

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7106
COMPANY NAME : Supermax Corporation Bhd
FINANCIAL YEAR : June 30, 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.

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>An experienced and effective Board consisting of members with a wide range of skills including legal, accounting and international trade; and a wealth of experience from financial and business backgrounds, leads and controls the Group. The Directors bring depth and diverse expertise to the leadership of a Company involved in the challenging and highly competitive glove business.</p> <p>The Board continues to give close consideration to its size, composition and spread of experience and expertise. It ensures that issues of strategy, performance and resources are fully discussed and examined to take into account long-term interest of stakeholders of the Company.</p> <p>The roles and responsibilities of the Board of Directors of the Company include:-</p> <ul style="list-style-type: none">• Reviewing and adopting a strategic plan for the Company which will enhance the future growth of the Company. The Executive Directors discuss the Company's business plans and strategic directions with the Board to seek their insights and feedback before adoption. The Executive Directors then focus on implementing the business plans and strategies and update the Board on the progress and status periodically.• Overseeing the conduct of the Company's business to evaluate whether the business is being run with adequate resources and properly managed overall. The Board receives feedback from the Management and is also briefed by the Audit Committee (AC). The AC receives reports and feedback from the Internal Audit Department which conducts independent audits of the Group's operations. |

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| | <ul style="list-style-type: none"> • Identifying principal risks of the business and ensure the implementation of appropriate systems to manage these risks; and • Reviewing the adequacy and the integrity of the Company's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines. | |
| Explanation for departure : | | |
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| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure : | | |
| Timeframe : | | |

Intended Outcome

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

Practice 1.2

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

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The duties and responsibilities of each director, including the Chairman and CEO, are listed in the Board Charter which is available on the Company's website at www.supermax.com.my.</p> <p>The responsibilities of the Chairman, amongst others, are as follows:-</p> <ul style="list-style-type: none">• to lead the Board and ensure its effectiveness in all aspects of its role;• to ensure the efficient organisation and conduct of the Board's function and meetings;• to facilitate the effective contribution of all Directors at Board meetings;• to promote constructive and respectful relations between Directors, and between the Board and Management; and• to ensure effective communication with shareholders and relevant stakeholders. <p>The current Chairman is Dato' Seri Stanley Thai, who assumed the role on 8 December 2021, succeeding Mr Albert Saychuan Cheok. Dato' Seri is the Co-Founder of the Company and his educational background, working experience and other positions held are outlined under the Profile of Directors section in the Annual Report 2022.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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.

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| Application | : | Departure | |
| Explanation on application of the practice | : | | |
| Explanation for departure | : | Presently, Dato' Seri Thai Kim Sim, Stanley is the Company's Executive Chairman. Dato' Seri Thai, who is the Founder of the Supermax Group and who has been instrumental in the Group's success, is needed for his extensive experience and knowledge of the global medical device markets and business, to manage and to see the Group through a period of time which has proven to be especially challenging not just for the Supermax Group but also for the entire rubber glove industry in Malaysia. In the meantime, the Board is currently in the process of identifying a suitable candidate to join the Board and remedy this departure from the MCCG best practice. | |
| | | Please provide an alternative practice and explain how the alternative practice meets the intended outcome. | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | To bring in another suitable director onboard to enable the effective separation of the Chairman and CEO roles. | |
| Timeframe | : | Others | Within 3 to 5 years |

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

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| <i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i> | |
| Application : | Applied |
| Explanation on application of the practice : | The Chairman is not a member of any of the board committees. |
| Explanation for departure : | |
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| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure : | |
| Timeframe : | |

Intended Outcome

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

Practice 1.5

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.

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Company's corporate secretarial function is out-sourced to Tricor Corporate Services Sdn Bhd ("Tricor").</p> <p>The Board of Directors is ably supported by the company secretaries nominated by Tricor. They are qualified under Section 236 of the Companies Act, 2016, and play an advisory role to the Board in relation to the Company's constitution, Board's policies and procedures, and compliance with the relevant regulatory requirements, codes or guidance and legislations.</p> <p>The role of the Company Secretary includes:</p> <ul style="list-style-type: none"> • Ensuring compliance with regulatory requirements; • Updating the Board on changes to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"); • Providing support to the Board in ensuring adherence to board policies and procedures, rules, relevant laws and best practices on corporate governance; • Ensuring that deliberations at the Board meetings are recorded in the minutes, minutes are well documented, following-up on matters arising, maintaining a secure retrieval system which stores meeting papers and minutes of board meetings. |
| Explanation for departure | : | |
| <p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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.

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>To facilitate the Directors' time planning, the dates of the quarterly Board meetings for the year ahead would be pre-determined and agreed upon, although subject to change should it be absolutely necessary.</p> <p>Prior to each meeting, the directors would receive the meeting materials within a reasonable time sufficient for them to prepare pertinent questions and make informed decisions. The deliberations and decisions at the Board meetings are well documented in the minutes by the company secretaries. The minutes are then circulated to the Directors for review in a timely manner before it is finalised and tabled at the next board meeting for confirmation.</p> |
| Explanation for departure | : | |
| <p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

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

Practice 2.1

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

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

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Company's Board Charter was adopted on 26 May 2016. Amendments to bring the Board Charter in line with updates to the Main Market Listing Requirements and Malaysian Code of Corporate Governance were tabled to the Board of Directors and approved on 28 May 2018 and on 25 May 2022. A further update to the Board Charter following a restructuring exercise on the Board Committees was approved by the Board on 21 October 2022.</p> <p>This Board Charter serves to outline the duties, responsibilities and functions of each director and of the Board as a whole in accordance with the principles and practice of good corporate governance. It defines the Company's commitment to good corporate governance and compliance and is not an 'all inclusive' document and should be read as a broad expression of principles.</p> <p>The roles and responsibilities of the Board of Directors have been outlined earlier in this Corporate Governance Report. Individually, the directors are required to exercise care, skill and diligence; act in good faith and in the best interests of the Company; not improperly use his/her position or misuse the Company's information; and must commit the time necessary to effectively discharge his/her role as a director.</p> <p>In terms of continuing education and training for the directors, aside from the Mandatory Accreditation Programme as required by Bursa Malaysia, the directors are committed towards the pursuit of knowledge and skills enhancement through appropriate continuing education programmes and life-long learning. This will enable the Directors to effectively discharge their duties and sustain active participation during Board deliberations. The Board shall evaluate and determine the training needs of its Directors on an on-going basis. Each of the directors has attended at least one educational programme during the year.</p> |

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

Intended Outcome

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

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

Practice 3.1

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

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

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Company has a Code of Business Ethics ("CoBE") to assist the Directors and employees in defining ethical standards and conduct at work. The CoBE is not intended to be exhaustive, and there may be additional obligations under which Directors and employees are expected to behave and conduct themselves when performing their duties. The CoBE can be accessed at the Company's website www.supermax.com.my.</p> <p>The Board will monitor compliance with the CoBE and review the CoBE regularly to ensure that it continues to remain relevant and appropriate. In summary, the CoBE outlines the Directors' and employees' responsibilities and duties when engaging with all stakeholders including the Company's shareholders, its employees, its suppliers and customers and society at large. It advocates, amongst others, the qualities of professionalism, value creation, fairness, honesty, accountability, integrity and strict adherence to all applicable laws, treaties, rules and regulations in the jurisdictions within which the Company operates.</p> <p>The Company also has a Whistleblowing Policy, which encourages the reporting of any unethical or unlawful behaviour or practices. The policy can be found on the Company's website www.supermax.com.my and it provides guidance to not just Directors and employees of the Company but to third parties as well on the reporting procedures.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |

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| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

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

Practice 3.2

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

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Company also has a Whistleblowing Policy, which can be found on the Company's website www.supermax.com.my, aimed at protecting integrity, transparency, impartiality and accountability in all of the Company's business operations and activities.</p> <p>The Whistleblowing Policy provides a structured reporting channel and guidance to all employees and external parties to whistle blow without the fear of victimization. Directors, employees as well as third parties are encouraged to use the guidance provided in the Whistleblowing Policy to report all suspected misconduct, irregularities and illegal activities.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 4.1

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.

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Management supports the Group's sustainability agenda, practices, strategies, and performance, which the Board is tasked with overseeing. The Management's job is to ensure that the Group's sustainability strategies and plans are effectively implemented and to incorporate sustainability considerations into the Group's daily operations.</p> <p>The Supermax Group's sustainability matters are overseen by the Board of Directors, with assistance from the Sustainability Management Committee (the "Committee"). This committee is made up of senior management members who oversee the development and implementation of sustainability strategies and other related matters. The Board reviews and evaluates the strategic direction necessary to achieve the company's long-term sustainable growth goals.</p> <p>Additionally, the Group has also produced a standalone Sustainability Report for financial year ended 30 June 2022 where it complies with both the Global Reporting Initiative ("GRI") reporting standards and the updated Main Market Listing Requirements (the "Listing Requirements") of Bursa Malaysia.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |

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| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 4.2

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>Supermax recognises and upholds the ESG guiding principles. With this in mind, the Group believes that a sustainability report is a crucial first step in putting a strategy into action that can assist a company with goal-setting, performance evaluation, risk management, and understanding the value it creates for its stakeholders. By investing in sustainability, long-term risks to the Company can also be reduced, making the Company more appealing to investors.</p> <p>Building informed relationships through beneficial bilateral communication will promote accountability and transparency. Our sustainability strategy has been influenced in several significant areas by the opinions of stakeholders on a wide range of subjects. Stakeholders assist us in testing new concepts and addressing industry-wide problems. We also point out critical points, talk about significant issues from our perspective, and help people comprehend the Group's journey by highlighting important details. The Sustainability Report for 2022 includes a list of key stakeholders who have been identified, key areas of concern, and engagement platforms.</p> |
| Explanation for departure | : | |
| <p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 4.3

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.

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| Application | : | Applied | |
| Explanation on application of the practice | : | The Board recognises the significance of sustainable development. As part of its routine sustainability practice, the Group conducts a materiality assessment once a year to ensure that material matters remained relevant to the interests of the Group’s stakeholders and within the current business operating landscape. The Group is aware of the significance of attending to the various needs of each stakeholder group in order to develop a sustainable and successful business. Therefore, the Group uses a variety of techniques, one of which is to include stakeholders while performing materiality analysis. | |
| Explanation for departure | : | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Nomination & Remuneration Committee (“NRC”) has assessed and agreed that the Board Members are knowledgeable and have the depth of understanding on the sustainability issues that are relevant to Supermax. The NRC has conducted a review and concluded that each director currently possesses the necessary experience and core competencies to carry out their responsibilities as directors individually, as a Board, and within the board committees they serve in. They have invested adequate time to fulfil their obligations, advance their education, and develop the necessary knowledge and abilities.</p> <p>Besides that, the Board has also conducted thorough deliberations of the Group's material matters regarding ESG issues. The NRC has evaluated and agreed that Senior Management has considered and addressed ESG risks as far as possible in its risk reporting to the Board and monitored sustainability KPIs and targets, as well as reaching the sustainability targets.</p> |
| Explanation for departure | : | |
| <p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 4.5- Step Up

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

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

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| Application : | Not Adopted |
| Explanation on adoption of the practice : | |

Intended Outcome

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

Practice 5.1

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.

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Nomination & Remuneration Committee in reviewing the composition of the Board on an annual basis take into consideration the following objective criteria and merit with due regard for boardroom diversity including gender, age, cultural background and ethnic diversity:-</p> <ul style="list-style-type: none"> - skills, knowledge, expertise, experience, fit and properness; - professionalism; - character, competence, integrity, reputation and track record; - ability to understand financial statements and form a view on the information presented; - such other criteria and attributes that may be deemed appropriate or relevant. |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

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| Application | : | Applied | |
| Explanation on application of the practice | : | The Board is comprised of 8 members, i.e. the Executive Chairman, an executive director and 6 non-executive directors. All 8 of them come from very different backgrounds and bring with them a wide and varied range of expertise. As at 30 June 2022, a majority, or 5 out of 8 board members, are independent directors. | |
| Explanation for departure | : | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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.

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>Two (2) of the Company's 5 independent directors have served on the Board of Directors for over 9 years, i.e. Dato' Ting Heng Peng and Dr Rashid Bin Bakar. However, the Nomination & Remuneration Committee ("NRC") and Board have determined at the annual assessment carried out that both directors remain objective and independent in expressing their views and in participating in deliberations and decision making of the Board and Board Committees. The length of their service on the Board does not in any way interfere with their exercise of independent judgement and ability to act in the best interest of the Company.</p> <p>The NRC also found that each of the directors possess and continue to gain and develop the necessary experience and core competencies to discharge their duties as directors individually, as a Board and within the relevant board committees in which they serve. They have also devoted sufficient time to carry out their duties and responsibilities and to further their knowledge and skills required.</p> <p>Shareholders' approval to retain both Dato' Ting and Dr Rashid as independent non-executive directors was sought and obtained through a 2-tier voting process at the Company's last Annual General Meeting. This year, while the NRC and Board continue to find both directors continuing to be objective and independent, the NRC has resolved to recommend that Dato' Ting be re-designated as a Non-Independent Non-Executive Director while Dr Rashid, who is subject to retirement by rotation at the forthcoming Annual General Meeting had indicated to the Company that he would not be seeking for re-election and will retire at the conclusion of the forthcoming Annual General Meeting.</p> |
| Explanation for departure | : | |
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Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

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| Measure : | | |
| Timeframe : | | |

Intended Outcome

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

Practice 5.4 - 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.

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| Application : | Not Adopted |
| Explanation on adoption of the practice : | |

Intended Outcome

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

Practice 5.5

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

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

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Company currently does not have a formal policy on board and senior management representation in terms of gender, age or ethnicity. Nevertheless, the Company acknowledges the importance of diversity and agrees with the recommendations of the Malaysian Code on Corporate Governance relating to boardroom and workforce diversity.</p> <p>The Nomination & Remuneration Committee (“NRC”) established by the Board is responsible for assessing the nominee(s) for directorship and Board Committee membership and thereupon submitting their recommendation to the Board for decisions.</p> <p>For any new appointment of directors, the NRC conducts a rigorous selection process by applying established criteria which included the assessment of essential skill sets such as relevant industry experience and experience in developing corporate growth strategies, knowledge on legal and regulatory requirements, ability to read, analyse and interpret financial statements and also working knowledge and experience in business development; before recommending the appointment and/or re-election to the Board for approval. All the while, due consideration would be given to gender, age and ethnicity during the assessment process.</p> <p>At Board level, the current diversity is as follows:- Gender: Male (6); Female (2) Age: 30-40 (1); 41-50 (2); 51-60 (0); 61 & above (5) Ethnicity: Malay (1); Chinese (7); Indian (0)</p> <p>At Senior Management level:- Gender: Male (2); Female (0) Age: 30-40 (0); 41-50 (1); 51-60 (0); 61 & above (1) Ethnicity: Malay (0); Chinese (2); Indian (0)</p> |

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

Intended Outcome

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

Practice 5.6

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

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

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| Application | : | Applied |
| Explanation on application of the practice | : | <p>When considering candidates as potential new directors to join the Supermax Board of Directors, the Nomination & Remuneration Committee does not restrict itself to only recommendations from within but would be open to recommendations from external parties and even from individuals who offer themselves as candidates.</p> <p>The Committee is guided by the Company's Fit & Proper Policy which will be utilised to objectively evaluate the suitability of the candidate to be a director who can contribute effectively to the Board. The Committee would consider factors such as the candidates background, experience, skill-set, knowledge & character before proceeding to recommend a candidate to the Board for further deliberation and decision.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

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| Application | : | Applied |
| Explanation on application of the practice | : | Information on all current directors such as their educational background, experience, position(s) of responsibility held and directorship in other listed companies, can be found in the Annual Report under the sections 'Profile of Directors' as well as "Additional Information on the Board of Directors". They include information on the director(s) seeking re-election. A statement of support for the re-election of directors who are up for re-election at the forthcoming Annual General Meeting can be found in the notes accompanying the Notice of Annual General Meeting. |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 5.8

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

| | | | |
|--|---|---|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | The Company's Nomination & Remuneration Committee is chaired by an independent non-executive director, Dr Rashid Bin Bakar. | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |
| | | | |

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

| | | |
|--|---|---|
| Application | : | Departure |
| Explanation on application of the practice | : | |
| Explanation for departure | : | <p>Of the Board's 8 directors, 2 (25%) are female.</p> <p>As mentioned earlier, the Company has not formalised a policy on diversity but nevertheless acknowledges the importance of the recommendations on diversity contained in the Malaysian Code on Corporate Governance and is guided by it when assessing the suitability of prospective directors and senior management.</p> <p>The Company has identified several suitable female candidates who would be in the running when new directors are considered for admission to the Board.</p> |
| | | Please provide an alternative practice and explain how the alternative practice meets the intended outcome. |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | The Board will, at the next opportune time, appoint another female director to the Board to meet the minimum 30% requirement. |
| Timeframe | : | Within 3 years |

Intended Outcome

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

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

| | | | |
|--|---|--|--|
| Application | : | Departure | |
| Explanation on application of the practice | : | | |
| Explanation for departure | : | As mentioned earlier, the Company has not formalised a policy on diversity but nevertheless acknowledges its importance outlined in the Malaysian Code on Corporate Governance and will be guided by it when assessing the suitability of prospective directors and senior management. | |
| | | Please provide an alternative practice and explain how the alternative practice meets the intended outcome. | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | To formalise a policy on diversity. | |
| Timeframe | : | Within 3 years | |

Intended Outcome

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

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

| | |
|--|--|
| <i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i> | |
| Application : | Departure |
| Explanation on application of the practice : | |
| Explanation for departure : | <p>The Nomination & Remuneration Committee assesses on an annual basis the performance of the Board as a whole, Board Sub-Committees and individual Directors, based on a self-assessment approach and peer review. From the results of the assessment, including the mix of skills and experience possessed by Directors, the Board will consider and approve the recommendations on the re-election of Directors at each Annual General Meeting of the Company, with a view to meeting current and future requirements of the Group.</p> <p>The criteria used by the Nomination & Remuneration Committee in evaluating the performance of individual directors include their contribution, integrity, competency and time commitment in discharging their duties, are in a set of questionnaires. Each of the Directors will perform a self-assessment on an annual basis. For Board Sub-Committees, its members would be assessed by the non-members. The Board did not engage any external party to undertake an independent assessment of the Directors this year.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p> |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure : | To engage an independent expert to facilitate objective and candid board evaluation. |

| | | | |
|------------------|---|--------|----------------|
| Timeframe | : | Others | Within 5 years |
|------------------|---|--------|----------------|

Intended Outcome

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

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

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

| | | | |
|--|---|--|----------------|
| Application | : | Departure | |
| Explanation on application of the practice | : | | |
| Explanation for departure | : | The Board does not have a formal remuneration policy in place to determine the remuneration of directors and senior management. Nevertheless, the Nomination and Remuneration Committee in conducting its annual review of the directors and senior management's remuneration will take into consideration various pertinent factors. They include factors such as the recent past performance of the Company and the performance outlook going forward, and the prevailing remuneration packages offered by other similarly sized companies and companies operating in the same industry. | |
| | | Please provide an alternative practice and explain how the alternative practice meets the intended outcome. | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | To formalise an appropriate remuneration policy. | |
| Timeframe | : | Others | Within 5 years |
| | | | |

Intended Outcome

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

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

Practice 7.2

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

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

| | | |
|--|---|---|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board has set up a Nomination & Remuneration Committee which comprises 2 independent non-executive directors and 1 non-independent non-executive director. The Committee is chaired by Dr Rashid Bin Bakar.</p> <p>The Committee will recommend the remuneration packages of executive directors and senior management to the Board and can draw from outside independent professional advice as it may deem necessary.</p> <p>The remuneration packages of the non-executive directors would be determined by the Board of Directors as a whole taking into consideration the additional responsibilities undertaken such as the role of board chairman and roles in the various board committees.</p> <p>The Terms of Reference of the Committee can be found on the Company's website www.supermax.com.my.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

| | | |
|---|---|---|
| Application | : | Applied |
| Explanation on application of the practice | : | Instruction – Please disclose the required information in the table below. Sole reference to the annual report, without disclosing the required information in the table provided is not allowed. |

| 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 | Dato' Seri Thai Kim Sim, Stanley | Executive Director | 88065 | 1000 | Input info here | Input info here | Input info here | Input info here | 89065 | 88065 | 60000 | 3739352 | 3078750 | Input info here | Input info here | 6966167 |
| 2 | Tan Chee Keong | Executive Director | 120000 | 2500 | Input info here | Input info here | Input info here | Input info here | 122500 | 120000 | 2500 | 1422204 | 1151985 | Input info here | Input info here | 2696689 |
| 3 | Cecile Jaclyn Thai | Non-Executive Non-Independent Director | 120000 | 2500 | Input info here | Input info here | Input info here | Input info here | 122500 | 120000 | 61758 | 844434 | 756435 | Input info here | Input info here | 1782627 |
| 4 | Albert Saychuan Cheok | Independent Director | 135677 | 5500 | Input info here | Input info here | Input info here | Input info here | 141177 | 135677 | 5500 | Input info here | Input info here | Input info here | Input info here | 141177 |
| 5 | Dato' Ting Heng Peng | Independent Director | 120000 | 4000 | Input info here | Input info here | Input info here | Input info here | 124000 | 120000 | 4000 | Input info here | Input info here | Input info here | Input info here | 124000 |
| 6 | Dr Rashid Bin Bakar | Independent Director | 120000 | 5500 | Input info here | Input info here | Input info here | Input info here | 125500 | 120000 | 5500 | Input info here | Input info here | Input info here | Input info here | 125500 |
| 7 | Eisen Ng Keng Lim | Independent Director | 102000 | 2500 | Input info here | Input info here | Input info here | Input info here | 104500 | 102000 | 2500 | Input info here | Input info here | Input info here | Input info here | 104500 |
| 8 | Sharon Sung Fong Fui | Independent Director | 57581 | 2500 | Input info here | Input info here | Input info here | Input info here | 60081 | 57581 | 2500 | Input info here | Input info here | Input info here | Input info here | 60081 |
| 9 | 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 |
| 10 | 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 |
| 11 | 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 |
| 12 | 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 |
| 13 | 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 |
| 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.

| | | | |
|--|---|--|--|
| Application | : | Not applicable - all members of senior management are members of the board | |
| Explanation on application of the practice | : | | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

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

Intended Outcome

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

Practice 8.3 - Step Up

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

| | | |
|--|---|--|
| Application | : | Adopted |
| Explanation on adoption of the practice | : | All members of senior management are members of the Board. |

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

| | | |
|--|---|---|
| Application | : | Applied |
| Explanation on application of the practice | : | The Board has set up an Audit Committee comprised of 3 independent non-executive directors in line with the Malaysian Code on Corporate Governance. The Chairman of the Audit Committee is Mr Albert Cheok. The Chairman of the Board is Dato' Seri Stanley Thai, who assumed the role w.e.f. 8 December 2021. |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

| | | | |
|--|---|--|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | None of the members of the Board of Directors are former audit partners of the Company's auditors. | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

| | | | |
|--|---|--|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | <p>The Audit Committee carries out an annual assessment on the performance, suitability, objectivity and independence of the External Auditor.</p> <p>Key areas assessed are namely on the calibre and quality of service, sufficiency of resources, audit scope and planning, communications, interaction and professionalism, and including independence and objectivity. An External Auditor Assessment Policy has also been established.</p> | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

| | | |
|--|---|---|
| Application | : | Adopted |
| Explanation on adoption of the practice | : | The members of the Audit Committee are Mr Albert Cheok (Chairman), Dr Rashid Bin Bakar and Ms Sharon Sung, all 3 of whom are independent non-executive directors. |

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

| | | |
|--|---|---|
| Application | : | Applied |
| Explanation on application of the practice | : | The members of the Audit Committee have the relevant experience and knowledge in finance and accounting, and have carried out their duties in accordance with the Terms of Reference of the Audit Committee. They also keep themselves updated on the latest relevant developments through various means including attending seminars and training sessions. The qualifications, experience and training attended by the individual Audit Committee members are disclosed in the Annual Report. |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

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

Practice 10.1

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

| | | |
|---|---|---|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board of Directors is committed to maintain a sound system of risk management and internal control within the Group. The Board also acknowledges that it is their responsibility to review, in an on-going manner, the risk management and internal control system for its adequacy, effectiveness and integrity. Thus, the Board through the Risk Management & ESG Committee maintains overall responsibility for risk oversight within the Group.</p> <p>The system of risk management and internal control is designed to manage risk to a reasonable level rather than to eliminate the risk of failure to achieve the Group's business objectives. It can therefore only provide reasonable and not absolute assurance against material misstatement, financial losses, or fraud.</p> <p>In achieving the Group's business objectives, the Board assumes its responsibilities in designing the system of risk management and internal control based on the on-going process of identifying and prioritising risk, evaluating the likelihood of those risks being realised, and then, managing them effectively, efficiently, and economically.</p> <p>Management is responsible for assisting the Board in implementing and monitoring the procedures and processes which identify, assess, and monitor business risks and internal controls, and to take responsive corrective action as and when needed.</p> <p>The Board is of the view that the risk management and internal control system in place for the year under review and up to the date of issuance of the financial statements is adequate and effective to safeguard shareholders' investments, the interests of customers, regulators and employees, and the Group's assets.</p> |
| Explanation for departure | : | |
| | | |

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

| | | | |
|------------------|---|--|--|
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

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

Practice 10.2

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

| | | |
|--|---|---|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Board oversees the risk management function through the Risk Management & ESG Committee ("RMESGC"). The RMESGC reviews and recommends for the Board's consideration and approval the risk management framework and policies for managing risks within the Group. The RMESGC also monitors and assesses the risk appetite and tolerance of the Group to safeguard the Group's assets and shareholders' investments.</p> <p>The Group has in place a structured process for identification, assessment, monitoring and communication of risks and effectiveness of risk mitigation strategies at all levels of operations.</p> <p>Further details on the features of risk management and internal control are provided in the Statement on Risk Management and Internal Control disclosed in the 2022 Annual Report.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

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

Practice 10.3 - Step Up

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

| | | |
|--|---|--|
| Application | : | Adopted |
| Explanation on adoption of the practice | : | The Board has set-up a Risk Management & ESG Committee comprised of 2 Independent Non-Executive Directors and 1 Non-Independent Non-Executive Director, to oversee the Company's risk management framework and policies. |

Intended Outcome

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

Practice 11.1

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

| | | | |
|--|---|--|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | <p>The Board has established an in-house Internal Audit (“IA”) function which reports directly to the Audit Committee (“AC”).</p> <p>The head of IA reports to the AC on the assessment and adequacy of the Group’s control processes.</p> <p>The IA function undertakes an independent assessment on the internal control system of the Group and provide assurance to the AC that no material issue or major deficiency has been noted which could pose a high risk to the overall system of internal control.</p> <p>The AC reviews the appointment and removal of the Head of IA, the adequacy of the IA’s scope, competency, experience, and sufficiency of resources.</p> <p>The IA assignments were carried out in accordance with the Financial Year 2022 Audit Plan approved by the AC.</p> | |
| Explanation for departure | : | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 11.2

The board should disclose–

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

| | | | |
|--|---|--|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | <p>All the Internal Audit (“IA”) personnel had confirmed that they are free from any relationships or conflict of interest, which could impair their objectivity and independence.</p> <p>The IA Department has (3) employees headed by Mr. K. Kukananthan, who is an Institute of Internal Auditors’ Malaysia (“IIAM”) member and a graduate Degree holder with over 33 years industry wide internal audit working experience. The AC is satisfied with the competency, experience, and resources of the IA function.</p> <p>The IA reports functionally to the Audit Committee. The roles and responsibilities of the IA are guided by an Audit Charter and a framework in reference to Institute of Internal Auditors (“IIA”) International Professional Practices Framework.</p> | |
| Explanation for departure | : | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

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

| | | |
|--|---|--|
| Application | : | Applied |
| Explanation on application of the practice | : | <p>The Company is committed to establishing and maintaining effective engagement with stakeholders to keep them updated on the developments in the Company in terms of its business, operations and financial performance.</p> <p>It does so through various means and platforms that include regular participation in established investment events and conferences organised by the various research and financial houses, organising and attending meetings and briefings, mostly through video &/or tele-conference calls, through appropriate announcements to Bursa and press releases, and via updates on its websites.</p> <p>Besides the above, the Annual General Meeting also serves as a key forum for direct interaction and dialogue with its shareholders. It provides shareholders with an opportunity to clarify issues with the Management of the Company and to gain a better understanding of the Company's performance and any other matters. The Board, Senior Management as well as the Company's External Auditors are available to provide appropriate explanations and clarifications.</p> |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

| | | | |
|--|---|---|----------------|
| Application | : | Departure | |
| Explanation on application of the practice | : | | |
| Explanation for departure | : | Please provide an explanation for the departure. | |
| | | The Board has taken note of this Malaysian Code on Corporate Governance practice that encourages the adoption of integrated reporting based on a globally recognised framework. While the Company's current reporting already contains elements of integrated reporting, the Company will continue looking to improve its reporting further, it recognises that the integrated reporting encouraged by the MCCG is complex and comprehensive and more in-depth study is necessary for greater understanding before looking into its implementation. | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | The Board will continue to gain a greater understanding of integrated reporting and look to implement it gradually going forward. | |
| Timeframe | : | Others | Within 5 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.

| | | |
|--|---|--|
| Application | : | Applied |
| Explanation on application of the practice | : | The Annual General Meeting (“AGM”) is the principal forum for dialogue and interaction with shareholders where they may seek clarifications on the Group’s business and performance. As recommended by the Malaysian Code on Corporate Governance, the notice of AGM will be despatched to shareholders at least twenty eight (28) days before the AGM, to allow shareholders sufficient time to go through the Annual Report in order to prepare pertinent questions and to make the necessary attendance and voting arrangements. The notice of AGM, which sets out the business to be transacted at the AGM, is also published in a major local newspaper. The Board will ensure that each item of special business included in the notices of the AGM or extraordinary general meeting is accompanied by a full explanation of the effects of any proposed resolution. |
| Explanation for departure | : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | |
| Measure | : | |
| Timeframe | : | |

Intended Outcome

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

Practice 13.2

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

| | | | |
|--|---|--|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | The Company's General Meetings are attended by each member of the Board unless there are extenuating circumstances such as a medical emergency. Each board member would be at hand to address all questions posed by the shareholders. The External Auditors would also be present to provide support on questions relating to the audited accounts. | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

| | | | |
|--|---|---|--|
| Application | : | Applied | |
| Explanation on application of the practice | : | We had conducted virtual Annual General Meetings (“AGM”) in the last 2 years, but will be reverting to a physical AGM this year. For our shareholders who are unable to attend our General Meetings in person, they are accorded the option of appointing proxies (including the Chairman of the Board of Directors) to vote on their behalf. We also hold our physical General Meetings at prominent hotels in the Klang Valley which are easily accessible. | |
| Explanation for departure | : | | |
| | | | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | | | |
| Measure | : | | |
| Timeframe | : | | |

Intended Outcome

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

Practice 13.4

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

| | |
|--|--|
| <i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i> | |
| Application : | Applied |
| Explanation on application of the practice : | The Chairman ensures that the general meetings provide an important opportunity for effective communication with, and constructive feedback from the shareholders. Shareholders are encouraged to post their questions to the Board using the query box facility at our last 2 AGMs which were conducted virtually. Shareholders who attend our coming physical AGM will similarly be encouraged to pose their queries to the Company during the Q&A sessions. The Board of Directors, together with management staff as well as the External Auditors are on hand to take on the questions posed. |
| Explanation for departure : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure : | |
| Timeframe : | |

Intended Outcome

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

Practice 13.5

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

| | |
|--|--|
| <i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i> | |
| Application : | Not applicable – only physical general meetings were conducted in the financial year |
| Explanation on application of the practice : | |
| Explanation for departure : | |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure : | |
| Timeframe : | |

Intended Outcome

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

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

| | |
|--|---|
| <i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i> | |
| Application | : Applied |
| Explanation on application of the practice | : The minutes of the Company's last Annual General Meeting ("AGM") had been posted onto the Company's website timely. The Company will endeavour to do likewise after the conclusion of the upcoming AGM scheduled to be held on 8 December 2022. |
| Explanation for departure | : |
| <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i> | |
| Measure | : |
| Timeframe | : |

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES
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.

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