

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0132  
**COMPANY NAME** : TECHNODEx BHD. (“TDEX” or “the Company”)  
**FINANCIAL YEAR** : June 30, 2021

## OUTLINE:

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

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

### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

### Intended Outcome

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

### Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("the Board") collectively leads and is responsible for the performance and affairs of the Group, including practicing a high level of good governance. All Board members are expected to show good stewardship and act professionally as well as upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.</p> <p>The Board has the responsibility of leading and directing the Group towards realising long term corporate objectives and increasing shareholders' value. The Board retains full and effective control of the Group's strategic plans, implements an appropriate system of risk management and ensures the adequacy and integrity of the Group's system of internal control.</p> <p>Broadly, the Board assumes the following principal responsibilities in discharging its fiduciary and leadership functions:</p> <ul style="list-style-type: none"><li>• Reviewing and adopting a strategic plan for the Group, including addressing the Group's business strategies on promoting sustainability.</li><li>• Overseeing the conduct of the Group's business, and evaluating whether or not its businesses are being properly managed.</li><li>• Identifying principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to address such risks.</li><li>• Ensuring that all candidates appointed to the Board are of sufficient calibre, including having in place a process to provide for the orderly succession of the members of the Board.</li></ul>

	<ul style="list-style-type: none"> <li>• Overseeing the development and implementation of an investor relations programme and stakeholder communications policy.</li> <li>• Reviewing the adequacy and integrity of the Group’s internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.</li> </ul>	
<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

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 Chairman of the Board, YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah, holds an Independent Non-Executive position and is primarily responsible for the leadership, effectiveness, conduct and governance of the Board.</p> <p>The responsibilities of the Chairman, amongst others, including the following:</p> <ul style="list-style-type: none"><li>• To provide leadership to the Board.</li><li>• To examine the public image of the organisation and establish plans and programme to improve TDex and its subsidiaries ("the Group") in every way.</li><li>• To oversee ethical business practices and adherence to the Group's mission statement.</li><li>• To oversee the effective discharge of the Board's supervisory role.</li><li>• To facilitate the effective contribution of all Directors.</li><li>• To conduct and chair Board Meetings and General Meetings of the Company.</li><li>• To manage Board communications and Board effectiveness and effective supervision over Management.</li><li>• To ensure that quality information to facilitate decision-making is delivered to the Board in a timely manner.</li><li>• To ensure Board Meetings and General Meetings comply with good conduct and best practices.</li><li>• To ensure adequate time is allocated during Board Meetings for discussion of issues tabled to the Board for deliberation.</li><li>• To promote constructive and respectful relations between Board members and between the Board and the Management.</li></ul>

	<ul style="list-style-type: none"> <li>• Together with the Executive Directors, represents the Company and/or the Group to external groups such as shareholders, creditors, consumer groups, local communities and federal, state, and local governments.</li> </ul>	
<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

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>The roles of the Chairman and Executive Directors are distinct and separate to ensure that there is a balance of power and authority.</p> <p>The Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board while the Executive Directors have overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions.</p> <p>Mr. Tan Sze Chong, the former Group Managing Director of the Company was re-designated as the Executive Director, Corporate Strategy and Planning on 26 October 2020.</p> <p>The Executive Directors of the Company are accountable to the Board for the overall organisation, management, and staffing of the Company and/or Group and for the procedures in financial and other matters, including conduct and discipline.</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

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

### Practice 1.4

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by a qualified and competent Company Secretary. The Company Secretary is a member of the Malaysian Association of Companies Secretaries and is holding a professional certificate as qualified Company Secretary under the Malaysian Companies Act 2016. She possesses over 26 years of experience in corporate secretarial practices.</p> <p>The Board acknowledges that the Company Secretary plays an important role and will ensure that the Company Secretary fulfils the functions for which she has been appointed.</p> <p>The Company Secretary ensures the minutes of all meetings are properly recorded and reflected the correct proceedings of the meetings, including whether any Director abstained from voting or deliberating on a particular matter.</p> <p>The Company Secretary plays an advisory role in supporting the Board and the Board Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company, particularly, Companies Act 2016, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Malaysian Code on Corporate Governance ("MCCG"), Company's Constitution and Board Charter.</p> <p>During the FYE 2021, all the Board and Board Committees meetings were properly convened, and accurate and proper records of the proceedings and resolutions passed were taken and maintained in the statutory records of the Company.</p> <p>Overall, the Board is satisfied with the service and support rendered by our Company Secretary to the Board in the discharge of her functions.</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 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>To facilitate the Directors' time planning, meetings calendar was prepared in advance of each new calendar year by the Company Secretary. The meetings calendar provides the Directors with scheduled dates for meetings of the Board and Board Committees as well as the Annual General Meeting ("AGM"). The closed periods for dealings in securities by Directors and principal officers based on the scheduled dates of meetings for making announcements of the Group's quarterly results were also provided therein.</p> <p>The Notice of Board meetings are sent to the Directors via email at least five (5) working days prior to the date of meetings. This is to ensure sufficient time for all Board members to review and deliberate on such matters accordingly and, where required, to obtain further information and clarification to facilitate well-informed decision-making during the meeting.</p> <p>The Management and other advisers are invited to attend the meeting to report and brief on their respective areas of responsibility if required.</p> <p>The deliberations and decisions of matters discussed in the Board or Board Committees meetings are duly recorded in the minutes of meetings. The draft minutes are circulated to the Chairman of the Board and Board Committees for review within a reasonable timeframe after the meeting. The meeting minutes accurately captured the deliberations and decisions of the Board and/or the Board Committees, including whether any Director abstains from voting or deliberating on a particular matter.</p> <p>All the records of proceedings and resolutions passed are kept at the registered office of the Company.</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 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 put in place a Board Charter. The Board Charter is intended to identify the role, structure and processes related to the key governance activities of the Board. It also serves as a reference point for Board activities. It is designed to provide guidance and clarity to Directors and Management with regards to the roles of the Boards and its Board Committees, the role of the Chairman and the Executive Directors, the requirements of Directors in carrying out their roles and in discharging their duties towards the Company as well as the Board's operating practices.</p> <p>The Board Charter was last reviewed, updated and revised on 24 May 2021 and is published in the Company's corporate website at <a href="http://www.technodex.com">www.technodex.com</a>.</p> <p>The Board Charter will be reviewed from time to time to ensure it remains consistent with the Board's objectives, current law and practices.</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 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 adopted a Code of Ethics and Conduct which was incorporated in the Board Charter of the Company. The Code of Ethics and Conduct is to be observed by all Directors and employees of the Group.</p> <p>The Board had on 29 May 2020 incorporated the anti-bribery and anti-corruption requirements to be observed by all the Directors and employees of the Group under the Code of Ethics and Conduct.</p> <p>The Board will review the Code of Conduct and Ethics from time to time to ensure that it continues to remain relevant and appropriate.</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 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 Group has put in place its Whistle Blowing Policy which is published on the Company's corporate website at <a href="http://www.technodex.com">www.technodex.com</a>.</p> <p>The Whistle Blowing Policy aims to achieve the following:</p> <ul style="list-style-type: none"><li>• To encourage and develop a culture of openness, accountability and integrity.</li><li>• To provide avenues for employees to raise genuine concerns or allegations through the appropriate channels upon discovery of possible misconduct.</li><li>• To ensure the protection to individual who reports the concern or allegation in good faith in accordance with the procedures.</li><li>• To enable the Management to be informed at an early stage about acts of misconduct.</li></ul> <p>The Whistle Blowing Policy was revised on 29 May 2020 which incorporated the relevant amendments in relation to anti-corruption measures.</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>	:		
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## Intended Outcome

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

## Practice 4.1

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

<b>Application</b>	:	Applied																		
<b>Explanation on application of the practice</b>	:	<p>The Board currently has eight (8) members as set out in the table below:-</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th></tr></thead><tbody><tr><td>YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Sultan Badlishah</td><td>Independent Non-Executive Chairman</td></tr><tr><td>Peh Lian Hwa</td><td>Non-Independent Non-Executive Deputy Chairman</td></tr><tr><td>Tan Sze Chong</td><td>Executive Director</td></tr><tr><td>Heng Ling Jy</td><td>Executive Director, Operations</td></tr><tr><td>Tan Boon Wooi</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>Steven Wong Chin Fung</td><td>Independent Non-Executive Director</td></tr><tr><td>Datuk Abd Hamid Bin Abu Bakar</td><td>Independent Non-Executive Director</td></tr><tr><td>Saifulrizam Bin Zainal</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>This composition is in line with Practice 4.1 of the MCGG whereas at least half of the Board comprises independent directors.</p> <p>The presence of Independent Non-Executive Directors ensures that views, consideration, judgment and discretion exercised by the Board in decision making remains objective and independent whilst assuring the interest of other parties such as minority shareholders are fully addressed and adequately protected as well as being accorded with due consideration.</p>	Name	Designation	YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Sultan Badlishah	Independent Non-Executive Chairman	Peh Lian Hwa	Non-Independent Non-Executive Deputy Chairman	Tan Sze Chong	Executive Director	Heng Ling Jy	Executive Director, Operations	Tan Boon Wooi	Non-Independent Non-Executive Director	Steven Wong Chin Fung	Independent Non-Executive Director	Datuk Abd Hamid Bin Abu Bakar	Independent Non-Executive Director	Saifulrizam Bin Zainal	Independent Non-Executive Director
Name	Designation																			
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<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>	:		
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## Intended Outcome

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

## Practice 4.2

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

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

<b>Application</b>	: Applied - Annual shareholders' approval for independent directors serving beyond 9 years
<b>Explanation on application of the practice</b>	<p>Mr. Steven Wong Chin Fung has served the Board as an Independent Non-Executive Director for a cumulative term of more than nine (9) years.</p> <p>Pursuant to the MCCG, the Board upon obtaining the recommendation of the Nomination and Remuneration Committee, will be seeking approval of the shareholders at the forthcoming AGM to retain Mr. Steven Wong Chin Fung as an Independent Non-Executive Director of the Company based on the following justifications:-</p> <ul style="list-style-type: none"><li>(a) he has declared and confirmed that he fulfilled the criteria under the definition of Independent Director as set out in Rule 1 of the ACE Market Listing Requirements of Bursa Securities;</li><li>(b) he has vast experience in his industry which could provide the Board with a diverse set of experience, expertise and independent judgement;</li><li>(c) he has good knowledge of the Group's operations;</li><li>(d) he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and</li><li>(e) he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties in the best interest of the Company and shareholders of the Company.</li></ul> <p>The Board believes that the Independent Directors' continued contribution, especially their invaluable knowledge of the Group gained through the years, will provide stability and benefits to the Board and the Company as a whole. Their caliber, qualification, experience and personal qualities, and more importantly, the Director's integrity and objectivity in discharging their responsibilities in the best interest of the</p>

	Company predominantly determines the ability of the Directors to serve effectively as Independent Directors.	
<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 4.3 - Step Up**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NRC is aimed to improve its efficiency and effectiveness in discharging its duties.</p> <p>The NRC is responsible to lead the process for the nomination of new candidates for appointment and making the necessary recommendations to the Board. In this respect, the role of the NRC is detailed in its Terms of Reference, which is accessible on the Company's corporate website, <a href="http://www.technodex.com">www.technodex.com</a>.</p> <p>The Board, through its NRC, believes that candidature to the Board should be based on a candidate's merits, a mix of skills, experience, independence, age, integrity, core competence, cultural background and contribution.</p> <p>The profile of the Board and senior management are set out in the Company's Annual Report for the FYE 2021 ("AR 2021") with details of skills, experience, age, cultural background and gender.</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**

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

**Practice 4.5**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>In line with the MCCG and in view of the gained attention of boardroom diversity as an important element of a well functioned organisation, the Board has established a Gender Diversity Policy which provides a framework for the Company to improve its gender diversity at the Board level.</p> <p>The Board shall also accord due consideration to inculcate diversity policy in the boardroom and workplace which encapsulates not only gender, but also age and ethnicity for a well-functioned organization. Presently, there is one (1) female Director out of eight (8) Directors.</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**

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

**Practice 4.6**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The candidates for the appointment of directors are to be appointed in a formal and transparent practice as endorsed by the MCCG. The NRC will scrutinise the candidates and recommend the same for the Board’s approval. In discharging this duty, the NRC will assess the suitability of an individual by taking into account the individual’s mix of skill, functional knowledge, expertise, experience, professionalism, integrity and/or other commitments that the candidate can bring to complement the Board.</p> <p>In searching for suitable candidates, the NRC may receive suggestions from existing Board members, Management and major shareholder. The NRC is also open to referrals from external sources available, such as industry and professional associations, as well as independent search firms.</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**

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

**Practice 4.7**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The NRC is chaired by an Independent Non-Executive Director, Datuk Abd Hamid Bin Abu Bakar.	
<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 5.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out and its outcome.

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Facilitated by the NRC, the Company conducts an annual evaluation to determine the effectiveness of the Board, the Board Committees and each individual Director. The process is carried out via customised assessment forms sent to Directors pertaining to the following evaluations:-</p> <ul style="list-style-type: none"><li>i. Performance of Executive Directors;</li><li>ii. Performance of Non-Executive Directors;</li><li>iii. Independence of the Independent Directors;</li><li>iv. Performance of the AC; and</li><li>v. Effectiveness of the Board and Board Committees as a whole.</li></ul> <p>In evaluating the performance of Non-Executive Directors, certain criteria were established and adopted, amongst others, attendance at Board or Committee meetings, adequate preparation for Board and/or Committee meetings, regular contribution to Board or Committee meetings, personal input to the role and other contributions to the Board or Committee as a whole.</p> <p>In evaluating the performance of Executive Directors, the assessment was carried out against diverse key performance indicators, amongst others, financial, strategic, operations management and business plans, product development, conformance and compliance, shareholders' relations, employee training and development, succession planning and personal input to the role.</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 6.1

The board has in place policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board had through NRC, established a formal and transparent Remuneration Policy as a guide for the Board and the NRC to determine the remuneration of Directors and/or Senior Management of the Company, which take into account the demands, complexities and performance of the Company as well as skills and experience required.</p> <p>The Remuneration Policy is available at the Company's corporate website at <a href="http://www.technodex.com">www.technodex.com</a>.</p> <p>The Board will determine the level of remuneration of Board Members, taking into consideration the recommendations of the NRC for Executive Directors. The remuneration of the Executive Directors is rewarded on performance based.</p> <p>Non-Executive Directors of the Company will be paid a basic fee as ordinary remuneration based on their responsibilities in Committees and the Board, their attendance and/or special skills and expertise they bring to the Board. The fee shall be fixed in sum and not by a commission on or percentage of profits or turnover.</p>
<b>Explanation for departure</b>	:	
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<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 6.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NRC comprises the following members, all being Independent Non-Executive Directors: -</p> <ul style="list-style-type: none"> <li>• Datuk Abd Hamid Bin Abu Bakar, Chairman</li> <li>• Steven Wong Chin Fung, Member</li> <li>• Saifulrizam Bin Zainal, Member</li> </ul> <p>The NRC is principally responsible for assessing and reviewing the Remuneration Policy for the Directors of the Company. The NRC also seeks to ensure that the remuneration packages are commensurate with the expected responsibility and contribution by the Directors and subsequently recommending to the Board for adoption.</p> <p>Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.</p> <p>The Terms of Reference of the NRC is published on the Company's corporate website, <a href="http://www.technodex.com">www.technodex.com</a>.</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>	:		
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### Intended Outcome

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

### Practice 7.1

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 detailed disclosure of the Directors' remuneration received from the Company and the Group during the FYE 2021 is as follows:-</p> <p><b>The Company</b></p> <table border="1"> <thead> <tr> <th>Name of Directors</th> <th>Fees RM'000</th> <th>Salaries RM'000</th> <th>Benefits in Kind RM'000</th> <th>Meeting Allowance RM'000</th> <th>Bonus RM'000</th> <th>Other Emoluments RM'000</th> <th>Total RM'000</th> </tr> </thead> <tbody> <tr> <td>YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah <sup>(1)</sup></td> <td>81,935</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>81,935</td> </tr> <tr> <td>Peh Lian Hwa</td> <td>81,935</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>81,935</td> </tr> <tr> <td>Steven Wong Chin Fung</td> <td>30</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>30</td> </tr> <tr> <td>Tan Sze Chong</td> <td>-</td> <td>230</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>230</td> </tr> <tr> <td>Heng Ling Jy</td> <td>-</td> <td>230</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>230</td> </tr> <tr> <td>Tan Boon Wooi</td> <td>12.5</td> <td>65</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>77.5</td> </tr> <tr> <td>Datuk Abd Hamid Bin Abu Bakar</td> <td>30</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>30</td> </tr> <tr> <td>Saifulrizam Bin Zainal</td> <td>30</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> <td>30</td> </tr> <tr> <td><b>TOTAL</b></td> <td><b>266.37</b></td> <td><b>525</b></td> <td><b>-</b></td> <td><b>-</b></td> <td><b>-</b></td> <td><b>-</b></td> <td><b>791.37</b></td> </tr> </tbody> </table>							Name of Directors	Fees RM'000	Salaries RM'000	Benefits in Kind RM'000	Meeting Allowance RM'000	Bonus RM'000	Other Emoluments RM'000	Total RM'000	YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah <sup>(1)</sup>	81,935	-	-	-	-	-	81,935	Peh Lian Hwa	81,935	-	-	-	-	-	81,935	Steven Wong Chin Fung	30	-	-	-	-	-	30	Tan Sze Chong	-	230	-	-	-	-	230	Heng Ling Jy	-	230	-	-	-	-	230	Tan Boon Wooi	12.5	65	-	-	-	-	77.5	Datuk Abd Hamid Bin Abu Bakar	30	-	-	-	-	-	30	Saifulrizam Bin Zainal	30	-	-	-	-	-	30	<b>TOTAL</b>	<b>266.37</b>	<b>525</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>791.37</b>
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<b>The Group</b>							
<b>Name of Directors</b>	<b>Fees RM'000</b>	<b>Salaries RM'000</b>	<b>Benefits in Kind RM'000</b>	<b>Meeting Allowance RM'000</b>	<b>Bonus RM'000</b>	<b>Other Emoluments RM'000</b>	<b>Total RM'000</b>
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Heng Ling Jy	-	230	-	-	-	-	230
Tan Boon Wooi	12.5	65	-	-	-	-	77.5
Datuk Abd Hamid Bin Abu Bakar	30	-	-	-	-	-	30
Saifulrizam Bin Zainal	30	-	-	-	-	-	30
<b>TOTAL</b>	<b>266.37</b>	<b>525</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>791.37</b>
<b>Explanation :</b> <b>for</b> <b>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 7.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Due to confidentiality and sensitivity of the remuneration packages of Senior Management as well as security concerns, the Board views that the disclosure of the remuneration of Senior Management would not be in the best interest of the Company given the competitive human resources environment and may give rise to recruitment and talent retention issues.	
		The remuneration of the Key Senior Management commensurates with their duties, responsibilities, experience, performance and contribution in order to retain and motivate them to contribute positively to the performance of the Group.	
<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 7.3 - 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>	:	



**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.

The company's financial statement is a reliable source of information.

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Chairman of the AC</p> <ul style="list-style-type: none"> <li>- En. Saifulrizam Bin Zainal, Independent Non-Executive Director</li> </ul> <p>Chairman of the Board</p> <ul style="list-style-type: none"> <li>- YTM Dato' Seri DiRaja Tan Sri Tengku Abdul Hamid Thani Ibni Almarhum Sultan Badlishah, Independent Non-Executive Chairman</li> </ul> <p>The positions of Board Chairman and AC Chairman are assumed by different individuals which allow the Board and AC to objectively review their findings and recommendations. This is also to ensure that the Board's review of the AC's findings and recommendations are not impaired.</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 8.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The policy which requires a former key audit partner to observe a cooling-off period of at least two (2) years before being appointed as a member of the AC is incorporated in the Terms of Reference of the AC.</p> <p>No former key audit partners of the present auditors have been appointed to the Board.</p> <p>The Terms of Reference of the AC is available on the Company’s corporate website at <a href="http://www.technodex.com">www.technodex.com</a>.</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 8.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established the External Auditors Assessment Policy (“EA Assessment Policy”) together with an annual assessment form. The EA Assessment Policy is to outline the guidelines and procedures for the AC to review, assess and monitor the performance, suitability and independence of the External Auditors.</p> <p>The External auditors are precluded from providing any services that may impair their independence or conflict with their role as External Auditors.</p> <p>The AC had obtained assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>The AC had carried out an annual performance assessment of the External Auditors and may request the Executive Directors and/or Group Financial Controller to join the assessment.</p> <p>The annual evaluation form provides a checklist for the AC to carry out a formal review of the independence, effectiveness and efficiency of the External Auditors of the Company.</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 8.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The AC comprises three (3) members all of them being Independent Non-Executive Directors as detailed below:</p> <ul style="list-style-type: none"><li>(a) En. Saifulrizam Bin Zainal (Chairman, Independent Non-Executive Director)</li><li>(b) Mr. Steven Wong Chin Fung (Member, Independent Non-Executive Director)</li><li>(c) Datuk Abd Hamid Bin Abu Bakar (Member, Independent Non-Executive Director)</li></ul>

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 8.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	All members of the AC have the necessary skills to discharge their duties and are able to understand matters under the purview of the AC. The profiles of the AC members are provided in the AR 2021.  All the AC members had kept themselves abreast of relevant development in accounting and auditing standards, practices ad rules.  During the AC Meetings, the members were briefed by the External Auditors, CAS Malaysia PLT on the development or changes in applicable Malaysian Financial Reporting Standards, International Financing Reporting Standards and relevant accounting requirements under the Companies Act 2016.
<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 9.1

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 Board acknowledges its overall responsibility of maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness. The Board has delegated the responsibility for reviewing the adequacy and effectiveness of the risk management and internal control systems to the AC.</p> <p>The information on risk management and internal control are set out in the Statement on Risk Management and Internal Control in the AR 2021.</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 9.2**

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>	:	The features of the risk management and internal control framework and the adequacy and effectiveness of this framework are disclosed in the Statement on Risk Management and Internal Control of the AR 2021.	
<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 9.3 - Step Up**

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

<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 10.1

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 internal audit function is outsourced to an independent professional consulting firm to carry out internal audit services for the Group.</p> <p>The Internal Auditors (“IA”) are precluded from providing any services that may impair their independence or conflict with their role as Internal Auditors.</p> <p>To ensure that the responsibilities of IA are fully discharged, the AC had evaluated the performance of the Internal Auditors for the financial year ended 30 June 2021. The AC concluded its assessment that the IA has sufficient experience and resources to satisfy their terms of reference and adequately deliver quality services to the Company and its subsidiaries.</p> <p>The results of the audits as disclosed in the Internal Audit Reports together with Management’s response and proposed action plans were reviewed by the AC. The relevant Management members were made responsible for ensuring that corrective actions on reported weaknesses were taken within the required timeframes.</p> <p>The IA provides assurance to the AC that no material issue or major deficiency has been noted which would pose a high risk to the overall system of internal control under review.</p> <p>The details of the internal audit function and activities are set out in the AC Statement in the AR 2021.</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>	:		
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## Intended Outcome

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

## Practice 10.2

The board should disclose–

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function of the Group is outsourced to an independent service provider, namely Vaersa Advisory Sdn. Bhd.</p> <p>Mr. Quincy Gan Hoong Huat, the Executive Director of Vaersa Advisory Sdn. Bhd., is responsible for the internal audit of the Group.</p> <p>The internal audit assignment is led by Mr. Quincy Gan Hoong Huat, the Executive Director of Vaersa Advisory Sdn. Bhd. The internal audit review is staffed by 3 internal audit personnel including the Senior individual. The Internal Auditors team is free from any relationships with the Company or conflicts of interest. This will ensure that the internal audit function does not impair their objectivity and independence.</p> <p>The internal audit function has adopted the International Professional Practices Framework set by the Institute of Internal Auditors and ensures that staff are professionally guided and trained to develop the appropriate competencies to perform their duties during the internal audit review.</p> <p>The AC was satisfied with the competency, experience and resources of the internal audit function for discharging its role and responsibilities.</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>	:		
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## Intended Outcome

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

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

## Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to providing effective communication to its shareholders and the general public regarding the business, operations and financial performance of the Group and where necessary, information filed with regulators is in accordance with all applicable legal and regulatory requirements. Shareholders will receive regular communication from the Company through the release of announcements, quarterly reports, annual reports and circular to Bursa Securities.</p> <p>The Board has formalised and adopted a Corporate Disclosure Policy to promote comprehensive, accurate and timely disclosure pertaining to the Company and the Group's matters to regulators, shareholders and stakeholders.</p> <p>The Company's corporate website at <a href="http://www.technodex.com">www.technodex.com</a> serves as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, news, events, announcements to Bursa Securities relating to the Group.</p> <p>The Board has also created an investor relation section on the Company's corporate website at <a href="http://www.technodex.com">www.technodex.com</a> for information on corporate, financial, corporate governance and stock prices, which is accessible to the public.</p> <p>Besides, the AGM remains as a principal forum used by the Group for communication with its shareholders. The AGM provides an opportunity for the shareholders to seek and clarify any issues on the resolutions being proposed and also matters relating to the performance, developments within and the future direction of the Group.</p> <p>Shareholders are encouraged to actively participate in the question-and-answer session. The Board, Senior Management and the External Auditors will be present to answer and provide appropriate clarifications at the 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 continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

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

### Practice 11.2

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Company is not required to comply with the requirement as it is not a large company.</p> <p>Corporate information is disseminated via the Company's corporate website and announcements are published on the website of Bursa Securities. At present, the Board is of the view that the Company's AR 2021 is comprehensive enough for stakeholders to make informed decisions.</p> <p>The current Annual Report provides the stakeholders with a fairly comprehensive overview of the Company's financial and non-financial information including future prospects. Components such as the Management and Discussion Analysis, Corporate Governance Overview Statement, Statement on Risk Management and Internal Control, as well as the Sustainability Statement, form an integral part of the non-financial information. Once the level of maturity of non-financial reporting practices is adequate and able to comply with globally recognised integrated reporting standards, the Company will implement this as soon as it is practicable.</p>
<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 12.1

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 AGM is given to shareholders at least 28 days before the date of the AGM to allow shareholders to have sufficient time to read through the AR 2021 and make the necessary attendance and voting arrangements.</p> <p>The Notice for the Seventeenth (“17<sup>th</sup>”) AGM of the Company which is scheduled to be held on 15 December 2021 was sent to the shareholders on 29 October 2021, which is more than 28 days before the date of the 17<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**

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

**Practice 12.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	All Directors were present at the Sixteenth ("16 <sup>th</sup> ") AGM held on 3 December 2020 to engage directly with shareholders and be accountable for their stewardship of the Company, save for En. Saifulrizam Bin Zainal, who was absent due to his personal reason.	
		During the proceedings of the 16 <sup>th</sup> AGM, the Chairman invited shareholders to raise questions pertaining to the Company's audited financial statements and all the other agendas tabled for approval at the meeting. All questions raised by the shareholders were answered and addressed accordingly.	
<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 12.3

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company will also hold its forthcoming 17<sup>th</sup> AGM on a fully virtual basis and entirely via remote participation and electronic voting. This allows the shareholders to participate in the AGM while at the same time, follows the health guidance issued by the Government of Malaysia of not having a mass gathering and practicing social distancing to curb the spread of COVID-19. The conduct of meetings by way of fully virtual is also strongly encouraged by the Securities Commission Malaysia.</p> <p><u>Remote shareholders' participation in General Meetings</u> Shareholders can attend, participate, speak (including posing questions to the Company/Board of Directors) and vote remotely at the AGM without being physically present at the meeting venue. Shareholders may also appoint proxies to participate on his/her behalf by submitting the duly executed proxy form to the Company's share registrar in hard copy or by electronic means.</p> <p><u>Voting in absentia</u> For shareholders who are unable to attend the meetings remotely, they may exercise their voting rights by appointing the Chairman of the meeting as his/her proxy with a pre-determined proxy form.</p> <p>Shareholders will be allowed to cast their vote via an online platform at the time of the meeting until a time when the Chairman of the meeting announces the completion of the voting session.</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>	:		
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**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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