

TIME™

CORPORATE GOVERNANCE

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CORPORATE GOVERNANCE REPORT

STOCK CODE : 5031
COMPANY NAME : TIME DOTCOM BERHAD
FINANCIAL YEAR : December 31, 2021

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	: Applied
Explanation on application of the practice	<ol style="list-style-type: none">1. The duties, responsibilities and conduct of the Board of Directors ("Board") are set out in the Company's Board Charter and Constitution which are available for reference on the Company's website and include among others:-<ul style="list-style-type: none">- setting up of Board Committees to assist in Board function;- establishing strategic goals and direction for the Company;- monitoring and reviewing the management performance;- setting values and culture of the Company as well as promoting good corporate governance practices;- developing succession plans for the Board and Senior Management; and- identifying principal risks and ensuring the implementation of appropriate internal control and measures to manage and mitigate these risks.2. The Board leads and challenges Management in the setting of strategic targets and plans for the Company during the annual offsite meeting. Management's performance is then reviewed against key performance indicators ("KPIs") set.3. The Board, through its committees, has established the following policies to enhance the Company's values and standards:-<ul style="list-style-type: none">- Policy on Board and Senior Management Remuneration;- Policy on External Auditors Assessment;- Policy on Nomination and Assessment Process of Board Members;- Policy on Gender Diversity;- Policy on Succession Planning for the Board and Senior Management; and- Policy on Directors' Code of Conduct and Ethics.

	<p>4. In discharging its fiduciary duties and responsibilities, the Board is guided by the prevailing legal and regulatory requirements as well as the policies of the Company.</p> <p>5. The Board also ensures that the Directors keep abreast with the latest financial standards, regulatory framework, sustainability issues relevant to the Company and its business and constantly review the business risks of the Company.</p> <p>6. The Board oversees the risk management framework of the Group through the Risk Management Secretariat governed by the Audit Committee (“AC”).</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

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

Practice 1.2

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

Application	: Applied
Explanation on application of the practice	<ol style="list-style-type: none">1. The Company's former Chairman, Encik Abdul Kadir Md Kassim ("Encik Abdul Kadir") is a lawyer and senior partner of a legal firm. He has vast experience sitting on Board of companies (including public listed companies) which include UEM Builders Berhad, UEM Land Holdings Berhad (now UEM Sunrise Berhad), Proton Holdings Berhad, PETRONAS, Danajamin Nasional Berhad and Foundations. He also served as Chairman in some of these companies. He also chaired the Exchange Committee of the Labuan International Financial Exchange, Corporate Debt Restructuring Committee as well as a member of panel of Lembaga Tabung Haji. He is a strong advocate of corporate governance and constantly steers the Board towards Board effectiveness through the establishment of Board Charter, Code of Conduct and Ethics and various policies and frameworks. He provides a good leadership to the Board in achieving the Company's long term strategic and business goals.2. Key responsibilities of the Chairman are set out in the Board Charter and they are:-<ul style="list-style-type: none">- Leading the Board in establishing and monitoring good corporate governance practices;- Setting the values and standards of the Company so that the Board can perform its responsibilities effectively;- Maintaining a relationship of trust with and between the Executive and Non-Executive Directors;- Setting the Board agenda for each meeting and ensuring the provision of accurate, timely and clear information to Directors;- Ensuring appropriate steps are taken to provide effective communication with shareholders and relevant stakeholders and that their views are communicated to the Board as a whole;- Arranging regular evaluation on the performance of the Board, its Committees and individual Directors;- Leading Board meetings and discussions as well as encouraging active participation and allowing dissenting views to be freely expressed; and- Managing the interface between the Board and Management.

	<p>3. On 22 October 2021, Encik Abdul Kadir resigned as the Company's Independent Non-Executive Chairman following his retirement from his 20 years' tenure in office.</p> <p>4. The Company is in the midst of identifying a suitable candidate for appointment as the Company's Chairman, who is capable and experienced to provide stewardship so that the Board can perform its responsibilities effectively.</p> <p>In the interim, Puan Elakumari Kantilal has been appointed as the Acting Chairman to preside at all meetings of the Board. Her profile is available under the Board of Directors' profile in the Company's Annual Report 2021.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

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

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied	
Explanation on application of the practice	:	1. The Company's Chairman and its CEO are separately held by 2 individuals. Division of roles and responsibilities of the Chairman and CEO are clearly set out in the Board Charter to ensure a balance of role, responsibilities and accountability. 2. The former Chairman of the Company was Encik Abdul Kadir, who resigned on 22 October 2021 and the CEO is Encik Afzal Abdul Rahim.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application	: Applied
Explanation on application of the practice	: The Company's former Chairman was not a member of the Board Committees, i.e. the AC, the Nomination and Remuneration Committee ("NRC") and the Tender Committee ("TC").
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. The former Company Secretary holds a law degree and is licensed by the Companies Commission of Malaysia. She has over 20 years of experience as a Company Secretary which includes 2 other public listed companies. Following her retirement on 22 March 2021 upon reaching her retirement age, a new Company Secretary who is a member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) with more than 20 years of experience in corporate secretarial practice has been appointed on even date to succeed her.2. The detailed responsibilities of the Company Secretary are clearly defined in the Board Charter. Other than ensuring compliance with the provisions in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Companies Act 2016 and other relevant rules and regulations, the Company Secretary advises the Board and its Committees on good corporate governance and compliance.3. Other than the above roles and responsibilities, the Company Secretary continuously updates herself on the latest regulations and practices necessary to fulfil her job functions.4. All Directors have full and unrestricted access to the professional advice and services of the Company Secretary to enable them to discharge their duties effectively. The Company Secretary provides dedicated support to the Board, in particular the Non-Executives Directors, and is a point of reference and support for all 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

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. An annual Schedule of all Board, Board Committees' and Annual General Meetings is planned, prepared and circulated to the Board in advance of each financial year to facilitate better planning for all Directors.2. A set of comprehensive meeting materials containing sufficient details are distributed to the Board within reasonable time prior to the meetings to give Directors ample time to prepare for the meetings. The Board may also seek advice from Management or request further information, explanation or update on any aspect of the business operations or concerns of the Company.3. The Director, who has an interest in any transaction, will abstain from deliberation and voting on the relevant resolution at the Board and Board Committees' meetings.4. Draft minutes reflecting accurate deliberations at meetings and the decisions following that are circulated via email in a timely manner with follow up actions identified.5. The Board/Board Committees members are invited to comment on the draft minutes before they are confirmed at the following Board/Board Committee meeting.6. The Company encourages a paperless environment and meeting materials are disseminated electronically via 'Diligent Boards', an iPad-based content management solution which stores meeting materials digitally in a secured manner.7. Every Director has full, free and unrestricted access to the information of the Company. The Directors may seek and obtain independent professional advice in the furtherance of their duties, the expenses of which are to be borne by the Company.
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

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. The Board Charter was established 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 as well as the matters and decisions reserved for the Board. There is a clear division of responsibilities between the Chairman and the CEO.2. The Board Charter also addresses issues such as Board Composition, Board Diversity, Board Appointment and Board Attendance.3. The Board Charter is periodically reviewed by the Board.4. The Board delegates its authority to the three (3) Board Committees namely the AC, the NRC and the TC. The Terms of Reference ("TORs") of the Board Committees clearly set out the scope and roles of the Committees and are disclosed in the Company's website. The Board Committees deliberate issues on a broad and in-depth basis before putting up any recommendation to the Board for decision. Notwithstanding the existence of the Board Committees and the relevant authorities granted to each of the Committee under its TOR, ultimate responsibility for the affairs of the Company and decision-making lies with the Board.5. The Board also approved the Group's Discretionary Authority Limits ("DAL") which specifies the levels of authority delegated to the Management by the Board. The Management operates within the limits of the DAL. Any matter beyond Management limits will be brought to the Board for approval. The DAL is also reviewed periodically.

	6. Following the release of the new Malaysian Code on Corporate Governance on 28 April 2021 (“MCCG 2021”) by the Securities Commission Malaysia (“SC”), the Board has on 2 December 2021, reviewed and approved the adoption of the revised Board Charter and TORs of the AC and the NRC to align with the relevant new and/or enhanced corporate governance practices of the MCCG 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

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. The Company adopted the Code of Conduct and Ethics for Directors and employees ("COC") with the aim of encouraging high standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors, fostering standards to protect and promote the interests of shareholders and all stakeholders as well as to provide guidance to the Board to maintain the confidence of shareholders and other stakeholders in the Company's integrity.2. In alignment with the MCCG 2021, the Board has on 2 December 2021, reviewed and approved the adoption of the revised COC which is made available on the Company's website.3. The Board has also reviewed and approved the amendments to the Anti-Bribery and Corruption Policy ("ABC Policy") for greater clarity and to facilitate implementation by the Company on 11 March 2022. The revised ABC Policy is also made available on the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. The Board established a whistleblowing policy which includes procedures for Internal Audit's investigation and reporting to the AC and Board.2. This policy applies to the Company and all its subsidiaries. All employees, directors, shareholders, consultants, vendors, contractors, agency, customers or any other parties with a business relationship with the Company are encouraged to come forward and disclose any wrongdoing that may adversely impact the Company.3. The whistleblower should first communicate a reportable misconduct to the Head of Group Internal Audit & Compliance via email, telephone or fax. In the event the whistleblower suspects the Head of Group Internal Audit & Compliance is involved, they should communicate to the Chairman, the Chairman of the AC and/or CEO.4. Upon investigation, if the claim of malpractice or misconduct is substantiated, then the Company will undertake appropriate disciplinary action against the responsible individual(s) up to and including termination of employment. Management will subsequently take action to prevent the misconduct from continuing or recurring in the future based on the recommendations contained in the investigation report.5. The Board had reviewed and approved the amendments to the whistleblowing policy for greater clarity on 11 March 2022. The revised whistleblowing policy is made available on the Company's website.
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

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

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. For the governance of sustainability in the Company, the Board has approved the adoption of a Sustainability Policy and development of the Sustainability Framework during the year under review.2. The Sustainability Policy will be the overarching statement that will reflect the Company's commitment toward sustainability and the Sustainability Framework will set out the guidelines for the implementation of sustainable practices within the organisation.3. The Sustainability Policy clearly identifies the respective roles and responsibilities of the key Stakeholders i.e. Board, Senior Management, employees and other stakeholders.4. The Board is supported by the Company's internal Sustainability Steering Committee ("SSC") that consists of the Company's Company Secretary, an Executive Director, Chief People Officer and Chief Financial Officer.5. TIME Group's Annual Operating Plan 2022 included a section on sustainability to address sustainability strategy to the Group.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

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

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

Intended Outcome

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

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	The Board, senior management and relevant Board committees are fully involved and are fully co-operating and overseeing the execution of the Sustainability Policy, including facilitating recurring performance evaluations and the forming of appropriate sustainability performance targets. The Board also approves the Sustainability Statement of the Annual Report for the financial year 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

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

Practice 4.4

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board evaluation for the financial year 2021 was done externally by an independent expert and the areas for assessment included a review of performance of the Board in addressing the Company's material sustainability risks and opportunities.</p> <p>In alignment with the MCCG 2021, the Board has on 2 December 2021, reviewed and approved the adoption of the revised Policy on Nomination and Assessment Process of Board Members.</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 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Board is supported by the SSC that is chaired by one of the appointed Executive Directors of the Company. The Chairman of the SSC leads the SSC and the SWG in managing the sustainability strategy and matters of the Company.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC reviews on an annual basis the appropriate balance and size of the Director's participation, ensuring the required mix of skills, knowledge, expertise, experience and other qualities, including core competencies which the Directors should bring to the Board. The re-election of Directors was dealt with in accordance with the Constitution of the Company.</p> <p>Based on the results of the board effectiveness evaluation exercise conducted by an independent expert for the financial year 2021, the NRC is satisfied that the Directors standing for re-election will continue to bear their knowledge, experience and skills and contribute effectively to the Board discussions, deliberations and decision-making. The retiring Independent Directors have also complied with the independence criteria as required by the Main Market Listing Requirements of Bursa Securities.</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 5.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company has departed from Practice 5.2 of MCGG 2021 since 15 March 2021 following the re-designation of Mr Ronnie Kok Lai Huat from an Independent Non-Executive Director to a Non-Independent Non-Executive Director on 15 March 2021.</p> <p>In the Company's effort for closer compliance with the best practice standards, the Board has appointed Datuk Azailiza Mohd Ahad ("Datuk Azailiza") and Datuk Zainal Amanshah Zainal Arshad ("Datuk Zainal") as additional Independent Non-Executive Directors on 27 August 2021 and 3 January 2022 respectively.</p> <p>However, with the resignation of Encik Abdul Kadir as an Independent Non-Executive Director (Chairman) on 22 October 2021, the Board now comprises 5 Independent Non-Executive Directors out of 10 Directors.</p> <p>The Independent Directors continue to challenge Management's proposals in a constructive manner providing valuable insights drawing from their various experience spanning from marketing, Information Technology, telecommunications, legal and urban planning.</p> <p>The Non-Independent Non-Executive Directors actively participate in Board meeting deliberation, always acting in the best interest of the Company.</p> <p>In the meantime, the Company will continue to seek suitably qualified candidate(s) to be appointed as independent director(s) of the Company.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Company is currently actively seeking suitably qualified candidate(s) for appointment as independent director(s) of the Company.
Timeframe	:	Within 1 year

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Mr Hong Kean Yong ("Mr Hong"), a Senior Independent Non-Executive Director of the Company has completed his 9-year tenure as an Independent Director in September 2021.</p> <p>In compliance with Practice 5.3 of MCG 2021, the Board decided to retain Mr Hong as an Independent Director on the following basis and will seek shareholders' approval through a two-tier voting process at the forthcoming 25th Annual General Meeting ("25th AGM") of the Company:-</p> <ul style="list-style-type: none">- He is able to bring independent and objective judgement to the oversight function of the Board;- He has shown strong commitment, integrity and always acted professionally in discharging his duties as a director of the Company without being subject to the influence of Management;- He has, at all times, exercised due care during his tenure as a director of the Company and carried out his duties in an ethical and business-like manner as well as continued to advocate professional views without fear or favour, in the best interest of the Company and shareholders;- He challenges Management in an effective and constructive manner, providing a check and balance in Board's deliberations and decision-makings;- He has actively participated in Board discussions and provided an independent voice on the Board; and- He has vigilantly safeguarded the interests of the Company's minority shareholders at all times.
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 5.4 - Step Up

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

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. The Company has, in place, a Policy on Nomination and Assessment Process of Board Members ("Policy") which describes the process to be undertaken by the NRC and Board in discharging their responsibilities for the nomination, assessment and re-election of Board members.2. The Board, through its NRC, periodically reviews diversity and mix of skills of its Board members.3. The NRC also oversees human resource policies to ensure diversity in skills, experience, age, gender and cultural background in Senior Management.4. In alignment with the MCCG 2021, the Board has on 2 December 2021, reviewed and approved the adoption of the revised Policy and a copy is made available on the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	Other than recommendations from existing Board members, Management or major shareholders, independent sources are also being used to identify a broader range of suitably qualified candidates to join the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Directors who will retire at the forthcoming 25th AGM of the Company in accordance with the Company's Constitution are Puan Elakumari Kantilal, Mr Ronnie Kok Lai Huat, Mr Lee Guan Hong, Datuk Azailiza and Datuk Zainal. Being eligible, the above Directors have offered themselves for re-election as Directors of the Company save for Mr Ronnie Kok Lai Huat who has decided not to offer himself for re-election at the 25th AGM of the Company and accordingly, he will retire at the conclusion of the 25th AGM.</p> <p>The Board has decided to retain Mr Hong beyond his 9-year tenure as an Independent Director of the Company and will seek shareholders' approval through a two-tier voting process at the forthcoming 25th AGM of the Company.</p> <p>The statements to support the re-election and retention of the abovementioned Directors will be provided under the Explanatory Notes accompanying the Notice of the 25th AGM of the Company. The details and justifications are based on the result of the Board Effectiveness Evaluation exercise for the financial year 2021 conducted by Ernst & Young Consulting Sdn Bhd, an independent expert engaged by the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NRC is chaired by Mr Mark Guy Dioguardi, an Independent Non-Executive Director of the Company. His profile is set out in the Board of Directors' profile in the Annual Report 2021 of the Company.	
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	:	Applied	
Explanation on application of the practice	:	1. On 27 August 2021, Datuk Azailiza was appointed as an Independent Non-Executive Director of the Company. 2. With the appointment of Datuk Azailiza, the Company currently has 3 women directors (made up 30% of the composition of the Board) on its Board. Her profile is set out in the Board of Directors' profile in the Company's Annual Report 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

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

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <ol style="list-style-type: none">1. The Board engaged Ernst & Young Consulting Sdn Bhd, an independent expert to undertake the board evaluation for the financial year 2021. The Board Effectiveness Evaluation (“BEE”) exercise covered the Board of Directors, Board Committees and Individual Directors (self & peer assessment).2. Among the areas of assessment are reviewing the overall board performance, the leadership of the Chairman and the Chief Executive Officer, the Boardroom’s culture, the Board and/or the Board Committees’ composition, responsibilities, remuneration, operations and its continuous development. The individual Board members are also assessed based on each of their independence, contribution, commitment, competency, skills and expertise.3. As part of the BEE exercise, interview with selected key senior management who have nexus to the Board/Board Committee proceedings is included to obtain their views on the Board and Board Committees.4. The analysed assessment report from the questionnaires and interviews with highlighted areas for improvement is then presented to the NRC and Board.5. Taking into consideration the highlighted areas for improvement, the NRC together with the Board have developed an action plan for improvement.
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

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none"> 1. The Remuneration Policies for Non-Executive Directors (“NEDs”) and Senior Management are currently in place. The policies are aimed at motivating the NEDs and Senior Management for the future success of the Group and also to ensure that the level of remuneration is generally set to provide market competitiveness to attract and retain the NEDs and Senior Management. Review of NEDs remuneration is done periodically taking into account packages of companies comparable to size and complexity within and across the industries for market competitiveness. 2. The policies take into account the demands, complexities and performance of the Company as well as the required skills and experience. It will also reflect the different roles and responsibilities of the NEDs and Senior Management appropriately. 3. The evaluation of Senior Management against an agreed KPIs which include revenue, profit before taxation, new regional acquisition/investment and earnings before interest, taxes, depreciation and amortisation (EBITDA) margin are reviewed and approved by the NRC. The rewards commensurate with their achievements. Benchmarking is also done within and across industries to ensure market competitiveness. 4. The policies and procedures are periodically reviewed and made available on the Company’s website.
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

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	:	<ol style="list-style-type: none">1. The TOR of the NRC sets out the authority and duties delegated by the Board which include reviewing and recommending remuneration packages of Board and Senior Management.2. Review of the NRC TOR is conducted periodically.3. The NRC currently comprises exclusively Non-Executive Directors with a majority of them being independent.4. The NRC TOR is made available on the Company's website.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The disclosure of Directors' remuneration on a named basis is as disclosed in the table below and the same information is also available in the Notes to the Financial Statements of the Company's Annual Report 2021.

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	Abdul Kadir Md Kassim	Independent Director	145,161.30	20,000	0	0	101,390.56	0	266,551.86	145,161.30	20,000	0	0	101,390.56	0	266,551.86
2	Elakumari Kantilal	Non-Executive Non-Independent Director	124,903.20	115,000	0	0	1,800.00	0	241,703.20	124,903.20	115,000	0	0	1,800.00	0	241,703.20
3	Hong Kean Yong	Independent Director	153,548.35	125,000	0	0	934.20	0	279,482.55	153,548.35	125,000	0	0	934.20	0	279,482.55
4	Ronnie Kok Lai Huat	Non-Executive Non-Independent Director	146,451.65	110,000	0	0	997.45	5,952.75	263,401.85	146,451.65	110,000	0	0	997.45	5,952.75	263,401.85
5	Mark Guy Dioguardi	Independent Director	139,096.80	120,000	0	0	0	0	259,096.80	139,096.80	120,000	0	0	0	0	259,096.80
6	Koh Cha-Ly	Independent Director	120,000.00	100,000	0	0	0	0	220,000.00	120,000.00	100,000	0	0	0	0	220,000.00
7	Azailiza Mohd Ahad	Independent Director	41,613.00	25,000	0	0	0	0	66,613.00	41,613.00	25,000	0	0	0	0	66,613.00
8	Afzal Abdul Rahim	Executive Director	0	0	1,100,736	321,048.00	7,200.00	275,401.40	1,704,385.40	0	0	1,110,736	321,048.00	7,200.00	275,401.40	1,704,385.40
9	Patrick Corso	Executive Director	0	0	964,080	281,190.00	0	61,792.80	1,307,062.80	0	0	964,080	281,190.00	0	61,792.80	1,307,062.80
10	Lee Guan Hong	Executive Director	0	0	1,048,320	436,800.00	1,097.45	288,803.40	1,775,020.85	0	0	1,048,320	436,800.00	1,097.45	288,803.40	1,775,020.85

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>As confidentiality of the remuneration of Senior Management is crucial for talent management and retention, the Company will not disclose the top 5 Senior Management's remuneration in the Annual Report 2021. The Board believes that such disclosure will not be in the Company's best interests given the highly competitive industry the Company operates in. The Board is also mindful of the internal sensitivities such disclosure can cause.</p>	
		<p>There is a Remuneration Policy for Senior Management in place to ensure that the level of remuneration is generally set to provide market competitiveness to attract, retain and motivate executives of the highest calibre to competently manage the Company.</p> <p>The remuneration of the Senior Management is reviewed by the Executive Directors at least once every year, taking into account the demands, complexities and performance of the Company, the remuneration of other companies of similar size and complexity, as well as the individual contribution, role and responsibilities of the respective members of the Senior Management team to the success of the Company.</p> <p>The NRC will conduct a periodic review of the criteria to be used in recommending the remuneration package of the Senior Management and thereafter, will recommend the same to the Board for approval.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:	Independent Directors, together with the NRC, will ensure salaries of the top 5 Senior Management are in line with market practices.	
Timeframe	:	Others	Not adopting this Practice.

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The AC is led by Mr Hong, the Senior Independent Non-Executive Director, who is not the Chairman of the Board. This would allow the Board to objectively review the AC's findings and recommendations.</p> <p>Mr Hong's profile is set out under the Board of Directors' profile in the Annual Report 2021 of the Company.</p>	
Explanation for departure	:		
	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has adopted a revised policy on External Auditor Assessment which states, among others, that a former partner of the external audit firm and/or its affiliated firm is required to observe a cooling-off period of at least 3 years before he can be appointed as a member of the AC.</p> <p>In alignment with the enhanced Practice 9.2 of MCCG 2021, the AC TOR has also been amended to reflect the same.</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 9.3

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	:	The Board has adopted a policy on External Auditors Assessment ("Policy") to review, assess and monitor the performance, suitability and independence of the external auditors. The AC provides their assessment on the Company's external auditor in the External Auditors Evaluation Form prescribed by Bursa Securities. In alignment with the MCGG 2021, the Board has on 2 December 2021, reviewed and approved the adoption of the revised Policy.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. The composition and qualifications of the AC members comply with those prescribed by the Main Market Listing Requirements of Bursa Securities.2. The AC members, individually and collectively, have sufficient skills to engage with Management and Auditors and are prepared to ask key and probing questions about the Company's financial position, operational risks and internal controls, compliance with applicable approved accounting standards and other related requirements.3. The AC members regularly attend trainings, seminars and talks to broaden their knowledge and keep themselves abreast with the relevant changes and industry developments including accounting and auditing standards, practices and rules. Please refer to the Annual Report 2021 of the Company for details of the continuing education programmes attended by the AC members.
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	:	<ol style="list-style-type: none"> 1. The Company has in place, a Risk Management framework and Risk Management Procedure Manual which identify, assess and monitor key business risks affecting the Company. 2. Risk Management Framework and Risk Management Procedure Manual has been adopted to guide the Risk Management Secretariat and the organisation to identify, analyse and evaluate strategic, business, operational and related risks. The Risk Management Secretariat monitors implementation and updates of action plans, and reports to the Risk Management Steering Committee ("RMSC") and the AC on a quarterly basis. 3. The RMSC is tasked with developing and maintaining an effective risk management system within the Group. Formal risk policies and guidelines have been established as part of the risk management framework. Under the existing risk management framework, the business operating units, departments and divisions are responsible for compliance with risk policies and guidelines. During the financial year, the RMSC reviewed the enterprise risk profiles and management's action plan on risk areas. 4. The Risk Management Secretariat reports to the RMSC to assist it in the undertaking of its functions. The Risk Management Secretariat works with risk owners across business divisions to facilitate implementation and monitoring of risk treatment plans. Key risks and its status are identified and reported to the Board on a quarterly basis.
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	:		
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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	:	The Company's risk management and internal control framework which identify, assess and monitor key business risks affecting the Company is disclosed in the Annual Report 2021. The risk management framework and practice is in accordance with ISO 31000 Risk Management. Further elaboration on the risk management and internal control system of the Company could be found in the Statement on Risk Management and Internal Control set out in the Annual Report 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

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 :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 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	:	<ol style="list-style-type: none">1. The Company's Internal Audit Charter set out the Internal Audit function which includes, among others, providing advice to the AC on areas of weaknesses or deficiencies in internal control system and/or processes and recommending appropriate measures. The Internal Audit Charter is reviewed by the AC on an annual basis.2. The Internal Audit Department operates independently and reports directly to the AC in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities.3. The AC has explicit authority to communicate directly with the internal audit team and vice versa the internal audit team also has direct unrestricted access to the AC to highlight any issues or concerns at any time. The internal audit team has full, free and unrestricted access to documents, records, properties and personnel of the Group.4. The AC provides their evaluation on the internal audit functions in the "Evaluation of Internal Audit Function Form" on a yearly basis.5. The internal audit functions and summary of its activities are set out in the AC Report in the Annual Report 2021 of the Company.
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>1. The internal audit function is performed in-house by a group of 13 internal auditors that are free from any relationships or conflicts of interest, which could impair their objectivity and independence. The function is headed by Syed Abdul Qader bin Mohd Ansari, who has more than 15 years of internal auditing experience in telecommunications, airlines and banking industry. All the internal auditors have tertiary qualifications and the level of expertise and professionalism as at the end of 2021 is as follows:-</p> <table border="1"> <thead> <tr> <th>Expertise Category</th> <th>Number of Auditors</th> </tr> </thead> <tbody> <tr> <td>Bachelor's Degree</td> <td>10</td> </tr> <tr> <td>Professional (ACCA, CISA, CIA, CA and ISMS)</td> <td>6</td> </tr> <tr> <td>Professional Membership (ACCA, MIA, IIA and ISACA)</td> <td>7</td> </tr> </tbody> </table> <p>2. The internal audit function is guided by its Audit Charter and reports to the AC. Its primary role is to assist the AC to discharge its duties and responsibilities by independently reviewing and reporting on the adequacy and integrity of the Group's system of internal controls.</p>	Expertise Category	Number of Auditors	Bachelor's Degree	10	Professional (ACCA, CISA, CIA, CA and ISMS)	6	Professional Membership (ACCA, MIA, IIA and ISACA)	7
Expertise Category	Number of Auditors									
Bachelor's Degree	10									
Professional (ACCA, CISA, CIA, CA and ISMS)	6									
Professional Membership (ACCA, MIA, IIA and ISACA)	7									
Explanation for departure	:									
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>										
Measure	:									
Timeframe	:									

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<ol style="list-style-type: none">1. The Company communicates regularly and proactively with its stakeholders particularly investors and shareholders, through transparent, effective and readily accessible communication channels e.g. press releases, Bursa announcements, AGM, analyst briefings and Company's website.2. The CEO presents to the shareholders an overview of the Company's performance for the financial year, highlighting corporate activities undertaken by the Company at the Company's AGM.3. Shareholders who attend the AGM via remote participation are invited to submit their questions during the meeting for the Board to respond. Questions by Minority Shareholders Watch Group are also responded and displayed at the AGM.4. The Board has identified the Senior Independent Non-Executive Director as the conduit to address minority shareholders' issues and to whom minority shareholders' concerns may be conveyed. For any concerns or queries regarding the Company, the shareholders may convey to the Senior Independent Non-Executive Director via the following channels:- Mail TIME dotCom Berhad Level 4, No. 14, Jalan Majistret U1/26 HICOM Glenmarie Industrial Park 40150 Shah Alam, Selangor Darul Ehsan Malaysia Attention: Mr Hong Kean Yong, Senior Independent Director Fax +603-5032 6063 or +603-5032 6401 Email investor.relations@time.com.my

	<p>5. The name and contact details of the designated person is listed on the Company's website to enable the public to forward any queries or concerns to the Company. Any enquiries on investors related matters of the Company may be directed to investor.relations@time.com.my or conveyed to the following person:-</p> <p>Ms Rohaila Basir, Head of Investor Relations Tel No.: +603-5039 3758 Fax No.: +603-5032 6401</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has enhanced its integrated reporting for Annual Report 2021 as prescribed by the Corporate Governance Guide (4 th Edition) issued by Bursa Malaysia Berhad. The Company endeavours to progressively improve on the quality of information contained in its annual report towards meeting the guiding principles which underpin integrated reporting.	
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 13.1

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	:	<ol style="list-style-type: none"> 1. The Company despatched the Notice and Agenda of the 24th AGM to the shareholders more than 28 days prior to the meeting. Explanatory notes in the Notice of 24th AGM are provided for each agenda item of special business. This was to assist the shareholders in understanding the proposals to be undertaken and the implications of their decisions in voting for or against the resolutions. 2. The additional time given to the shareholders would allow them to have sufficient time to scrutinise the Annual Report, to understand the consider the resolutions proposed, to make the necessary arrangement to participate in and vote either in person, by corporate representative, by proxy or by attorney at the AGM as well as to exercise their ownership rights on an informed basis during the 24th AGM. 3. The Notice for 24th AGM was also announced to Bursa Securities via BURSA Link, posted on the website of the Company as well as advertised in The New Straits Times on the same day it was despatched to the shareholders. 4. An Administrative Details for the 24th AGM, which furnished useful information regarding the conduct of the virtual 24th AGM, together with the explanatory guide to the use of remote participation and electronic voting facilities were given to the shareholders.
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Directors are committed to attend the Company's general meetings and this is provided in the Board Charter.</p> <p>Save for Encik Abdul Kadir, the Company's former Chairman, all directors were present either in person or virtually in accordance with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the SC on 18 April 2020, at the 24th AGM and Extraordinary General Meeting ("EGM") of the Company held on 22 July 2021. The Chairs of the AC, the NRC and the TC were all present to respond to any queries and clarifications addressed to them.</p> <p>Encik Abdul Kadir was absent at the 24th AGM and EGM for medical reasons and the shareholders were informed of his absence by the Chairman of the meeting.</p> <p>The shareholders were invited to submit their questions and were addressed by the Executive Directors, CEO and Chairman of the meeting.</p> <p>The Company will continue to schedule its general meetings in advance to encourage full attendance of the Board.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	An annual schedule of meetings which includes the meeting date of the Annual General Meeting, is prepared and circulated to the Board in advance of each financial year to facilitate better planning of all Directors.	
Timeframe	:	Others	Will apply this Practice except under unforeseen circumstances.

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 24th AGM and EGM of the Company was conducted on a fully virtual basis via Remote Participation and Electronic Voting (“RPEV”) facilities which was available at the Company’s Poll Administrator website at https://web.lumiagm.com.</p> <p>Shareholders were able to participate in via live webcast, the 24th AGM and EGM, pose questions and vote remotely.</p> <p>The Company acknowledged the importance of good cyber hygiene practices, data privacy and security to prevent cyber threats and had engaged Boardroom Share Registrars Sdn Bhd as the Poll Administrator for the 24th AGM and EGM of the Company held on 22 July 2021 as they were able to provide the following assurance:-</p> <ul style="list-style-type: none">- All Lumi AGM systems and suppliers’ services are certified to the ISO/IEC 27001:2013 international standard which provides a robust, auditable and externally verified framework of controls designed to maintain the confidentiality, integrity and availability of customer information and the personal data Lumi processes on their behalf.- Lumi uses strong, industry best-practice encryption techniques to ensure customer data is protected from unauthorised access. All data is encrypted, with all keys managed directly by Lumi. There is audit trail on the respective Lumi system.- The Lumi platform is regularly and extensively penetration tested using independent, accredited third-party experts.- Client data is never used for quality assurance (QA) purposes and is not retained beyond the purpose of processing Client’s proxy forms for the conduct of the general meetings.
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

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The shareholders were invited to submit their questions prior to and during the 24th AGM for the Board to respond. Questions by Minority Shareholders Watch Group (“MSWG”) and shareholders were responded to and displayed at the 24th AGM. All questions posted by MSWG and shareholders before and during the 24th AGM were responded by the Chairman of the meeting and/or the Executive Directors of the Company.</p> <p>At the EGM held on even date in respect of a proposed bonus issue, all questions posted by the shareholders during the EGM were also addressed and responded.</p> <p>The presentations on the Group’s 2020 performance and the proposed bonus issue are made available on the Company’s website.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The 24th AGM and EGM of the Company were held on a fully virtual basis and entirely via Remote Participation and Electronic Voting facilities from the broadcast venue at the Company's office premises. The meetings were hosted virtually at https://web.lumiagm.com provided by Boardroom Share Registrars Sdn Bhd.</p> <p>All directors, save for Encik Abdul Kadir (former Independent Non-Executive Director (Chairman)) were present either in person or virtually in accordance with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the SC on 18 April 2020, at the 24th AGM and EGM of the Company.</p> <p>Shareholders were encouraged to submit their questions prior to and during the 24th AGM and EGM. Questions posed by shareholders were made visible to the shareholders on live-screen during the questions and answers (Q&A) session at the meetings. All the questions and concerns raised by the shareholders were duly addressed and responded by the Chairman of the meeting and/or the Executive Directors of the Company.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.6

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 24 th AGM and EGM detailing the meeting proceedings including questions raised by the MSWG (only for AGM), pertinent questions from the shareholders and responses by the Board were made available on the Company’s website within 30 business days after the meetings.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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TIME dotCom Berhad No. 14, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park, 40150 Shah Alam, Selangor, Malaysia

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