

CORPORATE GOVERNANCE REPORT

STOCK CODE : 9431
COMPANY NAME : Seni Jaya Corporation Berhad ("**Seni Jaya**")
FINANCIAL YEAR : 31 December 2019

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 TO 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	:	<p>The Board takes full responsibility for the oversight and overall performance of the Company and its subsidiaries ("the Group") and provides leadership within a framework of prudent and effective controls which enables risk to be appropriately assessed and managed.</p> <p>The Board also ensure that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability.</p> <p>The philosophy of the Group - "Craft of Success" on the people, the products, the quality and innovative technological aspect that make the Company a market leader in the outdoor advertising industry.</p> <p>The Board Committees comprise three (3) Governance Committees i.e. Audit Committee, Nomination Committee and Remuneration Committee. A copy each of the Terms of Reference ("TOR") of the respective committees are available on the Company's corporate website at www.senijayacorp.com/about.html.</p> <p>The Board has established a Board Charter to provide guidance and clarity for Directors and Management with regard to the roles of the Board, the Board Committees as well as those of Management.</p> <p>The formal schedule of matters reserved for the Board has been duly stipulated in the said Board Charter.</p> <p>A summary copy of the Board Charter is available for viewing on the Company's corporate website at www.senijayacorp.com/about.html.</p> <p>The normal course of events, day-to-day management of the Company will be in the hands of Management and under the stewardship of the</p>

	<p>Executive Chairman.</p> <p>The Board assumes responsibility for stewardship of the Group and has established its TOR in the form of a Board Charter to assist it in the discharge of this responsibility.</p> <p>The role and responsibilities of the Board broadly covers the following:-</p> <ul style="list-style-type: none"> • reviewing and adopting strategies and business plans of the Company, including establishing Company goals and ensuring that strategies are in place to achieve them; • overseeing the conduct of the Company's business to evaluate whether the business is being properly managed and sustained; • establishing policies for strengthening the performance of the Company including ensuring that Management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital; • identifying principal risks and ensuring the implementation of appropriate systems to manage these risks; • succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing Senior Management; • reviewing the adequacy and the integrity of the Company's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines; • developing and implementing an investor relations programme or shareholder communications policy for the Company; • deciding on whatever steps necessary to protect the Company's financial position; • ensuring that the Company's financial statements are true and fair and conform to any applicable laws and/or regulations; • determine the remuneration of Executive Directors and Non-Executive Directors of the Group, with the individuals concerned abstaining from discussions on their own remuneration; and • ensuring that the Company adheres to high standards of ethics and corporate behaviour.
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Explanation for departure	-	
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<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	-	
Timeframe	-	-

Intended Outcome

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	:	<p>The following role and responsibilities of the Chairman of the Board have been clearly specified in Paragraph 6.5 of the Board Charter which is available on the Company's corporate website at www.senijayacorp.com/about.html.</p> <ul style="list-style-type: none">• The Chairman provides leadership to the Board, without limiting the principle of collective responsibility for Board decisions;• The Chairman chairs meetings of the Board in a manner that will encourage constructive discussion and effective contribution from each Director;• The Chairman reviews the minutes of meetings of the Board before meetings, to ensure that such minutes accurately reflect the Board's deliberations;• The Chairman ensures the Company conducts orientation and education program for new directors;• The Chairman initiates, normally in conjunction with the Management, the formulation of a business plan at the beginning of each year to ensure that the Board establishes the goals it wishes to achieve and the means by which this will be carried out;• The Chairman initiates the establishment of Board Committees and ensuring that they achieve their objectives; and• The Chairman promotes high levels of corporate governance. <p>The Board communicates with Shareholders at Shareholders' meetings and through the distribution of its annual reports. The Chairman will chair these meetings and inform the Shareholders of the Company's affairs.</p> <p>This role calls for skills and qualities that allow and encourage Shareholders to express their opinions. The Chairman should possess the capability to summarise and unify thoughts and ideas as well as to manage the meeting effectively.</p>

	The Chairman also leads the role in presenting the Company's cause, whether formally or informally, to the authorities, institutional or potential investors and those having an influence on the environment in which the Company operates.	
Explanation for departure	:	-
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<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

Practice 1.3

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

Application	:	Departure	
Explanation on application of the practice	:	-	
Explanation for departure	:	<p>Dato’ Sri Anne Teo is the Executive Chairman of the Company and she is assisted by the Senior Management. The Board is of the view that there are sufficient experienced and independent-minded Directors on the Board to provide sufficient check and balance. This allows for effective oversight of the management as well as to support objective and independent deliberation, review and decision making.</p> <p>The Board Charter under Paragraphs 6.5 and 6.6 have outlined the Role of the Chairman of the Board and the Role of the Managing Director (“MD”) to ensure accountability and division of responsibilities, and the Board Charter is available on the Company’s corporate website at www.senijayacorp.com/about.html.</p>	
		-	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	<p>The Board is mindful of the separation of the position of the Chairman and MD. The Independent Non-Executive Directors, who form the majority of Board members, provide a check and balance and play a role to ensure a clear separation between the policy-making process and day-to-day management of the Company and its subsidiaries’ business.</p> <p>In the annual assessment of the Board conducted, the role of the Chairman was also assessed in terms of her ability to lead the Board effectively and encourage contribution and participation from all members.</p>	
Timeframe	:	-	-

Intended Outcome

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

Practice 1.4

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

Application	:	Applied
Explanation on application of the practice	:	<p>Both the Company Secretaries of the Company have professional qualifications and are qualified to act as company secretary under Section 235(2) of the Companies Act, 2016.</p> <p>The key role of the Company Secretaries is to provide advice and guidance for the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.</p> <p>The primary responsibilities of the Company Secretary shall include the following:-</p> <ul style="list-style-type: none"> • ensuring that Board procedures and applicable rules are observed; • maintaining records of the Board and ensuring effective management of the organisation's records; • preparing minutes to document Board proceedings and ensure conclusions are accurately recorded; and • timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements.
Explanation for departure	:	-
		-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The due notice of at least seven (7) days is given to the Directors which allow the Directors to plan ahead and to maximise their participation.</p> <p>Board papers are circulated at least three (3) days prior to Board meetings and the board papers provide amongst others, minutes of previous meeting, financial reports and other supporting information which require the approval of the Board. This is to ensure that the Directors have sufficient preparation time and information to make an informed decision at each Board meeting.</p> <p>Minutes of a Directors' meeting would be distributed to all Directors on a timely basis for review and thereafter for confirmation at next board meeting. The signed Board minutes are entered in minutes books kept by the Company Secretaries.</p> <p>The Board will endeavour to circulate the Board paper at least five (5) business days in advance of the meeting day.</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 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 :	<p>The Board Charter serves as a primary reference for prospective and existing Board members of their fiduciary duties as Directors of Seni Jaya, and the functions of the Board committees as well as those of Management.</p> <p>In accordance with Paragraph 24.2 of the Board Charter, the Board will review the Board Charter from time to time and make any necessary amendments to ensure they remain consistent with the Board's objectives, current law and practices. The Board Charter is available on the Company's corporate website at www.senijayacorp.com/about.html.</p> <p>The roles and responsibilities of the Board as a whole, Chairman of the Board, MD, Executive Director, Independent Non-Executive Directors ("INED"), Senior Independent Non-Executive Director ("SINED") are clearly outlined in the Board Charter.</p> <p>On discharging their duties, each director must:-</p> <ul style="list-style-type: none">• exercise due care and diligence;• act in good faith for the best interests of the Company;• not to misuse the authorities assigned to him/her and information possessed from his/her office;• observe all statutory and compliance requirements and this Board Charter; and• observe the Code of Conduct. <p>The Board acknowledges the importance of continuous education and training to equip themselves for the effective discharge of its duties. New appointees to the Board undergo a familiarisation programme, which includes visits to the business operations of the Company and its subsidiaries ("the Group") and meetings with key management to facilitate their understanding of the Group's operations and businesses.</p> <p>Where possible, the Company Secretaries will inform the Directors on any updates/ briefings received from any authority(ies) or training providers, to</p>

	<p>enable the Directors to keep abreast on the latest development/ updates on relevant topic of interest.</p> <p>All members of the Board have attended the Mandatory Accreditation Programme prescribed by Bursa Malaysia Securities Berhad (“Bursa Malaysia Securities”).</p> <p>In order to ensure continuing education for the Board to enhance their knowledge and skills for better board participation during meetings, the Board members had attended the following training programmes/seminars/forums during the financial year:-</p> <table><tr><th>Name of Directors</th><th>Trainings Programmes/Seminars/Forums Attended</th></tr><tr><td>Dato’ Sri Anne Teo</td><td><ul style="list-style-type: none">Talk-2-Solve >> Budget 2020</td></tr><tr><td>Dato’ Sri Liew Lee Leong</td><td><ul style="list-style-type: none">Talk-2-Solve >> Budget 2020</td></tr><tr><td>Dato’ Shamsul Falak Bin Abdul Kadir</td><td><ul style="list-style-type: none">Talk-2-Solve >> Budget 2020</td></tr><tr><td>Lim Chee Khang</td><td><ul style="list-style-type: none">Talk-2-Solve >> Budget 2020</td></tr><tr><td>Datin Lee Nai Yee</td><td><ul style="list-style-type: none">Talk-2-Solve >> Budget 2020</td></tr></table>		Name of Directors	Trainings Programmes/Seminars/Forums Attended	Dato’ Sri Anne Teo	<ul style="list-style-type: none">Talk-2-Solve >> Budget 2020	Dato’ Sri Liew Lee Leong	<ul style="list-style-type: none">Talk-2-Solve >> Budget 2020	Dato’ Shamsul Falak Bin Abdul Kadir	<ul style="list-style-type: none">Talk-2-Solve >> Budget 2020	Lim Chee Khang	<ul style="list-style-type: none">Talk-2-Solve >> Budget 2020	Datin Lee Nai Yee	<ul style="list-style-type: none">Talk-2-Solve >> Budget 2020
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Dato’ Sri Anne Teo	<ul style="list-style-type: none">Talk-2-Solve >> Budget 2020													
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Explanation for departure	-													
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Measure	-													
Timeframe	-	-												

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>A Code of Conduct ("Code") has been adopted by the Board in order to achieve a high standard of ethics while dealing with the stakeholders of Company and its subsidiaries ("the Group") namely its customers, partners, communities and shareholders. It is the framework of the Group's underlying core ethical values and standards. The Directors and employees are expected to uphold the ethical standards and values integrated in their duties and operations of the Group. The Code is available on the Company's corporate website at www.senijayacorp.com.</p> <p>The Board reviews the Code biennially or as and when it is required to ensure the information remains relevant and appropriate.</p> <p>The Board is mindful of its leadership in business ethics practices as one of the key elements of business sustainability.</p> <p>The Code is established to promote a corporate culture which engenders ethical conduct that permeates throughout the Company and the Group. The guiding principles of the Code are as follow:-</p> <p>(i) Show respect in the workplace:-</p> <ul style="list-style-type: none">• Equal Opportunity• Anti-Harassment• Human Rights• Ensuring Workplace Health and Safety• Protection of Privacy• Use of Company's Assets with Due Care• Leading by Example• Continuous Training and Development <p>(ii) Integrity in the marketplace:-</p> <ul style="list-style-type: none">• Ensuring Product Safety and Quality

	<ul style="list-style-type: none"> • Responsible Sales and Marketing Practices • Seni Jaya's Customers • Seni Jaya's Suppliers • Community Involvement <p>(iii) Ensure ethics in business relationships:-</p> <ul style="list-style-type: none"> • Conflict of Interest • Anti-Corruption • Anti-Money Laundering • Insider Trading • Protecting the Environment <p>(iv) Ensure effective communication:-</p> <ul style="list-style-type: none"> • Corporate Disclosure • Spokesman • Whistle Blowing 	
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	:	Departure
Explanation on application of the practice	:	-
Explanation for departure	:	<p>Despite that the Company and its subsidiaries ("the Group") does not have a formal Whistle Blowing Policy at the moment, whistle blowing guidance is disclosed in the Groups' Code of Ethics and Conduct ("Code").</p> <p>The Board recognises that any genuine commitment to detecting and preventing actual or suspected unethical, unlawful, illegal, wrongful or other improper conduct must include a mechanism whereby employees and other stakeholders can report their concerns freely without fear of reprisal or intimidation.</p> <p>An employee or stakeholder can report or disclose through established channel, concerns about any violations of the Code, unethical behaviour, malpractices, illegal acts or failure to comply regulatory requirements that is taking place / has taken place / may take place in the future.</p> <p>The contact details of the designated contact persons of the Company in respect of Investor Relations have been disclosed in Annual Report, as an avenue for the shareholders and other stakeholders to raise their concerns.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

Practice 4.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board consists of five (5) members comprising one (1) Executive Chairman and four (4) Non-Executive Directors, of whom three (3) of them are Independent Non-Executive Directors (“INED”) i.e. at least half of the Board Members comprise independent directors.	
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

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

Practice 4.2

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

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

Application	:	Applied - Two Tier Voting
Explanation on application of the practice	:	<p>As disclosed in the Board Charter, the tenure of an Independent Non-Executive Director ("INED") shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, the INED may continue to serve on the Board subject to his re-designation as Non-Executive Director ("NED"). In the event the Director were to remain designated as an INED, the Board shall firstly to provide justification, upon the recommendation of the NC and thereafter to obtain the relevant Shareholders' approval.</p> <p>At the Twenty-Sixth ("26th") Annual General Meeting of the Company, Dato' Sri Liew Lee Leong ("Dato' Sri Liew") and Dato' Shamsul Falak Bin Abdul Kadir ("Dato' Shamsul") were retained to hold office until the conclusion of the 27th Annual General Meeting.</p> <p>Dato' Sri Liew was appointed as an Independent Non-Executive Director of the Company on 28 March 2008. Therefore, he has on 27 March 2020 served the Board in that capacity for a cumulative of more than twelve (12) years, offered himself to continue in office as an Independent Non-Executive Director of the Company.</p> <p>Dato' Shamsul was appointed as an Independent Non-Executive Director of the Company on 22 January 2009. Therefore, he has served the Board in that capacity for a cumulative of more than nine (9) years. He has offered himself to continue in office as an Independent Non-Executive Director of the Company.</p> <p>Mr. Lim Chee Khang ("Mr. Lim") was appointed as Independent Non-Executive Director of the Company on 28 September 2011. Therefore, he would have served the Board in the capacity for a cumulative term of more than nine (9) years from 27 September 2020 onwards. He has</p>

	<p>offered himself to continue in office as an Independent Non-Executive Director of the Company.</p> <p>In accordance with the Malaysian Code on Corporate Governance (“MCCG”), prior approval should be obtained from the shareholders at the 27th AGM, to enable Mr. Lim to continue in office as Independent Non-Executive Director before he reaches the nine (9) years term limit on 27 September 2020.</p> <p>The Board has vide the NC, after having assessed of the independence of Dato’ Sri Liew, Dato’ Shamsul and Mr. Lim, regards themselves to be independent based amongst others, the following justifications and recommends that Dato’ Sri Liew, Dato’ Shamsul and Mr. Lim be retained as Independent Non-Executive Directors of the Company:-</p> <ul style="list-style-type: none"> (i) They have met the independent guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities. (ii) Dato’ Sri Liew and Dato’ Shamsul have been with the Company for more than twelve (12) years and nine (9) years respectively and Mr. Lim would have been with the Company for more than (9) years from 27 September 2020 onwards and therefore understand the business operations of the Company and its subsidiaries (iii) They actively participate and contribute to the discussions and deliberations of the Board and Board Committees meetings. They have diligently attended all of the meetings held for the Board and the Board Committees for the financial year ended 31 December 2019. (iv) They have exercised due care and diligence during their tenure as the Independent Non-Executive Directors of the Company. <p>The Board being satisfied with the justifications and criteria met by Dato’ Sri Liew shall be seeking shareholders’ approval through a two-tier voting process as described in the Guidance to Practice 4.2 of the MCCG to retain Dato’ Sri Liew as the Independent Non-Executive Directors of the Company whereas, Dato’ Shamsul and Mr. Lim shall be seeking the shareholders’ approval at this forthcoming AGM of the Company to retain Dato’ Sri Liew, Dato’ Shamsul and Mr. Lim as the Independent Non-Executive Directors of the Company.</p> <p>The Board being satisfied with the justifications and criteria met by:-</p> <ul style="list-style-type: none"> (a) Dato’ Sri Liew shall be seeking shareholders’ approval through a two-tier voting process as described in the Guidance to Practice 4.2 of the MCCG at this forthcoming AGM of the Company to
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	<p>retain Dato' Sri Liew as Independent Non-Executive Director of the Company; and</p> <p>(b) Dato' Shamsul and Mr. Lim shall be seeking shareholders' approval at this forthcoming AGM of the Company to retain Dato' Shamsul and Mr. Lim as Independent Non-Executive Directors of the Company.</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

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

Practice 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years.

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

Intended Outcome

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

Practice 4.4

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter sets out the policies and procedures for recruitment and appointment of Directors.</p> <p>The Nomination Committee (“NC”) reviews the candidates for appointment as Directors based on the following criteria:-</p> <ul style="list-style-type: none"> • Qualifications; • Mix of skills; • Background and character; • Experience; • Integrity and professionalism; • Competence; • Functional knowledge; • Time commitment; • In the case of candidates for the position of INEDs, whether the test of independence under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is satisfied. <p>To review the potential candidates, the NC also considered the following additional criteria:-</p> <ul style="list-style-type: none"> • Prevailing government policies such as gender diversity; • Overall composition of the Board and its diversity; • Board dynamics; • The combination of skills possessed by existing Directors to ensure the selected candidate would help close any possible gaps in the Board; and • Financial health of the Company and its subsidiaries.
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

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

Practice 4.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supportive of gender diversity in the Boardroom as advocated in the Malaysian Code on Corporate Governance ("MCCG").</p> <p>The current Board consists of Directors from diverse background and qualifications, collectively bring with them a wide range of experience and expertise in areas such as finance and accounting, taxation, legal, engineering, public relations and advertising.</p> <p>On boardroom diversity, the Board is supportive of the boardroom gender diversity recommended by the MCCG. The Board currently consists of two (2) female directors and fulfils the recommendation of at least 30% women participation notwithstanding the Company is not classified as "Large 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

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

Practice 4.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board uses a variety of sources for the identification of suitable candidates. The Board may rely on recommendations from the existing Board members, Management and major shareholders as well as other independent sources.</p> <p>The NC is responsible for recommending suitable candidates to the Board for its consideration. The NC is also open to referrals from external sources available, such as industry and professional associations, as well as independent search firms.</p>
Explanation for departure	:	-
		-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

Practice 4.7

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Nomination Committee is Dato’ Sri Liew Lee Leong, the Senior Independent Non-Executive Director.	
Explanation for departure	:	-	
	:	-	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	-	
Timeframe	:	-	-

Intended Outcome

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

Practice 5.1

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

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

Application	: Applied
Explanation on application of the practice	<p>The annual evaluation for the performance of Board, individual director and Board Committees has been carried out for the financial year ended 31 December 2019 through questionnaires.</p> <p>(i) <u>Directors' self-assessment and Peer assessment evaluation</u></p> <p>In conducting the evaluation, the following main criteria were adopted by the NC:-</p> <ul style="list-style-type: none">(i) Personal Commitment/Contribution to interaction;(ii) The Company's Activity;(iii) Governance the Company's Operations; and(iv) Board Chairman's Role. <p>Based on the evaluation carried out for the financial year ended 31 December 2019, the Nomination Committee ("NC") was satisfied with the performance of the individual Board member.</p> <p>(ii) <u>Evaluation on the effectiveness of the Board as a Whole and Board Committees</u></p> <p>In conducting the evaluation, the following main criteria were adopted by the NC:-</p> <ul style="list-style-type: none">• Compliance;• The Functioning of the Board;• Financial and Operational Reporting; and• Risk Assessment. <p>Based on the evaluation conducted for the financial year ended 31 December 2019, the NC was satisfied with the performance of the Board as a whole as well as the Board Committees.</p> <p>Directors and Board Committees provided anonymous feedback on their peers' performance and individual performance contribution to</p>

	<p>the Board and respective Board Committees. The results were then collated by the Company Secretaries and tabled to the NC for deliberation. Each Director has provided feedback on his contribution to the Board and the Board Committees. The review supported the Board's decision to endorse all retiring Directors standing for election. The evaluation report together with the report on the Board balance (the required mix of skills, experience and other qualities) were circulated to the Board for discussion on 15 May 2020. The results affirmed that the Board and each of its Board Committees continue to operate effectively.</p>	
Explanation for departure	:	-
	:	-
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

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

Practice 6.1

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

Application	:	Departure
Explanation on application of the practice	:	-
Explanation for departure	:	<p>Presently, the Company does not have a formal remuneration policies and procedures for Directors and Senior Management.</p> <p>The remuneration of the Executive Chairman is reviewed by the Remuneration Committee ("RC") prior making its recommendation to the Board for approval.</p> <p>In determining the remuneration of the Executive Chairman, the RC takes into consideration the following:</p> <ul style="list-style-type: none">• the nature of job;• the level of skills, experience and scope of responsibilities of individual;• the individual's performance indicators ("KPI") in the job;• the individual's overall contribution to the Company's strategy and operation; and• market and industry's rate. <p>For the NEDs, the level of remuneration reflects the experience, expertise and level of responsibilities undertaken by the particular NED concerned. Remuneration of the Executive Directors is considered and recommended by the RC. The determination of the remuneration of the NEDs is a matter of the Board as a whole with the Director concerned abstaining from deliberation and voting in respect of his individual remuneration.</p> <p>The Directors' Fees and benefits payable have been reviewed by the RC and the Board, thereafter recommended to the shareholders for approval at the forthcoming Annual General Meeting.</p>

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 6.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Remuneration Committee ("RC") comprises exclusively of Independent Non-Executive Directors.</p> <p>The Terms of Reference of the RC is available on the Company's corporate website at www.senijayacorp.com/about.html.</p> <p>The duties and responsibilities of the RC are as follows:-</p> <ul style="list-style-type: none">(a) To review and assess the remuneration packages of the Executive Directors and Senior Management in all forms, with or without other independent professional advice or other outside advice;(b) To ensure the levels of remuneration be sufficiently attractive and be able to retain directors needed to run the Company successfully;(c) To structure the component parts of remuneration so as to link rewards to corporate and individual performance and to assess the needs of the Company for talent at Board level at a particular time;(d) To recommend to the Board of Directors the remuneration packages of the Executive Directors and senior management;(e) To act in line with the directions of the Board of Directors; and(f) To consider and examine such other matters as the Remuneration Committee considers appropriate.

	<p>For the financial year ended 31 December 2019, the RC has undertaken the following activities:-</p> <ul style="list-style-type: none"> (i) Reviewed and recommended to the Board the remuneration package of the Executive Chairman; (ii) Reviewed and recommended to the Board on the amount of Directors' fees; and (iii) Reviewed and recommended to the Board on the amount of Directors' benefit payable. <p>The Board, as a whole, determines the remuneration of Non-Executive Directors, with each Director concerned abstaining from any decision with regards to his/her remuneration. The Company pays its Directors the fees which shall be tabled for approval by the shareholders annually during the Annual General Meeting. It was agreed that the following resolution shall be tabled at the forthcoming Annual General Meeting for the shareholders' approval:-</p> <ul style="list-style-type: none"> • Directors' fees for the financial year ended 31 December 2019. 	
Explanation for departure	:	-
	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

Practice 7.1

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

Application :	Applied						
Explanation on application of the practice	Summary of total remuneration of Directors for Financial Year Ended 2019						
	COMPANY	Fee	Salary	EPF	Benefit-In-Kind	Other Emoluments	Total
		(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
	Executive Chairman						
	Dato' Sri Anne Teo	-	108	18	-	-	126
	Subtotal	-	108	18	-	-	126
	Non-Executive Directors						
	Dato' Sri Liew Lee Leong	36	-	-	-	-	36
	Dato' Shamsul Falak	36	-	-	-	-	36
	Lim Chee Khang	36	-	-	-	-	36
	Datin Lee Nai Yee	120	-	-	-	-	120
	Subtotal	228	-	-	-	-	228
	TOTAL	228	108	18	-	-	354
	Summary of total remuneration of Directors for Financial Year Ended 2019						
	GROUP	Fee	Salary	EPF	Benefit-In-Kind	Other Emoluments	Total
		(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
	Executive Chairman						
	Dato' Sri Anne Teo	-	1,000	170	-	-	1,170
	Subtotal	-	1,000	170	-	-	1,170
	Non-Executive Directors						

	Dato' Sri Liew Lee Leong	36	-	-	-	-	36
	Dato' Shamsul Falak	36	-	-	-	-	36
	Lim Chee Khang	36	-	-	-	-	36
	Datin Lee Nai Yee	120	-	-	-	-	120
	Subtotal	228	-	-	-	-	228
	TOTAL	228	1,000	170	-	-	1,398
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

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

Practice 7.2

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

Application	:	Applied	
Explanation on application of the practice	:	The detailed remuneration of the top two key senior management during the financial year ended 31 December 2019 are as follows:-	
		Remuneration Range (RM)	Top Two Key Senior Management
		150,001 – 200,000	Fong Yew Chuen
		100,001 – 150,000	Dato’ Badsha Sahib bin Meera Shaib
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

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

Practice 7.3 - Step Up

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

Application	:	Not adopted
Explanation on adoption of the practice	:	-

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Audit Committee is Dato’ Sri Liew Lee Leong and he is not the Chairman of the Board.	
Explanation for departure	:	-	
	:	-	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	-	
Timeframe	:	-	-

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee ("AC") has formalised the requirement in Practice 8.2 of the MCCG in its Terms of Reference that the appointment of a former key audit partner as a member of AC shall observe a cooling-off period of at least two (2) years before being appointed as a member of Audit Committee. The Board has also formalised the same into the Policies and Procedures to assess the Suitability, Objectivity and Independence of the External Auditors which was approved and adopted by the Board with effect from 3 April 2019.</p> <p>None of the members of the Board were former key audit partners and notwithstanding the above provision and in order to uphold the utmost independence, the Board has no intention to appoint any former key audit partner as a member of 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

There is an effective and independent Audit Committee.

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

Practice 8.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee ("AC") is responsible for assessing the capabilities and independence of the external auditor and to make subsequent recommendations to the Board on their appointment, re-appointment, resignation or dismissal of the external auditor.</p> <p>The Board had adopted following policies with effect from 3 April 2019:-</p> <ol style="list-style-type: none">1) Policies and Procedures to assess the Suitability, Objectivity and Independence of External Auditors which set out the criteria which the AC should consider in assessing the suitability, objectivity and independence of the external auditors of the Company; and2) Policy on the provision of Non-Audit Services by the External Auditors to govern the circumstance under which contracts for the provision of non-audit services can be entered into and procedures that must be followed by the External Auditors. <p>Under the Terms of Reference, the AC also monitors the independence and qualification of the Company's external auditors.</p> <p>Messrs. Deloitte PLT had expressed their intention to resign as the External Auditors of the Company vide their notice of resignation dated 31 October 2019 which was received by the Company on 1 November 2019.</p> <p>Pursuant to Section 271(2)(b) of the Companies Act, 2016, the Board of Directors shall appoint an Auditors of the Company to fill a casual vacancy in the office of Auditors.</p> <p>The Board of Directors has vide the AC, assessed and reviewed the following criteria which were set out in the Company's Policies and Procedures to Assess the Suitability, Objectivity and Independence of the External Auditors adopted on 3 April 2019, in assessing the suitability, objectivity and independence of Messrs. Mazars PLT, as the newly appointed External Auditors of the Company-</p>

	<p>(i) Fees;</p> <p>(ii) Competence, audit quality and resource capacity;</p> <p>(iii) Non-audit services;</p> <p>(iv) Independence; and</p> <p>(v) Material matters.</p> <p>The Company's Auditors, Messrs. Mazars PLT, having consented to act as Auditors of the Company pursuant to Section 264(5) of the Companies Act, 2016 has been appointed as the Auditors of the Company with effect from 22 November 2019 and shall hold office until the conclusion of the 27th Annual General Meeting of the Company.</p> <p>The AC had conducted an annual assessment of the performance, suitability and independence of the external auditors, Messrs. Mazars PLT for the financial year ended 31 December 2019. The AC was satisfied with the performance and independence of the External Auditors as well as the fulfillment of criteria based on several factors, including independence of the external auditors, quality of audit review procedures and adequacy of the firm's expertise and its resources to carry out the audit work that they were tasked with.</p> <p>Messrs. Mazars PLT had also indicated to the AC that they had been independent throughout the audit engagement in respect of the financial under review.</p> <p>Having considered all the above criteria, the Board had upon recommendation by the AC, approved the recommendation for the re-appointment of Mazars PLT as External Auditors of the Company for the ensuing year for the shareholders' approval at the forthcoming Annual General Meeting.</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 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Audit Committee consists of three (3) members, who are all Independent Non-Executive Directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The members of the Audit Committee ("AC") collectively have the necessary skills and a wide range of experience and expertise.</p> <p>Based on the outcome of the performance assessment on the AC by the Nomination Committee ("NC"), both the NC and the Board are satisfied with the performance of the AC.</p> <p>All the members of the AC received ongoing trainings and development as detailed in Practice 2.1 above.</p>
Explanation for departure	:	-
		-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

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

Practice 9.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has overall responsibility for maintaining a system of internal control and risk management that provides a reasonable assurance of effective and efficient operations and compliance with laws and regulations, as well as with internal procedures and guidelines.</p> <p>The Audit Committee also oversees the risk management and internal control framework of the Company.</p> <p>The Statement on Risk Management and Internal Control set out in the Annual Report 2019 provides an overview of the internal control within the Company and its subsidiaries for the financial year under review.</p>
Explanation for departure	:	-
		-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board via the Audit Committee ("AC") oversees the risk management of the Company and its subsidiaries ("the Group").</p> <p>The AC, with the assistance of the Management, reviews and recommends for the Board's approval matters related to risk management within the Group. The AC also assesses the risk tolerance of the Group in order to safeguard the interest of its shareholders.</p> <p>The Statement on Risk Management and Internal Control set out in the Annual Report 2019 provides an overview of the internal control within the Group during the financial year under review.</p>
Explanation for departure	:	-
		-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

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

Practice 9.3 - Step Up

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

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

Intended Outcome

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The internal audit function of the Company and its subsidiaries ("the Group") is outsourced to Axcelasia Columbus Sdn. Bhd., an external consultant to assist the Audit Committee ("AC") and Board in providing independent assessment on the adequacy, efficiency and effectiveness of the Group's governance, risk management and internal control processes.</p> <p>The outsourced Internal Auditors report directly to the AC, providing the Board with a reasonable assurance of adequacy of the scope, functions and resources of the Internal Audit function. The purpose of the Internal Audit function is to provide the Board, through the Committee, assurance of the effectiveness of the system of internal control in the Group.</p> <p>The Internal Audit function is independent and performs audit assignments with impartiality, proficiency and due professional care.</p> <p>During the course of audit, the Internal Auditors have reviewed compliance with policies, procedures and standards, relevant external rules and regulations, as well as assessed the adequacy and effectiveness of the Group's system of internal control and recommended appropriate actions to be taken where necessary.</p> <p>The internal audits performed met the objective of highlighting to the AC the audit findings which required follow-up action by the Management, any outstanding audit issues which required corrective actions to be taken to ensure an adequate and effective internal control system within the Group, as well as any weaknesses in the Group's internal control system. It ensured that those weaknesses were appropriately addressed and that recommendations from the internal audit reports and corrective actions on reported weaknesses were taken appropriately within the required timeframe by the Management.</p> <p>The AC had conducted an Internal Audit Assessment annually to review the adequacy of the scope, functions, competency and resources of the internal audit function to ensure that it has the necessary authority to carry out its work and to perform its function effectively in accordance with relevant professional standards.</p>

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

Intended Outcome

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

Practice 10.2

The board should disclose:–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has outsourced its internal audit (“IA”) function to Axcelasia Columbus Sdn. Bhd.</p> <p>The head of the outsourced IA function, Mr. Derek Lee Siew Weng (“Mr. Derek Lee”) is a member of Institute of Internal Auditors Malaysia and Malaysian Institute of Accountants. Mr. Derek Lee has accumulated over 24 years of experience in a wide range of governance advisory, risk and internal audit work. He is supported by his engagement team of internal auditors who have the relevant professional qualifications such as Certified Internal Auditor or equivalent.</p> <p>The Audit Committee (“AC”) had evaluated and reviewed the IA function and were satisfied that the IA activities/audit plan were carried out in accordance with International Professional Practices Framework issued by Institute of Internal Auditors. Final communication of internal audit plan, processes and results of the internal audit assessment are supported by sufficient, reliable and relevant information which signifies a satisfactory conclusion of the internal audit work.</p> <p>The AC also received assurance from the outsourced IA that all assigned IA engagement team personnel remain independent, objective and free from any relationships or conflicts of interest in carrying out their IA duties throughout the engagement.</p>
Explanation for departure	:	-
		-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has ensured a dedicated chapter governing the Board-Shareholders relationship be included in the Board Charter, thereby formalising the Board's commitment to serving the best interest of the Shareholders.</p> <p>The Company communicates regularly with shareholders and investors through annual reports, quarterly financial reports and various announcements made to Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") as the Board acknowledges the importance of accurate and timely dissemination of information to its shareholders, potential investors and the public in general. Shareholders and Investors can obtain the Company's latest announcements on the Company's corporate website at www.senijayacorp.com/investor.html.</p> <p>The Annual General Meeting provides an opportunity for the shareholders to seek and clarify any issues pertaining to the Group and to have a better understanding of the Group's activities and performance. Both individuals and institutional shareholders are encouraged to meet and communicate with the Board at the Annual General Meeting and to vote on all resolutions set out in the notice.</p> <p>The Company's corporate website provides all relevant information on the Company and is accessible by the public. It includes the announcements made by the Company and annual reports. The Board discloses to the public all material information necessary for informed investment and takes reasonable steps to ensure that all shareholders enjoy equal access to such information.</p> <p>The Company's corporate website is accessible at www.senijacorp.com.my.</p> <p>Any enquiry regarding investor relations/ from the shareholders may be conveyed to the following designated senior management personnel, the information of which has also been published on the Company's corporate website:-</p>

	<p>(I) Dato' Sri Anne Teo, Executive Chairman Email address: anneteo@senijayacorp.com</p> <p>Telephone No.: 03-2732 9405 Facsimile No: 03-2732 9406</p> <p>As indicated in the Board Charter, the office of SINED has been identified as the designated contact point to whom concern may be raised, including but not limited to consultation and direct communication with the shareholders or other stakeholders on areas that cannot be resolved through the normal channels of contact with the Company, at the expense of the Company. The contact details of the SINED are as follows:-</p> <p>The Senior Independent Non-Executive Director Attention: Dato' Sri Liew Lee Leong Seni Jaya Corporation Berhad 23A-15 & 16, Level 23A, Q Sentral, 2A, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan.</p> <p>Email address: raymondliew@mcmillanwoods.com Contact No.: 03-2732 9405</p>	
Explanation for departure	:	-
		-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-
		-

Intended Outcome

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

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

Practice 11.2

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

Application	:	Departure
Explanation on application of the practice	:	-
Explanation for departure	:	<p>The Company is not classified as "Large Company". However, the Company would consider adopting the integrated reporting based on a globally recognised framework when necessary.</p> <p>Corporate information is disseminated via the Company's corporate website and announcements are published on the website of Bursa Malaysia Securities Berhad. At present, the Board is of the view that the Company's Annual Report is comprehensive enough for stakeholders to make informed decisions.</p> <p>The current Annual Report provides stakeholders with a fairly comprehensive overview on the Company's financial and non-financial information including future prospects. Components such as the Management and Discussion Analysis, Corporate Governance Overview Statement, Statement of Risk Management and Internal Control, as well as the Sustainability Statement, form an integral part of the non-financial information.</p> <p>The Company will consider to adopt integrated reporting based on a globally recognised framework if the benefits of the adoption outweigh the cost.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	-
Timeframe	:	-

Intended Outcome

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

Practice 12.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company despatches the notice of its Annual General Meeting together with the Annual Report at least 28 days before the Annual General Meeting to give sufficient time to shareholders to make the necessary arrangements to attend and participate in person or through corporate representatives, proxies or attorneys as well as to let the shareholders to consider the resolutions that will be discussed and decided at the Annual General Meeting. The Notice of Annual General Meeting, which sets out the businesses to be transacted at the Annual General Meeting, is also published in a major local newspaper as well as announced to Bursa Malaysia Securities Berhad.</p> <p>The notes to the Notice of Annual General Meeting also provide detailed explanation for each resolution proposed to enable shareholders to make informed decisions in exercising their voting rights.</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 12.2

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

Application	:	Applied	
Explanation on application of the practice	:	All Directors and representatives from Management had attended the Twenty-Sixth Annual General Meeting held on 27 June 2019. The Chairman of the Audit Committee, Nomination Committee and Remuneration Committee were present to address any questions from shareholders in respect of matters that fall under the purview of the Board Committees.	
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 12.3

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

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

Application	:	Departure	
Explanation on application of the practice	:	-	
Explanation for departure	:	<p>It is not feasible as the Company does not have large number of shareholders. Shareholders who have questions and queries are welcome to submit questions or engage with Management separately. Management will endeavour to respond within reasonable time. Shareholders are allowed to appoint any person as their proxies to attend, participate, speak and vote in his stead at a general meeting.</p> <p>The current approach of voting at the specified venue is the norm currently practiced by the listed issuers. The Annual General Meeting was held at Tropicana Golf & Country Resort, which was easily accessible to most shareholders.</p> <p>The Company would consider all avenues available, including all the necessary requirements for implementation in the future when necessary.</p> <p>The shareholders can vote by proxy, provided that the proxy shall have been appointed by the shareholder himself or by his duly authorised representative provided further that it is filed at the registered office of the Company at least 48 hours before the Annual General Meeting.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	-	
Timeframe	:	-	-

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

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

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