

CORPORATE GOVERNANCE REPORT

STOCK CODE : 9822
COMPANY NAME : SAM ENGINEERING & EQUIPMENT (M) BERHAD
FINANCIAL YEAR : March 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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 plays a pivotal role in the stewardship of the direction, operations and ultimately the enhancement of long-term shareholder value in SAM Engineering & Equipment (M) Berhad ("Company") and its subsidiaries (collectively, the "Group").</p> <p>The Board reviews the strategic plan of the Group tabled by the Management at its meeting. The review would cover the performance targets and long-term plans for the Group to be met by the Management.</p> <p>Upon the Board being satisfied with the strategic plan, the Board would endorse the immediate implementation thereof by the Management. The Board would continue to monitor the plan to ensure its implementation.</p> <p>The Board's role is to oversee the performance of the Management to determine whether the business is properly managed. The Board received updates from the Management at the quarterly Board meetings when reviewing the unaudited quarterly results. During such meetings, the Board participates actively in the discussion pertaining the performance of the Group.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	The Non-Independent Non-Executive Chairman of the Board is Mr. Tan Kai Hoe. He provides leadership and guidance to the Board and is responsible for ensuring effectiveness of the Board's performance. He works closely with the members of the Board in establishing and articulating clear policies and strategies to be implemented by Management, for the benefit of all stakeholders.	
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>As described in Practice 1.2, The Non-Independent Non-Executive Chairman of the Board ("Chairman") is Mr. Tan Kai Hoe.</p> <p>For the year under review, Mr. Goh Wee Keng was the Chief Executive Officer ("CEO") of the Company. Effective 1 January 2022, Mr. Goh had handed over the position of CEO to Mr. Peter Lim Hee Seng as part of the Company's succession planning activity. Thereafter, Mr. Goh has been redesignated to a Non-Independent Non-Executive member of the Board.</p> <p>There is clear division of the responsibilities of the Chairman and the CEO, respectively.</p> <p>The Board is led by the Non-Independent Non-Executive Chairman while the Management is led by the CEO.</p> <p>The roles and responsibilities of both the Chairman and the CEO are clearly defined in the Board Charter which is assessable on the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: For the year under review, the Chairman of the Board was member of the Nominating & Remuneration Committee ("NRC") only. The Board had taken the traditional view that with the Chairman's intimate knowledge of the Group, the Chairman would be able to provide valuable input and insight pertaining to the suitability of candidates and a good overview pertaining to the ideal composition and size of the Board for deliberation of the NRC. That notwithstanding, the NRC comprises a majority of independent directors and the presence of the Chairman did not affect the quality of discussions of the NRC. 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	: The Board is cognisant of the recommendation of Practice 1.4 and will assess the Board composition and make the relevant announcement at the appropriate time.
Timeframe	: Others After the 28th AGM to be held on 23 August 2022.

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	:	The Board is supported by suitably qualified and competent Company Secretaries who provide advice to the Board in relation to the Company's Constitution, Board policies and procedures and compliance with relevant regulatory requirements, codes or guidelines and legislation.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board have full unrestricted access to any information pertaining to the Group's business and affairs.</p> <p>The Board is furnished with information and documents (which are comprehensive in nature and encompasses both quantitative and qualitative factors) at least 7 days in advance of meetings (or a shorter time period when unavoidable) to allow them sufficient time to appreciate the issues being deliberated and to expedite the process of decision making.</p> <p>The Board also have unhindered access to the advice and services of:</p> <ul style="list-style-type: none"> (i) the Company Secretaries who are responsible in ensuring that all Board procedures and the relevant rules and regulations, are complied with; (ii) the Management on matters under discussion or to request for further information on the Group's business activities; and <p>The Directors may, with approval from the Chairman, seek independent professional advice, if needed, in the discharge of their duties at the Group's expense.</p> <p>All deliberations and decisions of the Board would be recorded by the Company Secretaries, who would subsequently circulate the same for review and comments in a timely manner for review and comments before the minutes are confirmed at the next Board meeting.</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

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is guided by the Board Charter and the same is published on the Company's website. The said Board Charter establishes clear and unambiguous functions and roles of the Board and those delegated to the Chairman, Board Committees, the CEO and the Management to enhance accountability.</p> <p>The Board reviews the Board Charter from time to time to ensure its relevance in aiding the Board to discharge its duties and responsibilities in view of the current laws, and regulations.</p> <p>The Board Charter was last updated on 24 May 2022.</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	:	The Company has in place: (i) a Standard Code of Conduct, Business Ethics and Conflict of Interests policy which sets out the standards of ethics and conducts expected from the Board, the Management and the employees of the Group; and (ii) An Anti-Bribery & Corruption Policy that sets out the Company's zero-tolerance stand in regard of bribery and corruption. Both policies are available at the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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	:	The Company has in place a Whistle Blowing Policy (“WBP”) which outlines when, how and to whom, a concern could be properly raised about the actual or potential corporate fraud or breach of ethics that involves the employees, Management or the Director(s) of the Group. The WBP is available on the Company’s website.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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	:	The Company ensures sustainability through: (i) the Board; (ii) the Risk & Sustainability Committee (" RSC "); and (iii) the Sustainability Committee/Working Group (" SCWG "). The SCWG is led by the Chief Sustainability Officer (who is also the Chief Operating Officer of the Company) and comprises of various heads and members of the Company's business units and divisions.
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>Notwithstanding the challenges of the Covid-19 pandemic, the Company was able to effectively communicate with its stakeholders by embracing technology.</p> <p>Further details describing the Company’s approach to stakeholder engagement are set out in the Sustainability Statement.</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 and the Board are constantly monitoring the industry trends, and taking steps to overcome operating challenges and meet stakeholder expectations, to produce long term value to shareholders and stakeholders of the Group and the community.</p> <p>Please refer to the Sustainability Statement for more details pertaining the materiality assessment and results.</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	:	Applied
Explanation on application of the practice	:	<p>During the annual Board Evaluation, the NRC had reviewed the Board's performance in areas including evaluating the Group's strategic and business plans that promote sustainability.</p> <p>The Board, as supported by the RSC, and Management (through the SCWG) had worked together in:</p> <ol style="list-style-type: none"> (1) identifying the Group's material risks and sustainable development goals; and (2) addressing the same through proper measures and strategies, to achieve long-term growth and to generate healthy returns for the shareholders. <p>During the financial year under review, the SCWG had carried out a number of measures to address the Company's sustainability risks which are further set out in detail at the Sustainability Statement. These measures were implemented to keep track of, anticipate and prepare for appropriate responses and/or actions to tackle challenges to produce long term value for the shareholders, stakeholders and the community at large.</p> <p>The RSC reports to the Board the material risks and steps taken to reduce and manage such risks.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.5- Step Up

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

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board is supported by the RSC that had been tasked with assisting the Board in their execution of duties and responsibilities pertaining to risk management and sustainability.</p> <p>The RSC had identified and appointed the Chief Operating Officer as the Chief Sustainability Officer.</p> <p>The role of the Chief Sustainability Officer is to drive and oversee the sustainability strategy of the Group as well as to establish the ESG governance structures in ensuring proper consideration of risks. He will be the liaison between management, shareholders and stakeholders to address sustainability issues.</p> <p>During the year under review, the Chief Sustainability Officer led the SCWG to implement various initiatives as described in the Sustainability Statement.</p>

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board through the NRC conducts an annual evaluation to appraise the effectiveness of the Board as a whole, the effectiveness of the Board Committees and the further required mix of skills and experiences to enhance Board efficacy. Such evaluation of the Board covers board size, mix or composition, conduct of Board meetings and Directors' skills set matrix.</p> <p>In addition, the NRC also assesses the independence of each of the Independent Non-Executive Directors annually, taking into account the individual Director's ability to exercise independent judgment at all times and to contribute to the effective functioning of the Board.</p> <p>The following Directors are subject to retirement pursuant to the Constitution of the Company at the forthcoming AGM:</p> <ul style="list-style-type: none">(a) Tan Kai Hoe;(b) Goh Wee Keng;(c) Shum Sze Keong; and(d) Mr. Ng Chee Kiet <p>Mr. Goh Wee Keng has notified the Company that he intends to retire at the forthcoming AGM and accordingly, not seek for re-election. Mr. Goh will retain in the office until the conclusion of the 28th AGM. The Board and Senior Management hereby record their appreciation and gratitude to Mr. Goh Wee Keng for his valuable and long-serving contributions to the Board and the Group.</p> <p>The NRC had conducted an assessment of the aforementioned Directors who are subject to retirement at the forthcoming AGM and are of the view that the said Directors had discharged their duties effectively and had provided valuable contribution and leadership to the Group.</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 5.2

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>For the year under review, the Board comprises of ten (10) members, out of which six (6) are Independent Non-Executive Directors and one (1) is an alternate director to a Non-Independent Non-Executive Director.</p> <p>The independent directors make up the majority of the Board.</p> <p>The profile of each Director is set out at the relevant portion of the Annual Report.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is mindful of the recent amendments to the Listing Requirements, in particular, a director cannot act as an independent director for more than 12 years and that the amendment shall be implemented on or after 1 June 2023.</p> <p>In ascertaining the independent status of the Directors, the Board continues to believe that tenure is not the most important assessment criteria. It is of the view that how a Director discharges the fiduciary duties are the primary concern, regardless of their status. In fact, continued tenure brings stability to the Board as the Group benefits from their mix of skills, professional and commercial experience, technical expertise in their relevant fields and competencies for informed and balanced decision-making by the Board.</p> <p>Both Dato' Seri Wong Siew Hai and Mr. Lee Hock Chye have served the Company as Independent Non-Executive Directors for a cumulative term of more than twelve (12) years.</p> <p>Both Dato' Seri Wong Siew Hai and Mr. Lee Hock Chye had notified the Board of their intention to retire and accordingly not seek re-election at the forthcoming 28th AGM. The Board and Senior Management hereby record their appreciation and gratitude to both Dato' Seri Wong Siew Hai and Mr. Lee Hock Chye for their valuable and long-serving contributions to the Board and to the Group as a whole.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The appointment of the Board and Senior Management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.</p> <p>The Company has also adopted a “Directors’ Fit and Proper Policy” on 24 May 2022 to ensure that the appointment and re-election of the Directors are based on an identified objective criteria, e.g. character, integrity, relevant range of skills, knowledge, experience, competence and time commitment so that they are able to discharge their roles and responsibilities effectively in the best interest of the Company.</p> <p>The said policy is available at the Company’s website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is responsible for the appointment of new Directors. The NRC has been delegated with the task of succession planning and conducting an initial selection, which includes an external search, before making a recommendation to the Board. The NRC has the authority to obtain the services of professional recruitment firms to identify candidates for directorship or seek independent professional advice whenever necessary.</p> <p>As part of the role of the NRC, the NRC also evaluates the suitability of candidates for appointment to the Board based on, amongst others, experience, commitment (including time commitment), competency, and (if applicable) such relevant regulatory criteria for assessing independence. The NRC will then recommend the candidates for approval and appointment by the Board.</p> <p>During the financial year ended 31 March 2022 (“FY 2022”), the NRC had reviewed and recommended to the Board the appointment of Mr. Ng Chee Kiet as an additional Independent Non-Executive Director to the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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 performance of retiring Directors who are recommended for re-election at the forthcoming AGM are assessed through the Board's annual evaluation.</p> <p>A statement by the Board and the NRC on their satisfaction as to the performance and effectiveness of the retiring Directors who are offering themselves for re-election are set out at the notes accompanying the Notice of AGM.</p> <p>The profile for the aforementioned Directors, including their nature of interest with the Company (if any), are set out at the Directors' Profile section of the Annual Report.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	For the year under review, the Chairman of the NRC is Dato' Seri Wong Siew Hai and he is an Independent Non-Executive Director. His profile can be found at the relevant section of the Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board is mindful of the recommendation for Board diversity and the Listing Requirements where at least one Director shall be a female. In view of that, the NRC shall ensure that women candidates would be identified during recruitment exercises.	
		Currently, Datuk Dr. Wong Lai Sum and YM Tunku Afwida Binti Dato' Tunku Abdul Malek are the female Directors on the Board. Their profiles can be found at the relevant section of the Annual Report.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The NRC shall ensure that women candidates would be identified during recruitment exercises.	
Timeframe	:	Other	NA

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	:	The Board is of the opinion that there is no need for a formal gender diversity policy. The Group is committed to provide fair and equal opportunities and nurturing diversity within the Group.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	NA	
Timeframe	:	Other	NA

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	: The Board through the NRC conducts an annual evaluation to appraise the effectiveness of the Board as a whole and the said evaluation of the Board covers board size, mix or composition, conduct of Board meetings and Directors' skills set matrix. The Board is mindful and will consider the guidance provided under the Code that the Board should engage independent experts at least once every three (3) years, to facilitate objective and candid board evaluations. The Board plans to engage an independent expert to evaluate the effectiveness of the Board and will report the results in the financial year ending 31 March 2023 ("FY2023").
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 NRC is guided by way of an established Remuneration Policy in determining the remuneration package applicable to the Directors, the CEO and the CFO.</p> <p>The remuneration package takes into account the scope of duty and responsibilities; the conditions and experience required; the ethical values, internal balances and strategic targets of the Company; the corporate and individual performances; and the current market rate within the industry and in comparable companies.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied	
Explanation on application of the practice	:	The NRC also functions as the remuneration committee. The NRC comprises exclusively of Non-Executive Directors, a majority of whom are Independent. The NRC is guided by its Terms of Reference which is available on the Company's website.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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	:	The directors' remuneration (including benefits-in-kind) for the year under review are set out at the table annexed hereto.

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	Tan Kai Hoe	Non-Executive Non-Independent Director	55 ¹	18	Nil	Nil	Nil	Nil	73	55 ¹	16	Nil	Nil	Nil	Nil	71
2	Goh Wee Keng	Non-Executive Non-Independent Director	50 ²	4	Nil	Nil	Nil	Nil	54	50 ²	4	Nil	Nil	Nil	Nil	54
3	Peter Lim Hee Seng	Executive Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Shum Sze Keong	Non-Executive Non-Independent Director	62.5	26	Nil	Nil	Nil	Nil	88.5	62.5	26	Nil	Nil	Nil	Nil	88.5
5	Lee Hock Chye	Independent Director	60	26	Nil	Nil	Nil	Nil	86	60	26	Nil	Nil	Nil	Nil	86
6	Dato' Seri Wong Siew Hai	Independent Director	62.5	22	Nil	Nil	Nil	Nil	84.5	62.5	22	Nil	Nil	Nil	Nil	84.5
7	Datuk Dr. Wong Lai Sum	Independent Director	65	26	Nil	Nil	Nil	Nil	91	65	26	Nil	Nil	Nil	Nil	91
8	YM Tunku Afwida Binti Dato' Tunku A. Malek	Independent Director	55	22	Nil	Nil	Nil	Nil	77	55	22	Nil	Nil	Nil	Nil	77
9	Suresh Natarajan	Independent Director	55	14	Nil	Nil	Nil	Nil	69	55	14	Nil	Nil	Nil	Nil	69
10	Ng Chee Kiet ³	Independent Director	4.167	Nil	Nil	Nil	Nil	Nil	4.167	4.167	Nil	Nil	Nil	Nil	Nil	4.167

Notes:

1. Paid directly to Accuron where he is employed as at the date of this Report.
2. Paid directly to Singapore Aerospace Manufacturing Pte Ltd, where he is employed as at the date of this Report.
3. Ng Chee Kiet was appointed as an Independent Non-Executive Director w.e.f 1 March 2022. His director fees had been prorated accordingly from his effective date of appointment up to the forthcoming AGM.

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Company considers the remuneration of the Senior Management to be sensitive and confidential in view of the competitive nature of the human resource market. Thus, the Company does not intend to adopt the recommendation to disclose the detailed remuneration of each member of the Senior Management in the bands of RM50,000 on a named basis.</p> <p>Furthermore, this is also to preserve confidentiality, negative impact arising from the disclosure, and the larger need to maintain a stable work environment to meet long-term strategic goals.</p> <p>The remuneration package of the employees of the Company has been benchmarked with the industry and remains in line with industry practices. In addition, their annual increments and bonus pay-outs would be based on performance.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	NA	
Timeframe	:	Other	NA

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

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

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has complied with Practice 9.1 of the Code which stipulates that the Chairman of the Audit Committee ("AC") is not the Chairman of the Board.</p> <p>For the year under review, Datuk Dr. Wong Lai Sum is the Chairperson of the AC and she is an Independent Non-Executive Director.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	The updated Terms of Reference of the AC contains such requirement.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The AC, in accordance with its Terms of Reference, would on an annual basis review and monitor the suitability and independence of the External Auditors against a set of criteria that has been approved by the Board.</p> <p>The scope of assessment has been described in the AC Report and includes, amongst others, an assessment on the suitability, objectivity and independence of the External Auditors. All findings from the AC would be reported to the Board for further action, if any.</p> <p>The Board, through the AC, has assessed and affirmed the independence, objectivity and suitability of the External Auditors to continue in office.</p> <p>In compliance with the by-laws of the Malaysian Institute of Accountants, the Audit partners would be rotated every seven (7) years to ensure objectivity, independence and integrity of the audit opinions. Such assurance was also given by the External Auditors in the Audit Planning Memorandum and Audit Finding Report presented to the AC.</p> <p>The AC is satisfied with the competence and independence of the External Auditors and recommends the re-appointment of the External Auditors for shareholders' consideration at the AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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 :	Not Adopted
Explanation on adoption of the practice :	

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	:	All members of the AC are financially literate and are able to analyse and interpret financial statements to effectively discharge their duties and responsibilities as members of the AC. YM Tunku Afwida Binti Dato' Tunku Abdul Malek and Mr. Ng Chee Kiet are members of the Malaysian Institute of Accountants. The composition of the AC can be found at the 'Audit Committee Report' section of the Annual Report and the Board is satisfied that the AC possesses a broad range of skills and experience in the discharge of its duties.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has in place, a structured enterprise risk management framework to identify, monitor, control and report on significant risks faced by the Group on a regular basis.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	Details of the Group’s enterprise-wide risk management framework has been outlined in the Statement on Risk Management and Internal Control portion of the Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board is supported by a RSC, that had been tasked on the following:</p> <ul style="list-style-type: none">(a) Risk Management (i.e., reviewing and recommending the risk management policies and strategies for the Group in managing overall risk exposure of the Group); and(b) Sustainability (i.e., reviewing and recommending sustainability strategies and performance in advancing the Group's sustainability ambition and direction). <p>The RSC comprises a majority of Independent Directors and its Terms of Reference is available on the Company's website.</p>

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	An independent Internal Audit function, which reports directly to the AC, has been established in line with the Code and the Listing Requirements. Detailed information on the Internal Audit function has been outlined in the AC Report portion of the Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The said independent Internal Audit function has been able to provide reasonable assurance that the Group’s system of risk management and internal control is satisfactory and operating efficiently in line with the Risk Management Framework and the Internal Control Processes as described in the Statement on Risk Management and Internal Control in the Annual Report.</p> <p>None of the Internal Audit personnel has any relationship or conflict of interest that could impair their objectivity and independence in conducting their Internal Audit functions.</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

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 recognises that the key element of the Company's dialogue with its shareholders is the opportunity to gather views of, and answer questions from individuals and institutional shareholders on all issues relevant to the Group through the annual general meetings or extraordinary general meetings.</p> <p>At these general meetings, shareholders are given opportunities to seek clarification or provide feedback both about the resolutions being proposed or about the Group's operations/prospects in general. The Board will respond to all queries and take note of all suggestions put forth by shareholders. In situations whereby answers could not be provided immediately, the Chairman will undertake to furnish the shareholder with a written answer after the meeting.</p> <p>The Company also holds briefings for fund managers, institutional investors and investment analysts.</p> <p>Stakeholders and shareholders may communicate any concerns or queries to the Independent Directors through mail to the Company's registered address or via e-mail set out on the Company Website at independent@sam-malaysia.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

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	For the year under review, the Company does not fall within the definition of "Large Company" and hence, need not perform integrated reporting.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	For the financial year starting 1 April 2022, in view that the Company had achieved the status of a "Large Company", the Management and the Board will be undertaking research in planning, and restructuring its current reporting style to that of an integrated reporting. The Board will formulate a roadmap and estimate the timeframe for implementing such integrated reporting.	
Timeframe	:	Other	To be confirmed

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 General Meeting serves as the principal platform for the Board and Management to engage with shareholders pertaining to the Company's performance, corporate and business developments and any other matters affecting shareholder interests.</p> <p>The Company had served the notice of the Twenty-Seventh (27th) AGM to all shareholders not less than twenty eight (28) days prior to its meeting for the purpose of providing the shareholders sufficient time to consider the relevant proposed AGM resolutions.</p> <p>The said notice of AGM clearly sets out details of the resolutions proposed accompanied by explanatory notes on the rationale of each resolution to enable the shareholders to make informed decisions in exercising their voting rights.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All eight (8) members of the Board, the Company Secretary, External Auditors and the senior management had attended the fully virtual 27th AGM through video conferencing.</p> <p>Shareholders were given time to ask questions in relation to the agendas in the notice of the 27th AGM and Extraordinary General Meeting (“EGM”). The Chairman responded to queries received from the shareholders prior to the meeting and also other queries received through Remote Participation and Voting (“RPV”) facilities during the meetings. Where appropriate, the Chairman had also directed relevant queries to the CEO and other members of the senior management for their responses to the received queries.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company had leveraged on technology to facilitate voting in absentia and remote participation by shareholders at shareholders' meetings through hosting its fully virtual 27th AGM held on 24 August 2021 and EGM held on 16 February 2022.</p> <p>Such RPV facilities were provided by SS E Solutions Sdn Bhd via its Securities Services e-Portal ("SSeP") at https://www.sshsb.net.my/login.aspx with assurance to the Company that good cyber hygiene practices had been implemented.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	<p>Upon the conclusion of the 27th AGM, the management had presented, amongst others, details of performance, key developments and financial results for the reporting year. The Board was satisfied with the current programme for the AGM and there have been no major contentious issues noted.</p> <p>The Chairman of the Board had during the 27th AGM and the EGM responded to queries received from the shareholders prior to the meeting and also other queries received through RPV facilities during the meetings. Where appropriate, the Chairman had also directed relevant queries to the CEO and other members of the senior management for their responses to the received queries.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	For the financial year under review, the Company held all its general meetings virtually. Shareholders were advised to participate through RPV facilities provided by SS E Solutions Sdn Bhd via SSeP at https://www.sshsb.net.my/login.aspx .
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 all General Meetings are circulated to shareholders and published on the company's website no later than 30 business days after the said General Meetings.
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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