
- Definition and importance of corporate governance
- The role of the board of directors
- The unique role of independent directors
- Legal and regulatory framework for independent directors in Malaysia

Module 2 | 10:45 am – 11.45 am

Defining Independence and Its Challenges
- Criteria for independence under Malaysian law
- Potential conflicts of interest and their implications
- Balancing independence with effectiveness
- Best practices for maintaining independence

Module 3 | 11:45 am – 1.00 pm

The Role of Board Committees
- The importance of board committees
- The role of independent directors in board committees
- Challenges and best practices for committee effectiveness
- The role of the audit committee, nomination committee, and remuneration committee

Module 4 | 2:15 pm – 3:30 pm

Challenges of Independent Directors & Mitigating Solutions
- Information Asymmetry
- Time Constraints
- Groupthink
- Relationship with Executive Directors
- Legal and Regulatory Compliance
- Lack of Understanding of the Company's Industry

Module 5 | 3:45 pm – 5:00 pm

Case Studies on Independent Directors

Trainer's Profile
Norhisham Abd Bahrin

Norhisham Abd Bahrin, a Corporate and M&A Partner at Azmi & Associates, specialises in investments, restructuring, and corporate governance. With over 20 years of legal experience, he regularly addresses legal issues impacting businesses, including M&A, Companies Act, Corporate Governance, and Corruption Prevention, in various public and in-house corporate training sessions. He has also provided coaching to board members of public listed companies and GLCs such as PETRONAS, Sime Darby, UMW Holdings, PERODUA, FGV, FELCRA, PUNB, PNS, MARA, Pelaburan Mara Berhad, PKNS, and others. Norhisham holds an LLB (Hons.) from the International Islamic University Malaysia and an MBA in International Business from the University of East London.