

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 5031  
**COMPANY NAME** : TIME DOTCOM BERHAD  
**FINANCIAL YEAR** : December 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 PERSUANT 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board of Directors ("Board") of TIME dotCom Berhad ("Time" or the "Company") is responsible for leading the Company and its subsidiaries (the "Group") and ensuring that the interests of shareholders and stakeholders equally are protected whilst enabling the Group to achieve long-term sustainability. It formulates and reviews the Group's strategic direction, core values, key policies and management of the Group to ensure that the Group operates with integrity and in compliance with all the applicable laws, rules and regulations. In addition, it is also responsible to ensure good corporate governance ("CG") culture is practised within the Group.</p> <p>In order to ensure the effective discharge of the Board's functions and responsibilities, the Board has formalised its Board Charter that clearly defines the respective roles, responsibilities and authorities of the Board, the Chairman of the Board, the Chief Executive Officer ("CEO"), the Executive Director(s) ("EDs") and the Board Committees in setting the direction, management and control of the Group. The Board Charter is published on the Company's website in line with Practice 2.1 of the Malaysian Code on Corporate Governance ("MCCG").</p> <p>The Board has also set up the following Board Committees and delegated specific powers to them to assist and to effectively discharge its functions and responsibilities:</p> <ul style="list-style-type: none"><li>(i) Audit Committee ("AC");</li><li>(ii) Nomination and Remuneration Committee ("NRC"); and</li><li>(iii) Tender Committee ("TC").</li></ul> <p>The Board Committees operate within clearly defined written terms of reference ("TOR") as approved by the Board. The approved</p>

	<p>TORs of the respective Board Committees are available for reference on the Company's website.</p> <p>The Board assumes, amongst others, the following duties and responsibilities:</p> <ul style="list-style-type: none"> <li>(a) providing leadership to the Group by developing and promoting good CG culture and values for the Group through the establishment of codes of conduct, policies, rules and procedures which reinforces ethical, prudent and professional behaviour;</li> <li>(b) being responsible on the following in respect of the Company's Senior Management and personnel including: <ul style="list-style-type: none"> <li>(i) supervising and reviewing the performance of the CEO, EDs and Chief Financial Officer ("CFO") (collectively referred to as "Senior Management");</li> <li>(ii) reviewing the performance of Senior Management;</li> <li>(iii) ensuring appropriate human resource systems are in place to ensure the well-being and effective contribution of all employees;</li> <li>(iv) delegating appropriate powers to the Senior Management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;</li> </ul> </li> <li>(c) establishing and reviewing the succession plan and policy on diversity for the Board and the Senior Management;</li> <li>(d) reviewing the adequacy and integrity of the management information and ensuring there is a sound framework for internal controls system and risk management;</li> <li>(e) reviewing, challenging and deciding on Management's proposals for the Group as well as monitoring the Management's implementation of those proposals;</li> <li>(f) ensuring that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;</li> <li>(g) identifying and understanding the principal risks of the Group's businesses and recognises that business decisions involve the taking of appropriate risks;</li> <li>(h) setting the risk appetite within which the Board expects the Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;</li> <li>(i) ensuring that Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and the Senior Management;</li> <li>(j) ensuring that the Group has in place procedures to enable effective communication with stakeholders;</li> </ul>
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	<p>(k) ensuring the integrity of the Group’s financial and non-financial reporting;</p> <p>(l) ensuring the Group’s sustainability strategies, priorities and targets as well as performance against the targets are communicated to its internal and external stakeholders; and</p> <p>(m) taking appropriate actions to stay abreast with and understand the sustainability issues relevant to the Group, including climate-related risks and opportunities.</p> <p>A total of 15 Board meetings were held during the financial year under review. Amongst others, the Board deliberated and approved the following:</p> <p>(i) the awards of contracts based on the recommendation of the TC;</p> <p>(ii) the change of authorised signatories to the loan facilities, guarantee facilities, placement accounts and banking accounts of the Company;</p> <p>(iii) the quarterly financial results and year to date performance of the Company and the Group;</p> <p>(iv) the press release on quarterly financial results;</p> <p>(v) the change of dividend policy;</p> <p>(vi) the declaration and distribution of dividends;</p> <p>(vii) the write-off of property, plant and equipment, inventory, bad debt, etc.;</p> <p>(viii) the related party transactions (“RPTs”) and recurrent RPTs;</p> <p>(ix) the annual performance bonus and salary increment for the eligible employees of the Group;</p> <p>(x) the appointments of consultants and/or advisers to provide professional advice and services;</p> <p>(xi) the revisions to the Discretionary Authority Limits of the Group (“DAL”);</p> <p>(xii) the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2021;</p> <p>(xiii) the issuance of the Company’s Annual Report 2021 and CG Report 2021;</p> <p>(xiv) the results of the Board Evaluation Exercise for year 2021;</p> <p>(xv) the amendments to the Whistleblowing Policy and Anti-Bribery &amp; Corruption (“ABC”) Policy;</p> <p>(xvi) the proposed strategic partnership for the AIMS data centre business via the partial divestment by the Company of shares in AIMS Data Centre Holding Sdn Bhd and AIMS Data Centre (Thailand) Limited to DB Arrow Pte. Limited, a portfolio company managed by DigitalBridge Group, Inc. (“Proposed Transactions”);</p> <p>(xvii) the additional budget for business-driven and project-related operating expenses and capital expenditures;</p> <p>(xviii) the Directors’ Fit and Proper Policy and the Directors’ Conflict of Interest Policy;</p>
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	<p>(xix) the changes to the Board and Board Committees' composition and the appointment of Senior Independent Director;</p> <p>(xx) the Directors and Officers Liability insurance coverage for the Directors and Officers of the Group;</p> <p>(xxi) the amendments to the TORs of the Board Committees;</p> <p>(xxii) the audit plan for the financial year ended 31 December 2022;</p> <p>(xxiii) the Circular to Shareholders in relation to the Proposed Transactions; and</p> <p>(xxiv) the interim annual operating plan for the financial year ending 31 December 2023.</p> <p>Furthermore, the Board, through its Committees, has established the following policies to enhance the Company's values and standards:</p> <p>(a) Code of Conduct and Ethics ("COC");</p> <p>(b) Policy on Nomination and Assessment Process of Board Members;</p> <p>(c) Policy on Remuneration for Non-Executive Directors and Senior Management;</p> <p>(d) External Auditors Assessment Policy;</p> <p>(e) Gender Diversity Policy;</p> <p>(f) Policy on Succession Planning for the Board and Senior Management;</p> <p>(g) ABC Policy;</p> <p>(h) Whistleblowing Policy;</p> <p>(i) Directors' Fit and Proper Policy; and</p> <p>(j) Directors' Conflict of Interest Policy.</p>
<p><b>Explanation for departure</b></p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	
<p><b>Timeframe</b></p>	

**Intended Outcome**

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

**Practice 1.2**

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Board is led by a Non-Independent Non-Executive Chairman, Elakumari Kantilal (the "Chairman"). As the leader of the Board, the Chairman is responsible for marshalling the effective functioning of the Board.</p> <p>Amongst others, the Chairman is responsible for:</p> <ul style="list-style-type: none"> <li>(i) leading the Board in establishing and monitoring good CG practices and setting the values and standards of the Group so that the Board can perform its responsibilities effectively;</li> <li>(ii) maintaining a relationship of trust with and between the EDs and Non-Executive Directors;</li> <li>(iii) setting the Board meetings' agenda and ensuring the provision of accurate and complete information to Directors in a timely manner;</li> <li>(iv) leading the Board meetings and discussions as well as encouraging active participation and allowing dissenting views to be freely expressed;</li> <li>(v) ensuring appropriate steps are taken to provide effective communication with shareholders and relevant stakeholders and that their views are communicated to the Board as a whole;</li> <li>(vi) arranging regular evaluation of the performance of the Board, its Committees and individual Directors; and</li> <li>(vii) facilitating the effective contribution of Non-Executive Directors and ensuring a constructive relationship between the EDs and Non-Executive Directors.</li> </ul> <p>Besides providing leadership for the Board, the Chairman also guides the CEO in devising and implementing the Group's strategy and ensuring the smooth functioning of the Board in the interest of good CG. Collectively with the Board, the Chairman holds the Management team accountable for meeting strategic objectives.</p>
<b>Explanation for departure</b> :	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Given the nature of the Chairman's responsibilities, the separation in the roles of the Chairman and the CEO would strengthen the Board's role in exercising objective oversight over management, and alleviate conflicts that would otherwise be particularly prevalent in the areas of performance evaluation, EDs' remuneration, succession planning and the appointment of new Directors.</p> <p>The Chairman leads and manages the Board by focusing on strategy, governance and compliance whereas the CEO, Afzal Abdul Rahim spearheads the business operation and day-to-day management of the Group and implements the Board's decisions.</p> <p>The distinct and separate roles and responsibilities of the Chairman and the CEO, with their clear division of responsibilities are provided in paragraph 4 of the Board Charter. This ensures a balance of power and authority, such that no individual has unfettered decision-making powers. The Board Charter is available on the Company's website.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Chairman remains as a member of the NRC to provide continued guidance and ensure continuity in the interim period.</p> <p>The decision-making processes of the Board Committees are collectively made in accordance with the TOR of each Committee and in the best interest of the Company.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	<p>The Board ensures there is a check and balance to prevent undue influence on Board Committee-level deliberations by the Chairman.</p> <p>The Board will identify a suitable Director for appointment as a new member of the NRC, in place of the Chairman.</p>
<b>Timeframe</b>	:	Within 1 year

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Chew Ann Nee is the Company Secretary of Time, who is:</p> <ul style="list-style-type: none"> <li>(i) qualified to act as the Company Secretary under Section 235(2) of the Companies Act 2016 ("CA 2016");</li> <li>(ii) registered with the Companies Commission of Malaysia ("CCM") under Section 241 of the CA 2016 and is issued with practising certificate by the CCM; and</li> <li>(iii) an Associate member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA).</li> </ul> <p>The detailed responsibilities of the Company Secretary are clearly defined in the Board Charter. Other than ensuring compliance with the provisions in Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements"), CA 2016 and other relevant rules and regulations, the Company Secretary advises the Board and its Committees on CG and compliance matters.</p> <p>In addition to the above roles and responsibilities, the Company Secretary continuously updates herself on the latest regulations and practices necessary to carry out her job functions.</p> <p>All Directors have full and unrestricted access to the professional advice and services of the Company Secretary to enable them to discharge their duties effectively. The Company Secretary provides dedicated support to the Board, in particular the Non-Executive Directors, and is a point of reference and support for all Directors.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	Applied
<b>Explanation on application of the practice</b>	<p>An annual schedule of the Board, Board Committees and Annual General Meetings is planned, prepared and circulated to the Board in advance of each financial year to facilitate better planning for all Directors.</p> <p>The Company encourages a paperless environment and all the meeting materials are disseminated electronically via 'Diligent Boards', an iPad-based content management solution that securely stores meeting materials digitally. A set of comprehensive electronic meeting materials containing relevant, complete, adequate and accurate information are distributed to the Board in a timely manner prior to the meetings to give Directors ample time to prepare for the meetings. The Board may also seek advice from the Management or request further information, explanation or update on any aspect of the business operations or concerns of the Group.</p> <p>The Director, who has an interest in any proposal or transaction, either direct or indirect, will declare his or her interest and abstain from deliberation and voting on the relevant resolution at the Board and Board Committees' meetings. All conflicts of interest are disclosed and recorded in the minutes of the meeting.</p> <p>The deliberations and decisions made at the Board and Board Committee meetings are well documented in the minutes of the meetings, including dissenting views and Directors' abstention from deliberation (if any) and decisions on related matters. The Company Secretary will circulate the draft minutes of the meetings to the Directors for comments and for follow-up actions by the Management.</p> <p>Upon confirmation by the Board or Board Committees at the following meetings, the minutes will be signed by the Chairman of the said meeting as a correct record of the proceedings of the meeting. Actionable items will be recorded in the minutes as matters arising until they are eventually resolved or completed.</p> <p>Every Director has full and unrestricted access to any information pertaining to the Group. The Directors may seek and obtain</p>

	independent professional advice in furtherance of their duties, the expenses of which are to be borne by the Company.	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board has established the Board Charter to set out the roles, responsibilities and authorities of the Board members, Chairman, Board Committees and Management to ensure clarity and alignment in setting the direction, management and control of the Group. It is essentially a framework of guiding principles for the Board to effectively discharge its duties. The Board Charter is subject to periodic review by the Board to align with any amendments to the relevant regulations and CG practices.</p> <p>On 2 December 2021, the Board reviewed and updated its Board Charter to correspond with the applicable amendments to the Listing Requirements and MCCG. The Board Charter is available on the Company's website.</p> <p>As stated in the Board Charter, the Board is charged with governing while the role of Senior Management is to manage the Group in accordance with the direction and delegation of the Board. It is the responsibility of the Board to oversee the activities of Management in carrying out their delegated duties. Each Director has a legal duty to act for a proper purpose and in good faith in the best interest of the Company. The Board members shall exercise reasonable care, skill and diligence in discharging their duties. The Board has the ultimate responsibility for the successful operations of the Group. In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Group.</p> <p>In order to ensure the effective discharge of the Board's functions and responsibilities, the Board has delegated specific authority to the AC, NRC and TC. The Board Committees will act in accordance with the TORs as approved by the Board. The Board Committees deliberate issues on a broad and in-depth basis before putting forward any recommendation to the Board for decision. Notwithstanding the existence of the Board Committees and the relevant authorities granted to each of the Board</p>

	<p>Committees under the respective TOR, the ultimate responsibility for the affairs of the Group and decision-making lies with the Board.</p> <p>As for the day-to-day management of the Group, it is delegated to the CEO. This formal structure of delegation is further cascaded by the CEO to the EDs and Management team. The CEO, EDs and Management team remain accountable to the Board for the delegated authority and the performance of the Group.</p> <p>The Board also approved the DAL which specifies the levels of authority delegated to the Management by the Board. The Management operates within the limits of the DAL and any matters beyond the delegated authority limits will be escalated to the Board for approval. The DAL is also reviewed periodically.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

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

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

**Practice 3.1**

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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board has established the COC and Conflict of Interest Policy with the aim of encouraging high standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors and employees, fostering standards to protect and promote the interests of shareholders and all stakeholders as well as to provide guidance to the Board to maintain the confidence of shareholders and other stakeholders in the Company's integrity. The COC is published on the Company's website.</p> <p>All employees are urged to adhere and comply with the COC to uphold professional conduct standards and safeguard the Group's interest at all times. They should also use good judgment, professional commitment and ethics to protect themselves and the Group from potential conflicts. It is mandatory for all employees to update their respective "Acceptance &amp; Compliance of COC" and "Declaration of Conflicts of Interest" on an annual basis. It is the responsibility of all employees to read, understand and adhere strictly to the COC and Conflict of Interest Policy. Any non-compliance will be deemed as gross misconduct and subject to disciplinary action as deemed fit by the Company, including summary dismissal.</p> <p>Besides the COC and Conflict of Interest Policy, the Group has also adopted the following policies to guide its business conduct:</p> <ul style="list-style-type: none"> <li>(a) ABC Policy;</li> <li>(b) Fair Usage Policy;</li> <li>(c) Ethical Service Usage Policy; and</li> <li>(d) Privacy Policy.</li> </ul> <p>All the above-mentioned policies are available on the Company's website.</p>

	<p>The Company will provide regular trainings and communications to its employees and associates on their obligations under the ABC Policy.</p> <p>In line with good CG practices, the Management and the Board encourage all employees of the Group and stakeholders of Time to report any suspected inappropriate behaviour or misconduct relating to fraud, corrupt practices and/or abuses involving the Group's assets. Employees are encouraged to report concerns of violation of the COC through the Whistleblowing Policy. No individual will be discriminated or subjected to any act of retaliation for reporting in good faith.</p> <p>The appropriateness and effectiveness of the COC are continuously monitored for improvements.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	



### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board has established and put in place the Whistleblowing Policy and procedures on whistleblowing within the Group to promote and maintain high transparency, accountability and good governance in the workplace. The Whistleblowing Policy is subject to periodic review and it was last reviewed by the Board on 24 November 2022. The policy is available on the Company's website.</p> <p>The AC Chairman and the Head of Internal Audit ("IA") division ("IAD") have been given the responsibility by the Board to monitor the implementation of the Whistleblowing Policy, whilst duties relating to the day-to-day administration of the policy are performed by the Head of IAD.</p> <p>All employees, Directors, shareholders, consultants, vendors, contractors, agency, customers or any other parties with a business relationship with the Group are encouraged to come forward and raise genuine concerns about any wrongdoing or possible improprieties in matters of financial reporting, compliance and other malpractices that may adversely impact the Group.</p> <p>The whistleblower should initially communicate a reportable misconduct to the Regional Head, IA through the following channels:</p> <p>Telephone : +60 3-5039 3756/ +60 19-332 2283 Email : whistleblower@time.com.my Fax : +60 3-5032 6589 Mailing address : Regional Head, IA Level G, No.14, Jalan Majistret U1/26 HICOM Glenmarie Industrial Park 40150, Shah Alam, Selangor Darul Ehsan Malaysia</p> <p>In the event the whistleblower suspects the Head of IAD is involved, he/she should communicate to the AC Chairman and/or the CEO.</p> <p>The Head of IAD will maintain a record of the complaints and track the receipt, investigation and resolution of each complaint</p>

	<p>accordingly. In light of privacy and security concerns, all complaints/reports are kept private and confidential. The IAD will investigate each claim independently based on standard IA practices and fraud response procedures. Upon completion of the investigation, the IAD will prepare a report to the AC that details the investigative findings and recommended course of action for decision. If the claim of malpractice or misconduct is substantiated, then the Company will take appropriate disciplinary action against the responsible individual(s) up to and including termination of employment. Based on the recommendations contained in the investigation report, Management will subsequently take action to prevent the misconduct from continuing or recurring in the future.</p> <p>During the financial year under review, the Head of IAD received and investigated 4 cases through the whistleblowing channel and the outcome of the investigations and actions taken were duly reported to the AC.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The Board approved the adoption of a Sustainability Policy in 2021 and the Sustainability Framework is still being developed.</li> <li>2. The Sustainability Steering Working Group (“SWG”) which reports to the Sustainability Steering Committee (“SSC”) has engaged an external agency to review the Sustainability Framework as part of a larger exercise to refine the Company’s sustainability strategies, priorities and targets.</li> <li>3. Sustainability continues to be a factor of consideration in the Group’s annual operating plan 2023.</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ol style="list-style-type: none"> <li>1. The Board is supported by the SSC who is responsible for aligning the Group’s sustainability strategy to attain long-term business growth and objectives as well as executing the sustainability strategies approved by the Board.</li> <li>2. The SWG, comprises of the Group’s various department heads, will implement the SSC-acknowledged sustainability plans, strategies and initiatives across the Group. SWG members will monitor the performance, progress and feedback of the implemented sustainability targets and activities and subsequently, report to the SSC Chairman.</li> <li>3. Sustainability workshops are being conducted to ensure employees’ awareness and understanding of the Company’s approach to sustainability.</li> </ol>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board, Senior Management and relevant Board Committees are fully engaged and overseeing the execution of the Sustainability Policy, including facilitating recurring performance evaluations and the forming of appropriate sustainability performance targets. The Board and Senior Management will occasionally participate and/or attend sustainability-related conferences, talks and training to keep abreast of sustainability issues and topics.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>An independent board effectiveness evaluation (“BEE”) exercise for the financial year 2021 was done externally by an independent expert and the areas for assessment included a review of the performance of the Board in addressing the Company’s material sustainability risks and opportunities.</p> <p>The BEE exercise was conducted through evaluation questionnaires and interview sessions conducted with the Directors and selected Senior Management.</p> <p>For the financial year 2022, the Board evaluation was done internally through online evaluation questionnaires facilitated by the Company Secretary.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The Board is supported by the SSC which is chaired by one of the appointed EDs. The Chairman of the SSC leads the SSC and SWG in managing sustainability strategy and related matters of the Group.

### 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.

<b>Application</b>	: Applied												
<b>Explanation on application of the practice</b>	<p><b><u>Refreshing the Board Composition</u></b></p> <p>The NRC is to assist the Board in:</p> <ul style="list-style-type: none"><li>(a) reviewing on an annual basis the appropriate balance and size of the Board and the Non-Executive Directors' participation in the Board's deliberations and discussions;</li><li>(b) ensuring the required diversity and mix of skills, knowledge, expertise, experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board; and</li><li>(c) nominating and evaluating new candidate(s) to fill the seat(s) of Board of the Company.</li></ul> <p>During the financial year under review, the Board appointed the following as Directors of the Company on the recommendation of the NRC:</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th><th>Date of Appointment</th></tr></thead><tbody><tr><td>Low Kim Fui</td><td>Independent Non-Executive Director</td><td>25 July 2022</td></tr><tr><td>Kuan Li Li</td><td>Independent Non-Executive Director</td><td>19 August 2022</td></tr><tr><td>Selvendran Katheerayson</td><td>Non-Independent Non-Executive Director</td><td>28 November 2022</td></tr></tbody></table> <p>The process of the appointment of a director includes, amongst others, the declaration of fit and proper by the potential candidate and the disclosure of his/her interests in the securities of the Company, directorships in public companies and listed issuers (if any), family relationship with any Directors and/or major shareholders of the Company and any conflict of interests that he/she has with the Company. In line with the Company's Policy on Nomination and Assessment Process of Board Members and Directors' Fit and Proper Policy, the NRC was satisfied that the</p>	Name	Designation	Date of Appointment	Low Kim Fui	Independent Non-Executive Director	25 July 2022	Kuan Li Li	Independent Non-Executive Director	19 August 2022	Selvendran Katheerayson	Non-Independent Non-Executive Director	28 November 2022
Name	Designation	Date of Appointment											
Low Kim Fui	Independent Non-Executive Director	25 July 2022											
Kuan Li Li	Independent Non-Executive Director	19 August 2022											
Selvendran Katheerayson	Non-Independent Non-Executive Director	28 November 2022											



	<p>abovementioned Directors were fit and proper to be appointed as Directors of the Company, taking into consideration their skills, expertise, experience, integrity, knowledge and commitment.</p> <p><b><u>Directors' Retirement / Re-election</u></b></p> <p>In accordance with Rule 103 of the Company's Constitution, at least 1/3 of the Directors for the time being, or the number nearest to 1/3, shall retire from office. All Directors (including Managing Director) shall retire from office at least once in every 3 years. All Directors (including Managing Director) who retire from office shall be eligible for re-election contingent on satisfactory evaluation of the Director's performance and contribution to the Board.</p> <p>The following Directors were due for retirement by rotation in accordance with Rule 103 or 107 of the Company's Constitution at the 25<sup>th</sup> Annual General Meeting of the Company held on 15 June 2022 ("25<sup>th</sup> AGM"):</p> <ul style="list-style-type: none"> <li>(i) Elakumari Kantilal (Rule 103);</li> <li>(ii) Ronnie Kok Lai Huat (Rule 103);</li> <li>(iii) Lee Guan Hong (Rule 103);</li> <li>(iv) Datuk Azailiza Mohd Ahad (Rule 107); and</li> <li>(v) Datuk Zainal Amanshah Zainal Arshad (Rule 107).</li> </ul> <p>The Board was satisfied that following the NRC's review and based on the results of the evaluation assessment undertaken by an independent expert, the Directors standing for re-election will continue to bring their knowledge, experience and skills and contribute effectively to the Board discussions, deliberations and decisions.</p> <p>Out of the 5 retiring Directors, Ronnie Kok Lai Huat decided not to offer himself for re-election and accordingly, retired as Non-Independent Non-Executive Director of the Company at the conclusion of the 25<sup>th</sup> AGM. All the other retiring Directors were re-elected as Directors of the Company at the 25<sup>th</sup> AGM.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**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.

<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	
<b>Explanation for departure</b>	<p>The Company departed from Practice 5.2 of MCGG since 15 June 2022 following the re-designation of Hong Kean Yong from an Independent Non-Executive Director to a Non-Independent Non-Executive Director on 15 June 2022.</p> <p>In the Company's effort to support the adoption of the best practices, the Board has appointed Low Kim Fui and Kuan Li Li as additional Independent Non-Executive Directors on 25 July 2022 and 19 August 2022 respectively.</p> <p>However, with the appointment of Selvendran Katheerayson as Non-Independent Non-Executive Director and the resignations of Datuk Zainal Amanshah Zainal Arshad and Lee Guan Hong on 28 November 2022, the Board presently consists of 10 members, 5 of whom are Independent Directors. Out of the 5 Non-Independent Directors, 2 are EDs.</p> <p>The Independent Directors continue to challenge Management's proposals in a constructive manner providing valuable insights drawing from their various experience spanning from marketing, information technology, telecommunications, legal and urban planning.</p> <p>The Non-Independent Non-Executive Directors actively participate in the Board meetings deliberations, always acting in the best interest of the Company.</p> <p>In the meantime, the Company will continue to seek suitably qualified candidate(s) to be appointed as independent director(s) of the Company.</p>

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b>	:	The Company is currently actively seeking suitably qualified candidate(s) for appointment as independent director(s) of the Company.	
<b>Timeframe</b>	:	Within 1 year	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	During the year under review, none of the Independent Non-Executive Directors served the Board for more than 9 years.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.*

<b>Application</b> :	Not Adopted
<b>Explanation on adoption of the practice</b> :	

**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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The appointment of director is a vital process as it determines the composition and quality of the Board's mix of diversity, professional qualification, relevant experiences, skills and competencies.</p> <p>The Company has in place the Policy on Nomination and Assessment Process of Board Members and Directors' Fit and Proper Policy which describe the processes to be undertaken by the NRC and Board in discharging their responsibilities for the nomination, assessment and re-election/appointment of Board members. Both policies are available on the Company's website.</p> <p>During the financial year under review, 3 new Directors were appointed to the Board. The NRC and Board have gone through a thorough nomination, assessment and selection process before making the decision for the said appointments.</p> <p>The Board, through the NRC, periodically reviews the structure, size and composition of the Board to ensure appropriate balance, size, mix of skills and diversity of the Board. The Board believes in Board diversity and inclusivity with diverse backgrounds, experiences and qualifications. A diverse board is able to make decision more effectively by reducing the risk of "groupthink". The Board has more than 30% women representatives. It aims to create a culture that respects and values each other's differences, promotes equality and diversity, and encourages individuals to grow and develop in order to realise their full potential.</p> <p>To ensure that Directors are able to devote the required time to serve the Board effectively, Directors are required to notify the Chairman before accepting any new directorship. The Chairman shall also notify the Board if she has any new directorship or significant commitments.</p>

	During the year under review, all Directors have devoted sufficient time to serve the Board effectively, as evidenced by their satisfactory meeting attendance as shown in the table below:		
		<b>(Attendance / Number of Board Meetings held)</b>	<b>%</b>
	Elakumari Kantilal	15/15	100
	Mark Guy Dioguardi	15/15	100
	Koh Cha-Ly	15/15	100
	Datuk Azailiza Mohd Ahad	15/15	100
	Low Kim Fui <sup>(1)</sup>	8/8	100
	Kuan Li Li <sup>(2)</sup>	8/8	100
	Hong Kean Yong	15/15	100
	Datuk Zainal Amanshah Zainal Arshad <sup>(3)</sup>	14/14	100
	Ronnie Kok Lai Huat <sup>(4)</sup>	7/7	100
	Selvendran Katheerayson <sup>(5)</sup>	1/1	100
	Afzal Abdul Rahim	15/15	100
	Patrick Corso	15/15	100
	Lee Guan Hong <sup>(6)</sup>	14/14	100
Notes:			
(1) Appointed as an Independent Non-Executive Director on 25 July 2022.			
(2) Appointed as an Independent Non-Executive Director on 19 August 2022.			
(3) Resigned as a Non-Independent Non-Executive Director on 28 November 2022.			
(4) Retired as a Non-Independent Non-Executive Director on 15 June 2022.			
(5) Appointed as a Non-Independent Non-Executive Director on 28 November 2022.			
(6) Resigned as a Non-Independent Executive Director on 28 November 2022.			
Members of the Board will also provide confirmation to the Company Secretary on their directorships in both listed and non-listed companies on a quarterly basis.			
The NRC also oversees human resource policies to ensure that the Senior Management team is diverse in terms of skills, experience, age, gender and cultural background.			
<b>Explanation for departure</b>			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Other than recommendations from existing Board members, Management or major shareholders, independent sources are being used to identify a broader range of candidates with the relevant skills and background to join the Board.</p> <p>During the financial year under review, the Board engaged an executive search firm to conduct a search for independent directors. The Board, through the NRC, conducted rigorous screening and assessment on the potential candidates shortlisted taking into account their skills, expertise, experiences and time commitment, among other areas. On the recommendation of the NRC, Kuan Li Li was subsequently appointed by the Board as an Independent Non-Executive Director on 19 August 2022.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The following Directors were due for retirement by rotation in accordance with Rule 103 or 107 of the Company's Constitution at the 25<sup>th</sup> AGM:</p> <ul style="list-style-type: none"><li>(i) Elakumari Kantilal (Rule 103);</li><li>(ii) Ronnie Kok Lai Huat (Rule 103);</li><li>(iii) Lee Guan Hong (Rule 103);</li><li>(iv) Datuk Azailiza Mohd Ahad (Rule 107); and</li><li>(v) Datuk Zainal Amanshah Zainal Arshad (Rule 107).</li></ul> <p>The Board was satisfied that following the NRC's review and based on the results of the evaluation assessment undertaken by an independent expert, the Directors standing for re-election will continue to bring their knowledge, experience and skills and contribute effectively to the Board discussions, deliberations and decisions.</p> <p>Ronnie Kok Lai Huat who decided not to offer himself for re-election, accordingly retired as Non-Independent Non-Executive Director of the Company at the conclusion of the 25<sup>th</sup> AGM. Meanwhile, Elakumari Kantilal, Lee Guan Hong, Datuk Azailiza Mohd Ahad and Datuk Zainal Amanshah Zainal Arshad were re-elected as Directors of the Company at the 25<sup>th</sup> AGM.</p> <p>The Board decided to retain Hong Kean Yong beyond his 9-year tenure as an Independent Director of the Company and sought the shareholders' approval through a two-tier voting process at the 25<sup>th</sup> AGM. However, the said resolution was not carried and consequently, Hong Kean Yong was redesignated from an Independent Non-Executive Director to a Non-Independent Non-Executive Director on 15 June 2022.</p> <p>The statements to support the re-election and retention of the abovementioned Directors were provided under the Explanatory Notes accompanying the Notice of the 25<sup>th</sup> AGM. The details and</p>

	justifications are based on the result of the BEE exercise for the financial year 2021 conducted by Ernst & Young Consulting Sdn Bhd, an independent expert engaged by the Board.	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The NRC is chaired by Mark Guy Dioguardi, the Senior Independent Non-Executive Director of the Company. His profile is set out in the Board of Directors' profile in the Company's Annual Report 2022.	
<b>Explanation for departure</b>	:		
	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the financial year under review, the women representatives on the Board of the Company has been increased from 30% to 40%. Out of 10 Directors, 4 are women Directors, namely, Elakumari Kantilal, Datuk Azailiza Mohd Ahad, Koh Cha-Ly and Kuan Li Li.</p> <p>Their profiles are set out in the Board of Directors' profile in the Company's Annual Report 2022.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Company adopted the Policy on Gender Diversity which sets out the diversity approach for the Board and Senior Management of the Company.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

*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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board appointed Ernst &amp; Young Consulting Sdn Bhd, an independent expert to undertake an independent BEE exercise for the financial year 2021. The BEE exercise covered the overall performance assessment of the Board, Board Committees and individual Directors.</p> <p>Among the areas of assessment, the appointed independent expert reviewed the overall Board performance, the leadership of the Chairman and CEO, the Boardroom's culture, the Board and/or the Board Committees' composition, responsibilities, remuneration, operations and their continuous development. The individual Board members were also assessed on their independence, contribution, commitment, competency, skills and expertise.</p> <p>As part of the BEE exercise, interviews with selected key Senior Management who have nexus to the Board and Board Committees proceedings were also conducted to obtain their views on the Board and Board Committees.</p> <p>Following completion of the evaluation process, the NRC and Board were presented with the analysed assessment report with highlighted areas for improvement. Taking into consideration the highlighted areas for improvement, the NRC together with the Board then developed an action plan for improvement.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Remuneration Policies for Non-Executive Directors and Senior Management are currently in place. The policies are aimed at motivating the Non-Executive Directors and Senior Management for the future success of the Group and also to ensure that the level of remuneration is generally set to provide market competitiveness to attract and retain the Non-Executive Directors and Senior Management. Review of the Non-Executive Directors' remuneration is done periodically taking into account the packages offered by other companies comparable to size and complexity within and across the industries for market competitiveness.</p> <p>The policies take into account the demands, complexities and performance of the Group as well as the required skills and experience of the Non-Executive Directors and Senior Management. It will also reflect the different roles and responsibilities of the Non-Executive Directors and Senior Management appropriately.</p> <p>The evaluation of Senior Management against agreed Key Performance Indicators which include both financial and non-financial metrics are reviewed and approved by the NRC. The rewards commensurate with their achievements. Benchmarking is also done within and across industries to ensure market competitiveness.</p> <p>The policies and procedures are periodically reviewed and made available on the Company's website.</p>
<b>Explanation for departure</b>	



<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NRC comprises exclusively Non-Executive Directors with a majority of them being independent.</p> <p>The TOR of the NRC sets out the authority and duties delegated by the Board which include reviewing and recommending remuneration packages for the Board and Senior Management. Review of the NRC TOR is conducted periodically and was last reviewed on 28 November 2022.</p> <p>The NRC TOR is made available on the Company's website.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The remuneration received by each of the Directors for the financial year ended 31 December 2022 is set out in the table below.</p> <p>Selvendran Katheerayson is a newly appointed Director on 28 November 2022 while those Directors listed in items 11 to 13 namely, Ronnie Kok Lai Huat, Datuk Zainal Amanshah Zainal Arshad and Lee Guan Hong are former Directors of the Company.</p>

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	Elakumari Kantital	Non-Executive Non-Independent Director	140	140	0	0	2	0	282	140	140	0	0	2	0	282
2	Mark Guy Dioguardi	Independent Director	144	140	0	0	2	0	286	144	140	0	0	2	0	286
3	Koh Cha-Ly	Independent Director	120	135	0	0	2	0	257	120	135	0	0	2	0	257
4	Datuk Azailiza Mohd Ahad	Independent Director	120	85	0	0	0	0	205	120	85	0	0	0	0	205
5	Low Kim Fui	Independent Director	52	50	0	0	0	0	102	52	50	0	0	0	0	102
6	Kuan Li Li	Independent Director	55	50	0	0	0	0	105	55	50	0	0	0	0	105
7	Hong Kean Yong	Non-Executive Non-Independent Director	142	130	0	0	2	0	274	142	130	0	0	2	0	274
8	Selvendran Katheerayson	Non-Executive Non-Independent Director	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9	Afzal Abouli Rahim	Executive Director	0	0	1,064	459	5	290	1,818	0	0	1,064	459	5	290	1,818
10	Patrick Corso	Executive Director	0	0	1,003	402	4	963	2,372	0	0	1,003	402	4	963	2,372
11	Ronnie Kok Lai Huat	Non-Executive Non-Independent Director	66	50	0	0	12	0	128	66	50	0	0	12	0	128
12	Datuk Zainal Amanshah Zainal Arshad	Non-Executive Non-Independent Director	109	75	0	0	0	0	184	109	75	0	0	0	0	184
13	Lee Guan Hong	Executive Director	0	0	993	437	1	8,933	10,364	0	0	993	437	1	8,933	10,364
14	Input info here	Choose an item	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

**Intended Outcome**

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

**Practice 8.2**

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

<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	
<b>Explanation for departure</b>	<p>As confidentiality of the remuneration of Senior Management is crucial for talent management and retention, the Company will not disclose the top 5 Senior Management's remuneration in the Company's Annual Report 2022. Given the highly competitive industry the Company operates in, the Board believes that such disclosure is not in the best interests of the Company. The Board is also mindful of the internal sensitivities such disclosure can cause.</p> <p>There is a Remuneration Policy for Senior Management in place to ensure that the level of remuneration is set to attract, retain and motivate executives of the highest calibre to competently manage the Group.</p> <p>The remuneration of the Senior Management is reviewed by the NRC at least once every year, taking into account the demands, complexities and performance of the Group, the remuneration of other companies of similar size and complexity, as well as the individual contribution, role and responsibilities of the respective members of the Senior Management team to the success of the Group.</p> <p>The NRC will conduct a periodic review of the criteria to be used in recommending the remuneration package of the Senior Management and thereafter, will recommend the same to the Board for approval.</p>

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b>	:	Independent Directors, together with the NRC, will ensure the remuneration of the top 5 Senior Management are in line with market practices.	
<b>Timeframe</b>	:	Others	Not adopting this Practice

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.

<b>Application</b> :	Not adopted
<b>Explanation on adoption of the practice</b> :	



Company ('000)								
No	Name	Position	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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The AC is led by Kuan Li Li, an Independent and Non-Executive Director who is not the Chairman of the Board.</p> <p>Her profile is set out in the Board of Directors' profile in the Company's Annual Report 2022.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has set out clearly in the TOR of AC that no former partner of the external audit firm and/or its affiliate firm (including those providing advisory services, tax consulting, etc.) shall be appointed as a member of the AC before observing a cooling-off period of at least 3 years. This is to ensure the independence of the said person before joining the AC.</p> <p>None of the present and past members of the AC were former key audit partners or had any financial interest in the External Auditors.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The AC is responsible for assessing the suitability, objectivity and independence of the External Auditors annually. It is tasked with ensuring there are proper checks and balances in place so that the provision of non-audit services is not in conflict with their audit function and does not impair the independence and objectivity of the External Auditors.</p> <p>The Board, through the AC, maintains an appropriate, formal and transparent relationship with both the Internal and External Auditors.</p> <p>The Board has in place a policy on External Auditors Assessment to review, assess and monitor the performance, suitability and independence of the External Auditors.</p> <p>The External Auditors will rotate their engagement partner in charge of the audited financial statements of the Company once every 7 years to maintain their independence. Management had been given assurance by the External Auditors confirming that they were, and had remained, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>During the financial year under review, the CFO assessed the effectiveness and performance of the External Auditors. The annual assessment encompassed areas such as objectivity and independence, competency, quality of services, communications and interactions, audit scope and planning, output delivery, fees and adequacy of resources. The results of the External Auditors' assessment were tabled to the AC on 26 May 2022. The CFO and the AC are satisfied that the External Auditors had been independent, effective and adequately resourced.</p> <p>As such, the Board had recommended the re-appointment of KPMG PLT as the External Auditors of the Company for the financial year 2022 for the shareholders' approval, which was subsequently approved at the 25<sup>th</sup> AGM.</p>

<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b> :	Not adopted
<b>Explanation on adoption of the practice</b> :	

**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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The AC has a mix of suitably qualified and experienced professionals in the fields of finance, accountancy, taxation, legal, information technology, telecommunications, corporate planning &amp; strategy development, risk management and engineering.</p> <p>Kuan Li Li, the Chairman of the AC, is a Certified Public Accountant. Accordingly, the Company has complied with Paragraph 15.09(1)(c)(ii) of the Listing Requirements.</p> <p>All members of the AC are financially literate and have the ability to discharge their responsibilities as follows:</p> <ul style="list-style-type: none"> <li>(i) overseeing the financial reporting process and ensuring that the financial reports of the Company are true and accurate and in compliance with relevant accounting standards and all applicable legislation and regulations. The AC also focused on any significant and unusual events or transactions which could affect the financial reports;</li> <li>(ii) monitoring the overall risk management framework and associated processes and practices of the Group;</li> <li>(iii) assessing and ensuring the adequacy and effectiveness of the internal control over financing reporting;</li> <li>(iv) monitoring the performance, independence and objectivity of the external and IA functions;</li> <li>(v) evaluating the fairness and reasonableness of all RPTs and recurrent RPTs; and</li> <li>(vi) monitoring and resolving potential conflict of interest.</li> </ul> <p>The AC members regularly attend trainings, seminars and talks to broaden their knowledge and keep themselves abreast with the relevant changes and industry developments including accounting and auditing standards, practices and rules. Please refer to the</p>

	Company's Annual Report 2022 for the detailed continuing education programmes attended by the AC members.	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Company has in place a Risk Management framework and procedure manual ("Risk Management Framework and Procedure Manual") which to identify, assess and monitor key business risks affecting the Group. The Board recognised that the risk management and internal control system established can provide only reasonable assurance that the Group will not be significantly affected by any event that can be reasonably foreseen or anticipated. The system of internal controls encompasses corporate governance, tender processes, financial system, IT network system, risk management, operational and organisational systems, safety, health and environment, regulatory as well as compliance control matters. The system in place provides reasonable but not absolute assurance against fraud, work site accidents, negligence, cyber-attacks, financial losses or material misstatement.</p> <p>The Risk Management Framework and Procedure Manual has been adopted to guide the Risk Management Secretariat and the organisation to identify, analyse and evaluate strategic, business and operational related risks. The Risk Management Secretariat monitors the implementation of action plans, and reports to the Risk Management Steering Committee ("RMSC") and the AC on a quarterly basis.</p> <p>The RMSC is tasked with developing and maintaining an effective risk management system within the Group. Formal risk policies and guidelines have been established as part of the Risk Management Framework. Under the existing Risk Management Framework, the business operating units, departments and divisions are responsible to ensure compliance with the risk policies and guidelines. The RMSC will review the enterprise risk profiles and Management's action plans on risk areas before presenting the risk management reports to the AC.</p> <p>The Risk Management Secretariat reports to the RMSC in order to assist it in the undertaking of its functions. The Risk Management Secretariat works with risk owners across business divisions to facilitate implementation and monitoring of risk</p>

	<p>treatment plans. Key risks and their status are identified and reported to the AC on a quarterly basis.</p> <p>The Board has overall responsibility for the risk management and internal controls. The AC, with the assistance of the RMSC, assists the Board in overseeing the risk management framework and policies as well as reviewing and monitoring the effectiveness of the system of internal controls. During the financial year under review, AC had at its meetings held on 24 February 2022, 26 May 2022, 25 August 2022 and 24 November 2022 deliberated on the identified top risks of the Group as well as action plans to manage or mitigate the said risks in order to safeguard the shareholders' investments and the Group's assets.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

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

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

**Practice 10.2**

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Company's Risk Management Framework and Procedure Manual is to identify, assess and monitor key business risks affecting the Group. The risk management framework, procedures and processes established in accordance with ISO 31000 Risk Management for managing the risks of the Group enables the Group to identify, evaluate, mitigate and monitor risks that may prevent the Group from achieving its objectives. In doing so, the stakeholders are assured that their interests are protected. Throughout the financial year under review, the Group constantly reinforces its risk management framework in order to remain relevant and effective given the present business environment.</p> <p>The Risk Management Framework and Procedure Manual outlines the following for effective risk management:</p> <ul style="list-style-type: none"> <li>(a) enterprise risk management framework;</li> <li>(b) risk management process in Time;</li> <li>(c) risk matrix and risk rating; and</li> <li>(d) roles and responsibilities of each stakeholder.</li> </ul> <p>The risk management and internal control system established by the Group provides reasonable assurance that the likelihood of a significant adverse impact on the Group's strategies and objectives due to a future event or situation is at an acceptable level for the Group's business. The Board acknowledged that there is no such processes that could provide absolute assurance against the occurrence of material errors, poor judgement in decision making, human error, losses, fraud or other irregularities.</p> <p>The Board has also established the IA function by setting up the IAD to assist the AC in reviewing, evaluating and monitoring the effectiveness of the Group's governance, risk management and internal control processes. The IAD carries out the audit assignments based on an annual risk-based IA plan approved by the AC and provides the AC with periodic reports highlighting the findings, observations, recommendations and action plans to improve the Group's internal control system. In addition, the AC also reviews and deliberates on any matters relating to internal</p>

	<p>control highlighted by the External Auditors in the course of their statutory audit of the financial statements of the Group.</p> <p>The Board had at its meeting held on 11 March 2022 received assurance from the CEO and CFO that, as at 31 December 2021, the Group's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management framework adopted by the Company.</p> <p>Based on the risk management and internal controls established by the Group, the audit assignments conducted by both the Internal and External Auditors, the review performed by the Management and the assurance from the CEO and CFO, the Board, with the concurrence of the AC, is satisfied with the Group's risk management and internal control system as at 31 December 2022 to address financial, operational, regulatory compliance, technology, cyber security and sustainability risks, which the Group considers relevant and material to its operations.</p> <p>Further details on the management and reporting of the key risks of the Group and the internal control processes in place to mitigate and manage those risks are provided in the Statement on Risk Management and Internal Control as set out in the Company's Annual Report 2022.</p>	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>		
<b>Timeframe</b>		

**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.

<b>Application</b> :	Not adopted
<b>Explanation on adoption of the practice</b> :	

### 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board is committed to the management of risks and internal controls throughout the Group operations to protect the Group's assets, earnings, markets, employees and its reputation. As such, the Board has established an in-house IA function for the Group, which is independent of the operations and led by the Regional Head, IA who reports directly to the AC, and administratively to an ED. The AC has explicit authority to communicate directly with the Regional Head, IA and <i>vice versa</i> the Regional Head, IA also has direct unrestricted access to the AC to highlight any issues of concern at any time. The IAD has full, free and unrestricted access to the Group's documents, records, assets and personnel.</p> <p>The mission of the IAD is to enhance and protect the Group's organisational value by providing risk-based and objective assurance, consultation, and insight. The main role of the IAD is to provide the AC with independent and objective evaluation of the adequacy and effectiveness of the system of internal controls, risk management and governance framework of the Group and provide reasonable assurance to the AC on the adequacy and effectiveness of the Group's governance, risk management and internal control processes.</p> <p>The IA function is governed by the IA Charter and the TOR of the AC duly approved by the Board. The IA Charter sets out the roles, responsibilities, authority, reporting procedures and work scope of the IA function. The IA Charter is required to be reviewed by the AC on an annual basis to ensure it remains up-to-date and relevant to the operations of the Group and it was last revised and approved by the AC on 24 November 2022.</p> <p>To ensure that the responsibilities of IAD are fully discharged effectively and independently, the AC reviews:</p> <ul style="list-style-type: none"><li>(a) the adequacy and relevance of the scope, functions, competency and resources of the IA function according to the standards set by recognised professional bodies, and that it has the necessary authority to carry out its work;</li><li>(b) the IA programme/plan, processes, the results of the IA programme/plan, processes or investigation undertaken, and whether or not appropriate action is taken on the recommendations of the IA function;</li></ul>

- (c) any appraisal or assessment of the performance of members of the IA function; and
- (d) any appointment or termination of senior staff members of the IA function.

The AC had on 24 November 2021 reviewed and approved the annual risk-based IA plan for the financial year 2022 (“IA Plan FY2022”). A total of 31 audit assignments were planned to be carried out. The IA Plan FY2022 was prepared in accordance with best practices of the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors (“IIA”). The Regional Head, IA assured the AC of the adequacy of resources and its competencies to carry out the IA assignments. The planned audit assignments were selected based on an assessment of the audit universe, risk-based prioritisation, value-based prioritisation and 5-year IA plan projection (assurance) as well as taking into consideration the relevant operational and financial risks as identified by the Management and IAD. In addition, the IAD also assists the Company to carry out investigation on allegations or complaints made through the whistleblowing channels. In 2022, IA received several complaint letters and had presented to the AC the outcome of its reviews as to whether there was any element of malpractices or whether the complaints fell within the classification of whistleblowing.

The AC on a quarterly basis reviewed:

- (a) the IA reports comprising audit findings, IAD’s recommendations, Management responses and corrective actions taken. The relevant Management members are made responsible for ensuring the effective implementation of corrective action plans within the agreed timeframe and regular follow-up audits are performed by the IAD to monitor the continued compliance;
- (b) the implementation status of agreed action plans;
- (c) the status of completion against the number of audit assignments as approved under the IA Plan FY2022;
- (d) the Whistleblowing Program update; and
- (e) the IAD staff movement.

The AC Chairman also met with the Regional Head, IA on a quarterly basis without the presence of Management to review the IA reports prepared by the IAD prior to the scheduled quarterly AC meetings.

The AC had undertaken annual assessment on the performance of the IAD and reviewed its effectiveness in terms of scope and compliance with relevant regulatory standards as well as adequacy of resources and core skills and competencies of staff within the IAD.

	A summary of the IA activities during the financial year ended 31 December 2022 is set out in the AC Report in the Company's Annual Report 2022.	
<b>Explanation for departure</b>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The vision of the IAD is to be a reputable division that it is independent, transparent, respected by other divisions, and acts as an internal consultant that provides internal control consultation to the Group.</p> <p>In accordance with the IA Charter, the IAD shall:</p> <ul style="list-style-type: none"><li>(a) avoid any conflict of interest situations arising, whether real or perceived, either from their professional or personal relationship in the organisation or activity which is subject to audit;</li><li>(b) have no authority or responsibility over any unit being audited;</li><li>(c) not engage with personnel in areas where it may be reasonable to construe that their independence would be impaired; and</li><li>(d) act only in a consultative capacity.</li></ul> <p>The Regional Head, IA must ensure that the IA activities remain free of conditions that threaten the ability of the IAD to carry out its activities in an unbiased matter. If independence or objectivity is impaired in fact or appearance, the Regional Head, IA will disclose the details of the impairment to the appropriate parties. If the Regional Head, IA has or is expected to have roles and/or responsibilities that fall outside of internal auditing, safeguards will be established to limit impairments to independence and objectivity. The Regional Head, IA will also confirm to the AC on the independence of the IAD on a quarterly basis.</p> <p>All audit assignments shall meet the auditing, professional standards and codes of ethics promulgated by the IIA. Each member of the IAD is expected to consistently demonstrate high standards of conduct and ethics as well as appropriate judgement, independence and discretion. All the members of the IAD shall maintain independence, integrity and confidentiality in all audit</p>

	<p>assignments entrusted to them and all audit activities will be conducted in an effective, professional and timely manner.</p> <p>The IAD is headed by Syed Abdul Qader Mohd Ansari who has more than 18 years of internal auditing experience in telecommunications, airlines and banking industry and comprises of 15 Internal Auditors. He is a Chartered Member of the IIA and the relevant certifications or professional qualifications held by the 15 Internal Auditors are as follows:</p> <table border="1" data-bbox="561 527 1360 984"> <thead> <tr> <th data-bbox="561 527 966 562">Qualification</th> <th data-bbox="966 527 1360 562">No. of Internal Auditors</th> </tr> </thead> <tbody> <tr> <td data-bbox="561 562 966 636">Bachelor's Degree</td> <td data-bbox="966 562 1360 636">12 [80%]</td> </tr> <tr> <td data-bbox="561 636 966 842">Professional (ACCA, CISA, CIA, CA, ISMS, CRMA, CISM, CSM, CFE, CCNA, CBA, CEH, CPT and Masters)</td> <td data-bbox="966 636 1360 842">10 [67%]</td> </tr> <tr> <td data-bbox="561 842 966 984">Professional Membership (ACCA, MIA, IIA, ISACA, AICB, BEM and MBOT)</td> <td data-bbox="966 842 1360 984">9 [60%]</td> </tr> </tbody> </table> <p>During the year under review, the IAD conducted various audit assignments in accordance with the approved annual risk-based IA Plan FY2022, which conformed to the IIA's International Standards for the Professional Practice of Internal Auditing.</p>		Qualification	No. of Internal Auditors	Bachelor's Degree	12 [80%]	Professional (ACCA, CISA, CIA, CA, ISMS, CRMA, CISM, CSM, CFE, CCNA, CBA, CEH, CPT and Masters)	10 [67%]	Professional Membership (ACCA, MIA, IIA, ISACA, AICB, BEM and MBOT)	9 [60%]
Qualification	No. of Internal Auditors									
Bachelor's Degree	12 [80%]									
Professional (ACCA, CISA, CIA, CA, ISMS, CRMA, CISM, CSM, CFE, CCNA, CBA, CEH, CPT and Masters)	10 [67%]									
Professional Membership (ACCA, MIA, IIA, ISACA, AICB, BEM and MBOT)	9 [60%]									
<p><b>Explanation for departure</b></p>										
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>										
<p><b>Measure</b></p>										
<p><b>Timeframe</b></p>										

**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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Company communicates regularly and proactively with its stakeholders particularly the investors and shareholders, through transparent, effective and readily accessible communication channels e.g. the Company's website, annual reports, circular to shareholders, quarterly financial results, press releases, analyst briefings, general meetings and announcements released through Bursa Link, which can also be accessed via the Company's website.</p> <p>The Board also recognises the importance of shareholders' participation in general meetings and encourages such participation. At the 25<sup>th</sup> AGM, the CEO presented to shareholders the business review, highlights of the financial performance of the Company for the financial year ended 31 December 2021, the Group's commitment to sustainability moving forward, the Group's outlook and priorities for 2022 and beyond as well as the Company's responses to questions raised by the Minority Shareholders Watch Group ("MSWG") received prior to the meeting. The Chairman also provided ample time for the questions and answers (Q&amp;A) session at the 25<sup>th</sup> AGM. All suggestions and comments given by the shareholders were addressed by the Board and Management for consideration. The minutes of meeting and answers to the questions raised by shareholders at the 25<sup>th</sup> AGM were uploaded onto the Company's website within 30 business days from the date of the meeting.</p> <p>The Board has also appointed Mark Guy Dioguardi, an Independent Non-Executive Director as the Senior Independent Non-Executive Director as the conduit to address minority shareholders' issues and to whom minority shareholders' concerns could be conveyed, in accordance with the provisions of the Board Charter. Shareholders may convey to the Senior Independent Non-Executive Director any concerns or queries regarding the Company via the following channels:</p>

	<p><b>By Mail</b>  TIME dotCom Berhad  Level 4, No. 14, Jalan Majistret U1/26  HICOM Glenmarie Industrial Park  40150 Shah Alam, Selangor Darul Ehsan  Malaysia  Attention: Mr Mark Guy Dioguardi, Senior Independent Director</p> <p><b>By Facsimile</b>  +603-5032 6063 or +603-5032 6401</p> <p><b>By Email</b>  <a href="mailto:investor.relations@time.com.my">investor.relations@time.com.my</a></p> <p>The Company has provided the following name and contact details of a designated person on its website to enable the public to forward any queries or concerns to the Company:</p> <p>Rohaila Basir, Head of Investor Relations  Telephone No. : +603-5039 3758  Facsimile No. : +603-5032 6401  Email : <a href="mailto:investor.relations@time.com.my">investor.relations@time.com.my</a></p>
<p><b>Explanation for departure</b></p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

**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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Time has embarked on its journey of integrated reporting and will seek to progress towards a robust and more mature form of integrated reporting in the coming years.</p> <p>In 2020, the Board established a road map towards becoming an established reporter by first enhancing the sustainability reporting of the Group so that the Company will have a strong foundation that can later transition into integrated reporting.</p> <p>In this regard, the Company will seek to better co-ordinate its reporting from management, business analysis and decision-making process. The Board will set the direction for Management to establish the necessary supporting infrastructure with the presence of quality non-financial data that will support the progression towards an enhanced integrated annual report.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	The Company endeavours to progressively improve on the quality of information contained in its annual report towards meeting the guiding principles which underpin integrated reporting.
<b>Timeframe</b>	:	Within 2 years

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Notice of the 25<sup>th</sup> AGM was given to the shareholders on 13 May 2022, which was more than 28 days prior to the meeting and well in advance of the statutory requirement of 21 days of notice under the CA 2016 and the Listing Requirements. The additional time given to the shareholders was to allow them to have sufficient time to make the necessary arrangements to participate in the meeting, either in person or through the appointment of corporate representatives or proxies as well as to consider the resolutions and make an informed decision in exercising their voting rights at the meeting.</p> <p>On 13 May 2022, the notification to shareholders in the form of a postcard was despatched to all shareholders to inform that the Notice of the 25<sup>th</sup> AGM, Proxy Form and Administrative Details for the 25<sup>th</sup> AGM were published on the Company’s website. The Notice of the 25<sup>th</sup> AGM was also announced to Bursa Securities via Bursa Link and advertised in the New Straits Times on the same day it was despatched to the shareholders. The Administrative Details for the 25<sup>th</sup> AGM provided useful information regarding the conduct of the fully virtual 25<sup>th</sup> AGM, together with the explanatory guide to the use of remote participation and electronic voting (“RPEV”) facilities.</p> <p>The explanatory notes in the Notice of the 25<sup>th</sup> AGM provided detailed explanations for each proposed resolution. This was to assist the shareholders in understanding the proposals to be undertaken and the implications of their decisions in voting for or against the resolutions.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All Directors were present at the 25<sup>th</sup> AGM, either in person or participate in the meeting virtually in accordance with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia. The Chair of the AC, NRC and TC were all in attendance in order to respond to any queries and provide clarifications addressed to them.</p> <p>Prior to the tabling of the resolutions at the 25<sup>th</sup> AGM, the CEO of the Company briefed the shareholders, proxies and corporate representatives on the business review, the highlights of the financial performance of the Company for the financial year ended 31 December 2021, Time's commitment to sustainability moving forward, the outlook and priorities for 2022 and beyond as well as the Company's responses to questions raised by the MSWG received prior to the meeting.</p> <p>The shareholders, proxies and corporate representatives were invited to raise questions relating to the resolutions tabled at the 25<sup>th</sup> AGM before the resolutions were put to vote. Subsequent to the clarifications provided to the queries raised by the shareholders, proxies and/or corporate representatives, the meeting proceeded with the voting process.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The 25<sup>th</sup> AGM was conducted on a fully virtual basis, through live streaming and entirely via RPEV facilities, which was available at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> (“Meeting Platform”), provided by the Company’s poll administrator, Boardroom Share Registrars Sdn Bhd (“Poll Administrator”). Shareholders participated in the 25<sup>th</sup> AGM by registering online via the BoardRoom Smart Investor Portal at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>. With the RPEV facilities, shareholders, proxies and/or corporate representatives may exercise their right to participate in (and pose questions to the Board and Management) and vote online during the 25<sup>th</sup> AGM, safely from their home or from any locations.</p> <p>The Board acknowledged the importance of good cyber hygiene practices, data privacy and security to prevent cyber threats, hence, approved the appointment of the Poll Administrator for the 25<sup>th</sup> AGM given their extensive experience in executing general meetings, scrutineering and also using an independent, thoroughly integrated and purpose-built e-polling platform, Lumi. Through the unique Meeting Platform provided, the Company can hold live Q&amp;A session and authenticate shareholders in real-time at the 25<sup>th</sup> AGM. Besides that, the e-polling system provided can also allow unmatched versatility while ensuring the shareholders’ data stay encrypted and secure. The shareholders, proxies and corporate representatives were able to participate in the 25<sup>th</sup> AGM, pose questions and vote remotely regardless of their location.</p> <p>The Poll Administrator also provided the following assurance:</p> <p>(a) all Lumi AGM systems and suppliers’ services are certified to the ISO/IEC 27001:2013 international standard which provides a robust, auditable and externally verified framework of controls designed to maintain the confidentiality, integrity and availability of customer information and the personal data Lumi processes on their behalf;</p>



	<p>(b) Lumi uses strong, industry best-practice encryption techniques to ensure customer data is protected from unauthorised access. All data is encrypted, with all keys managed directly by Lumi. There is audit trail on the respective Lumi system;</p> <p>(c) the Lumi platform is regularly and extensively penetration tested using independent, accredited third-party experts; and</p> <p>(d) client data is never used for quality assurance (QA) purposes and is not retained beyond the purpose of processing client's proxy forms for the conduct of the general meetings.</p>		
<p><b>Explanation for departure</b></p>			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
<p><b>Measure</b> :</p>			
<p><b>Timeframe</b> :</p>	<table border="1" style="width: 100%;"> <tr> <td data-bbox="545 932 943 1003"></td> <td data-bbox="943 932 1373 1003"></td> </tr> </table>		

**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.

*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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At the commencement of the 25<sup>th</sup> AGM, the Chairman and the Emcee briefed the shareholders, proxies and corporate representatives who participated virtually in the meeting of their right to ask questions and the remote e-polling procedures. The shareholders, proxies and corporate representatives were invited to submit questions related to all the resolutions of the 25<sup>th</sup> AGM in real-time during the meeting using the chat box through the Meeting Platform.</p> <p>All the questions and concerns raised by the shareholders, proxies and corporate representatives before and during the 25<sup>th</sup> AGM were made visible to all meeting participants during the meeting and duly addressed by the CEO.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

*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.*

<b>Application</b> :	Applied
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<b>Explanation on application of the practice</b> :	<p>The 25<sup>th</sup> AGM was held on a fully virtual basis, through live streaming from the broadcast venue at Time Lobby, Ground Floor, No. 14, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia and entirely using the RPEV facilities, via the Meeting Platform. The Meeting Platform, which is located in Malaysia, was provided by the Poll Administrator. A short video by the Poll Administrator was played to demonstrate to the shareholders, proxies and corporate representatives the functions available within the Meeting Platform and they were then given a 1-minute testing window to cast their votes on a trial resolution.</p> <p>The Chairman, all the Board members and Senior Management were present either in person or virtually at the 25<sup>th</sup> AGM in accordance with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia.</p> <p>The Poll Administrator and Independent Scrutineer verified the eligibility of shareholders, proxies and corporate representatives before they are allowed to participate in the 25<sup>th</sup> AGM based on the General Meeting Record of Depositors as at 9 June 2022 and upon the cut-off date and time for proxy form submission.</p> <p>The Company set out clearly the registration procedure in the Administrative Details for the 25<sup>th</sup> AGM in order to assist the shareholders, proxies and corporate representatives to register, participate in and vote remotely at the 25<sup>th</sup> AGM. Shareholders and proxies were encouraged to submit their questions prior to the 25<sup>th</sup> AGM via email to <a href="mailto:investor.relations@time.com.my">investor.relations@time.com.my</a> or type the questions in the chat box through the Meeting Platform. All the</p>
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	<p>questions and concerns raised by shareholders, proxies and corporate representatives before and during the 25<sup>th</sup> AGM were made visible to all meeting participants during the meeting and duly addressed by the CEO.</p> <p>Although the online voting session had commenced from the start of the meeting, the Chairman allowed an additional 5 minutes for the shareholders, proxies and corporate representatives to cast their votes after the conclusion of the Q&amp;A session.</p> <p>The poll results of the 25<sup>th</sup> AGM were validated by Scrutineer Solutions Sdn Bhd, the Independent Scrutineer appointed by the Company, before the announcement and declaration of the poll results by the Chairman. The poll results were also displayed on the screen for the information of the shareholders, proxies and corporate representatives who participated in the meeting.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Minutes of the 25 <sup>th</sup> AGM duly confirmed by the Board and signed by the Chairman together with the CEO's presentation materials and pertinent questions from the shareholders and responses by the Management and Board were uploaded on the Company's website on 21 July 2022, no later than 30 business days after the meeting.
<b>Explanation for departure</b>	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:
<b>Timeframe</b>	:

**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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