

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7014
COMPANY NAME : YLI Holdings Berhad
FINANCIAL YEAR : March 31, 2021

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	:	The Company has defined its strategic aims within its board's objective and its adherence to high standards of ethics and corporate behaviour within the Board Charter.	
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 Company has disclosed the Chairman's roles and responsibilities within the "Role of Chairman" of the Board Charter.	
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	:	The Non-Independent Non-Executive Chairman, Dato Hj. Samsuri Rahmat was appointed as the Chairman of the Board and the role of CEO is fulfilled by Mr Seah Heng Chin (Managing Director).	
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 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	:	Details of the Company Secretary roles are set out in the Board Charter. Annual assessment of Company Secretary is incorporated into the Company's Terms of Reference of Nomination Committee.	
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 1.5

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	:	Notice of meetings and meeting materials are sent out at a minimum of 5 working days in advance to the Board of Directors' (BOD) meeting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Group's Board Charter is available on its official website at which has been integrated into our company's control systems and operations. The respective roles and responsibilities of the Board, Board Committees, individual Directors and Management as well as the issues and decisions reserved for the board have also been disclosed in the Board Charter.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>Code of Conduct of Directors is disclosed within the Board Charter describing the measures put in place to handle actual or potential conflict of interest, prevent corrupt practices and ensure compliance with laws, rules and regulations and is reviewed together with the Board Charter on an annual basis.</p> <p>A formalized Code of Conduct as well as the adoption of a Whistleblowing Policy is disclosed within the Annual Report.</p> <p>The Anti Bribery Policy has been adopted and is made 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

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company's Whistleblowing Policy (WP) encourages employees to report genuine concerns in relation to breach of a legal obligation, miscarriage of justice, danger to health and safety or to the environment and the cover-up of any of these in the workplace. Also, the WP sets out avenues where legitimate concerns can be objectively investigated and addressed. Individuals are able to raise concerns about illegal, unethical or questionable practices in confidence and without the risk of reprisal.</p> <p>The Anti-Bribery Policy has been adopted and is made 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 4.1

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	:	There are presently five (5) members in the Board of Directors (BOD), of which comprises a majority three (3) of Independent Non-Executive Directors; i.e. Tan Sri Dato Academician Ir (Dr) Ahmad Zaidee Bin Laidin, Dr Abdul Latif Bin Shaikh Mohamed and Datuk Haji Jalaludin Bin Haji Ibrahim.	
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 4.2

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 justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied - Annual shareholders' approval for independent directors serving beyond 9 years
Explanation on application of the practice	:	<p>It is the responsibility of the Nominating Committee to assess the Independent Directors on an annual basis in order to ascertain that they display a strong element of impartiality upon discharging their duty. In conducting this assessment, the element of tenure is considered as to ensure that said criteria will not play a part in reducing impartiality or the lack of fresh insights.</p> <p>For FY 2021, one Independent Director of the Company, namely, Tan Sri Dato Academician Ir (Dr) Ahmad Zaidee Bin Laidin has exceeded the 9 years threshold by serving more than the said period.</p> <p>Nonetheless, following an assessment, the Nominating Committee and the Board are of the view that the said Director may continue to serve the Company and to advocate his professional views without the impairment of any independence. Hence, at the coming Annual General Meeting (AGM), the Board will seek for shareholders' approval to retain Tan Sri Dato Academician Ir (Dr) Ahmad Zaidee Bin Laidin as 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

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

Practice 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to 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 4.4

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.

Application	:	Applied	
Explanation on application of the practice	:	The Board and Senior Management have been subjected to appointment based upon qualifications and skills suited to the Company alongside consideration of diversity in experience, age, gender and cultural background. At present, the composition of the Board and Senior Management includes industry specialists from diverse fields and industries in multi-conglomerate and local corporations.	
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 4.5

The board discloses in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	At present, the Company adopts a gender diversity policy which encapsulates the objectives, principles and measures of the Group's diversity standpoint. In summary, the Board is supportive in upholding gender diversity within the boardroom and the management alongside due consideration on merited factors, such as, skills, experience, attitude and suitability of any potential candidates. Hence, as part of the Company's succession planning, gender diversity objectives will constantly be observed as a key consideration by the Company even without any specific targets determined. Additionally, the Board will look into the scope and measures of the policy on a regular basis, in ensuring its on-going effectiveness and applicability.	
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 4.6

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.

Application	:	Applied	
Explanation on application of the practice	:	The Nominating Committee is responsible for recommending suitable candidates for directorship to the Board. 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 may utilise independent sources to identify suitably qualified candidates. The Board took note of the guideline and through its Nomination Committee, they considered potential candidates for appointment of directors from various sources in their current process.	
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 4.7

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

Application	:	Applied	
Explanation on application of the practice	:	The Nominating Committee is being chaired by a Senior Independent Non-Executive Director, i.e. Tan Sri Dato Academician Ir (Dr) Ahmad Zaidee Bin Laidin.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 5.1

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 and its outcome.

For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

Application	:	Applied
Explanation on application of the practice	:	An annual assessment was conducted by the Nominating Committee to assess the performance of the Board and the Board's Committee as well as the performance of the individual Director. The criteria that were assessed within the Director's Performance Evaluation Self-Assessment Form includes the following:- <ul style="list-style-type: none">• key success factors;• assessment of competencies;• areas of improvement;• comments and feedback; and• knowledge and skills.
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 6.1

The board has in place 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 policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied	
Explanation on application of the practice	:	<p>At present, all remuneration related matters of the Directors and Senior Management are subjected the oversight and management of the Remuneration Committee. Procedures, such as establishing and recommending the remuneration structure of the Company, assessment of the remuneration package for Directors and Senior Management, review indemnity and liability insurance policies and other relevant tasks are current carried out by the Committee prior to the necessary reporting to the Board.</p> <p>A remuneration policy in stipulating guidance over the administration of matters related to remuneration within the Company is in place. The said policy shall be subjected to an annual review as well as to be made available 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

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 6.2

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	:	Currently, the Board establishes a Remuneration Committee to aid and monitor the implementations of remuneration procedures. In addition, the Committee, which is chaired by an Independent Non-Executive Director, is accompanied with its Terms of Reference that is disclosed within the company's website. The composition of the Remuneration Committee consists of only Non-Executive Directors.
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 7.1

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 :	<p>The detailed disclosure on named basis for the remuneration of individual Directors as listed in the Corporate Governance Overview Statement is reproduced as appended:-</p> <p>The detailed disclosure on named basis for the remuneration of Directors for the financial year ended 31 March 2021 is disclosed below:-</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: center;">Director's Fee (RM)</th> <th style="text-align: center;">Salary and Other Emoluments (RM)</th> <th style="text-align: center;">Contribution to Defined Contribution Plans (RM)</th> <th style="text-align: center;">Benefit-in- Kind (RM)</th> </tr> </thead> <tbody> <tr> <td>Dato' Hj Samsuri bin Rahmat</td> <td style="text-align: right;">31,128</td> <td style="text-align: right;">90,380</td> <td style="text-align: center;">-</td> <td style="text-align: right;">60,546</td> </tr> <tr> <td>Seah Heng Chin</td> <td style="text-align: right;">42,000</td> <td style="text-align: right;">469,262</td> <td style="text-align: right;">64,840</td> <td style="text-align: right;">29,900</td> </tr> <tr> <td>Tan Sri Dato Academician Ir (Dr) Ahmad Zaidee bin Laidin</td> <td style="text-align: right;">6,000</td> <td style="text-align: right;">30,000</td> <td style="text-align: center;">-</td> <td style="text-align: right;">20,000</td> </tr> <tr> <td>En Mohammad Khayat Bin Idris (Retired on 28 September 2020)</td> <td style="text-align: right;">3,000</td> <td style="text-align: right;">16,000</td> <td style="text-align: center;">-</td> <td style="text-align: right;">20,000</td> </tr> <tr> <td>Dr Abdul Latif bin Shaikh Mohamed</td> <td style="text-align: right;">6,000</td> <td style="text-align: right;">35,000</td> <td style="text-align: center;">-</td> <td style="text-align: right;">20,000</td> </tr> <tr> <td>Datuk Hj Jalaludin bin Hj Ibrahim</td> <td style="text-align: right;">6,000</td> <td style="text-align: right;">29,000</td> <td style="text-align: center;">-</td> <td style="text-align: right;">4,809</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">94,128</td> <td style="text-align: right;">669,642</td> <td style="text-align: right;">64,840</td> <td style="text-align: right;">155,255</td> </tr> </tbody> </table>						Director's Fee (RM)	Salary and Other Emoluments (RM)	Contribution to Defined Contribution Plans (RM)	Benefit-in- Kind (RM)	Dato' Hj Samsuri bin Rahmat	31,128	90,380	-	60,546	Seah Heng Chin	42,000	469,262	64,840	29,900	Tan Sri Dato Academician Ir (Dr) Ahmad Zaidee bin Laidin	6,000	30,000	-	20,000	En Mohammad Khayat Bin Idris (Retired on 28 September 2020)	3,000	16,000	-	20,000	Dr Abdul Latif bin Shaikh Mohamed	6,000	35,000	-	20,000	Datuk Hj Jalaludin bin Hj Ibrahim	6,000	29,000	-	4,809	Total	94,128	669,642	64,840	155,255
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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 7.2

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 Board is satisfied that our Senior Management's remuneration commensurate with individual and company performance.</p> <p>Disclosing Senior Management's remuneration would be disadvantageous to YLI Group, given the competitiveness in the market for talent and due to the confidentiality of remuneration packages.</p> <p>The performance of Senior Management are evaluated on an annual basis and measured against the targets sets for the year. The remuneration packages are reviewed annually and adjustments to their remuneration are made based on their individual performance and contributions in the preceding year taking into consideration the Company's performance.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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 7.3 - 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	:	

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 8.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Audit Committee, i.e. Dr. Abdul Latif Bin Shaikh Mohamed is not the Chairman of the board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 8.2

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

Application	:	Applied	
Explanation on application of the practice	:	A set of policy which stipulates the cooling period of which a former key audit partner may be elected as a member of the Audit Committee is updated in the Terms of Reference of the Audit Committee.	
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 8.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

Application	:	Applied	
Explanation on application of the practice	:	Policy and procedure for assessing the suitability, objectivity and independence of the external auditor which encompasses the nature and extent of non-audit services provided external auditors and the appropriateness of the level of fees is maintained and practiced by the Company. The Company has also obtained a written assurance from the external auditors confirming their independence.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Company is in compliance of said practice requirement, by having only solely Independent Directors (three INEDs) as members of the Audit Committee.

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 8.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate 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	:	The members of the Audit Committee presently fulfil the requirement set out within the Main Market Listing Requirements – Chapter 15 (Sub-Point 15.09), which stipulates the necessary skills and experiences required to be a member of the Audit Committee.	
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 9.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>It is the responsibility of the Board to maintain a sound and effective system of risk management and internal control in order to safeguard interest of the Company and its stakeholders. In addition, the Board also reviews the adequacy and effectiveness of these systems in supporting the Company's strategy and operations to achieve any targeted objectives.</p> <p>In order to be effective in discharging these responsibilities, the Board is assisted by the Audit Committee which functions as an oversight body to review control systems in general and to carry out on-going assessment over the adequacy and effectiveness of the risk management and internal control practices within the organisation.</p> <p>Additionally, the Board is supported by the Management in developing, implementing and monitoring practices for identifying and managing risks. This is added with the role of the Management to provide assurance that the necessary control practices are adhered and carried out accordingly based on stipulated policies and framework.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The key elements of the internal control in place within the Company have been disclosed accordingly. In addition, the Board has disclosed a conclusion over the adequacy and effectiveness of the framework established for its risk management and internal control.</p> <p>Disclosure of the main features/components of the Company’s risk management framework is delineated within 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

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 9.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

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 10.1

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	:	The Audit Committee has established a list of responsibilities within its Term of Reference which deals with the review and assessment of the Company's internal audit function. In addition, activities relevant to the discharge of said responsibilities are disclosed accordingly within the annual report, i.e. Audit Committee Report and Statement of Risk Management and Internal Control.	
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 10.2

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 information as recommended within the practice, statement whereupon the internal auditors are free from any relationship or conflict of interest, name of the outsourced service provider/external firm, name and qualification of the lead individual in charge of the engagement (from the outsourced service provider/external firm) and number of resources deployed by the outsourced service provider/external firm for the said engagement is enclosed in the Annual Report.</p> <p>The Group's internal audit function is currently outsourced to BDO Governance Advisory Sdn Bhd. The Internal Auditors carried out the audits on the Group based on a risk-based plan approved by the Audit Committee which meet the objectives of the internal audit framework relevant and applicable to the industry.</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 11.1

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

Application	:	Applied
Explanation on application of the practice	:	The Company promotes effective communication with its stakeholders through announcements and disclosure of information/results on a timely manner, executed via the Bursa Malaysia website, Company web page, press releases and annual reports. The Company has designated and disclosed the contact of an Independent Non-Executive Director within the Annual Report, for the purpose of conveying such contact point to any parties with queries or concerns regarding the Group. Disclosure of material information regarding the Board is based upon the disclosure requirements of MMLR.
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 11.2

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	:	The Company is deemed not a Large Company (as defined under MCCG), therefore, the Company has elected not to apply the recommended practice.	
		-	
<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 12.1

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	:	Notice of Annual General Meeting (AGM) issued for the AGM held was issued at least 28 days prior to the meeting.	
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 12.2

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

Application	:	Applied	
Explanation on application of the practice	:	All directors were present at the broadcast venue of the AGM on 28 September 2020. Senior management and the Group's External Auditors participated in the AGM remotely and were on-hand to respond to shareholders' enquiries.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate–

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

Application	:	Applied
Explanation on application of the practice	:	Due to the restrictions imposed by the Malaysian Government to curb the Covid-19 pandemic and as advised by the Securities Commission, the Company has conducted its first fully virtual Annual General Meeting on 28 September 2020. All Directors, while practising social distancing, were present at the broadcast venue. The Chairman of the Board and Managing Director addressed substantially all the questions received from shareholders prior to the AGM as well as during the AGM. The Company conducted poll voting on all resolutions via remote participation voting.
Explanation for departure	:	.
		.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

**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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