

CORPORATE GOVERNANCE REPORT

STOCK CODE : 9431
COMPANY NAME : SENI JAYA CORPORATION BERHAD
FINANCIAL YEAR : December 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is responsible for the proper stewardship of the business and affairs of the Company and subsidiaries ("the Group") entrusted by the Shareholders with a view of enhancing their long-term value. In carrying out its responsibilities, the Board collectively, and each member of the Board individually, will act honestly, fairly, diligently and in accordance with applicable laws.</p> <p>The principal responsibilities of the Board, which facilitate the discharge of the Board's stewardship in the pursuit of the best interest of the Group, are as follows:-</p> <ul style="list-style-type: none"> • Reviewing and adopting strategies and business plans of the Company; • Overseeing the conduct of the Company's business; • Establishing policies for strengthening the performance of the Company; • Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks; • Succession planning; • Reviewing the adequacy and the integrity of the Company's internal control systems and management information systems; • 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; • Determining the remuneration of Executive Directors and Non-Executive Directors of the Company; and • Ensuring that the Company adheres to high standards of ethics and corporate behaviour. <p>In 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 Executive Director.</p> <p>The Board is also assisted by 3 separate Board Committees i.e. Audit Committee ("AC"), Remuneration Committee ("RC") and Nomination Committee ("NC"). Each Board Committees was governed by the separate Terms of Reference ("TOR"). A copy of the Board Charter and</p>

	<p>TOR for each of the Board Committees are available on the Company's corporate website at https://senijayacorp.com/corporate-governance/.</p> <p>The Company has also set a vision which is - to be a quality and innovative oriented, social responsive Company and continue to be a prime Malaysian enterprise offering superior services and products that meet the trends of the world market and evolving needs of the clients.</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	:	<p>The Chairman of the Board is Yang Amat Mulia Tengku Panglima Raja Lt. Kol. Tengku Amir Nasser Ibrahim Shah Ibni Al Sultan Abdullah Ri'ayatuddin Al-Mustafa Billah Shah, an Independent Non-Executive Chairman.</p> <p>The Chairman of the Board is principally responsible for the overall functioning of the Board and the roles and responsibilities of the Chairman are clearly stated in the Board Charter.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The positions of the Chairman and Chief Executive Officer (“CEO”) are held by different individuals. Yang Amat Mulia Tengku Panglima Raja Lt. Kol. Tengku Amir Nasser Ibrahim Shah Ibni Al Sultan Abdullah Ri'ayatuddin Al-Mustafa Billah Shah is the Chairman while Mr. Jeff, Cheah See Heong is the CEO of the Company.</p> <p>Therefore, there is clear separation of duties and responsibilities to ensure a balance of power and authority so that no one individual has unfettered powers of decision making.</p> <p>The roles and responsibilities of the Chairman and CEO are clearly stated in the Company's Board Charter.</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

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 Chairman of the Board is not a member of the AC, NC nor RC. He also does not feature as a permanent invitee in the sittings of any of the Board Committees.
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 :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe :	Choose an item.

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	:	<p>In compliance with MCCG, the Board is supported by two (2) qualified and competent Company Secretaries. Both the Company Secretaries are the member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and is qualified to act as Company Secretary under Section 235 of the Companies Act 2016 ("the Act").</p> <p>The Company Secretaries are responsible to provide support and guidance in advising the Board on all secretarial matters of the Company, in particular the compliance of the Bursa Malaysia Securities Berhad's ("Bursa Securities") Main Market Listing Requirement ("Listing Requirements") as well as to inform and keep the Board updated on the latest enhancements in corporate governance, changes in the legal regulatory framework, new statutory requirements and best practices.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.6

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	:	<p>All the Directors were given due notices of proposed meetings held during the financial year. The Board meeting materials were sent to the Board members at least seven (7) days in advance prior to such meetings. The Directors may participate in Board and Board Committees meetings either in person or via tele-conferencing and adequate time is allocated for discussion of issues tabled to the Board for deliberation.</p> <p>All matters discussed and resolutions passed at each Board and Board Committees meetings are properly recorded in the minutes of the meeting. These minutes are circulated to all Directors for their confirmation and in timely manner. Upon confirmation, the signed minutes are properly kept in the minutes book.</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 has maintained a Board Charter which spells out the objectives, roles and responsibilities of each of the Board members and senior management. The Board Charter has also stated the matters which are specifically reserved under the authority of the Board.</p> <p>Each of the Board Committees have also maintained a separate TOR which spells out the roles and responsibilities of the Board Committees.</p> <p>The Board Charter and Board Committees' TORs are reviewed and updated regularly as and when there are changes in any of the rules and regulations, including but not limited to the Act and Listing Requirements.</p> <p>A copy of the Board Charter and all the Board Committees' TORs are available on the Company's website at https://senijayacorp.com/corporate-governance/.</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 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>The Board has maintained a Code of Conduct which provides guidance to ensure that the Group uphold the ethical conduct in the daily work. However, separate regulations may be established by the Board or other governing body of each Seni Jaya Group of companies when more detailed standards are deemed necessary by such Board or governing body.</p> <p>The Code of Conduct is applied to all the Board members and also employees of the Group.</p> <p>The principals of the Code of Conduct are including of the following: -</p> <ul style="list-style-type: none"> • Show respect in the workplace • Act with integrity in the marketplace • Ensure ethics in the business relationships • Ensure effective communication <p>A copy of the Code of Conduct is also available on the Company's website at https://senijayacorp.com/corporate-governance/.</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 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	:	<p>In line with good corporate governance practices, the Board and Management of the Company has encouraged its employees, Directors and associates to commit to the highest possible standards of ethical, moral, and legal conduct. Consistent with this commitment, the Whistleblowing Policy & Guidelines is established with the aims to support good management practices and sound corporate governance practices within the Group.</p> <p>The Whistleblowing Policy and Guidelines is also aims to provide a structured mechanism for its employees, Directors and associates to rise or report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Group to provide reassurance that they will be protected from reprisals or victimisation for whistleblowing in good faith.</p> <p>The Whistleblowing Policy and Guidelines has also stated the procedures and protection given to the whistleblowers.</p> <p>A copy of the Whistleblowing Policy and Guidelines is available on the Company's website at https://senijayacorp.com/corporate-governance/.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is conscious on the intricacy of maintaining a sustainable business through pursuing its corporate goals whilst committing to promote best practice principles within its Group. The Board together with the management takes responsibility for the governance of sustainability including setting the Group’s sustainability strategies, priorities and targets.</p> <p>The Board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the Group and its business.</p> <p>The information on the Company’s material issues along with its societal and environment impacts and key sustainability initiatives are disclosed in the Sustainability Report in the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	The practices adopted by the Company to engage with the internal and external stakeholders are disclosed in the Sustainability Statement of the Annual Report 2022.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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 Boards have sufficient understanding and knowledge of the sustainability issues that are relevant to the Company and its business, to discharge its role effectively. The measures that the Board has taken are disclosed in the Sustainability Statement of the Annual Report 2022.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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 review of the performance of the Board and senior management in addressing the Company's material sustainability risks and opportunities are included in the Board's performance evaluation.</p> <p>This is part of the Company's efforts to address sustainability risks and opportunities through the performance evaluation conducted.</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 management team led by the CEO, Mr Jeff Cheah reports to the Board and is responsible for the oversight of the sustainability practice, policies and procedures in improving sustainability performance.

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 Company has set up NC with the principal objectives to assist the Board in nominating new nominees to the Board and to assess the performance of the Board, the Committees of the Board and the Directors of the Company on an on-going basis.</p> <p>The NC has through the assistance of the Company Secretaries conducted annual review assessment on each of the Board members and Board Committees to assess the performance and contribution of each of the members to the Group.</p> <p>The NC has also reviewed the adequacy of committee structure of Board Committees annually, and consider and recommend the Directors who are subject for retirement to the Board for consideration, before recommend the same to the shareholder for the approval during the annual general meeting ("AGM").</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 5.2

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	:	<p>The Board acknowledges the importance of independent directors, who provide objectivity, impartiality and independent judgement to ensure that there is an adequate check and balance on the Board. The independent directors ensure that business and investment proposals presented by management are fully deliberated and examined.</p> <p>The independent directors have presented a key role by providing unbiased and independent views, advice and judgement, which take into account the interests of the Group and all its stakeholders including shareholders, employees, customers, business associates and the community as a whole.</p> <p>Therefore, during the financial year ended 31 December 2022 (“FY 2022”), out of six (6) Board members, three (3) are independent directors.</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 5.3

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>The Board Charter has stated that an independent director's tenure shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, the independent director may continue to serve on the Board subject to him/her redesignation as non-executive director. In the event the independent director is to be remained as an independent director, the Board shall first justify, upon the recommendation of the NC and obtain shareholders' approval.</p> <p>If the Board continues to retain the independent director after the twelfth (12) years, the Board shall seek annual shareholders' approval through a two-tier voting process and provide a justification in the annual report of doing so.</p> <p>At present, the Board does not have any independent directors who have served the Board exceeding the tenure of nine (9) years.</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 5.4 - 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	:	<p>The Board alongside the NC, undertake periodic reviews of the composition of the Board to ensure that it remains a diverse Board. The Board strongly believes that reinforcing the diversity aspect of its composition can enrich the Board’s discussions with a breadth of perspectives and thus, averting “blind spots” or “group think” during deliberations.</p> <p>Therefore, the NC has been entrusted with the responsibility to identify and review candidates for appointment to the Board based on the diversity in skills, experience, age, cultural background and gender.</p> <p>In addition, the Company has also adopted a Directors’ Fit and Proper Policy with the aim of reviewing and assessing the potential candidates for appointment as Directors as well as Directors who are seeking for re-election in the Company.</p> <p>The Directors’ Fit and Proper Policy has listed all the fit and proper criteria for the NC consideration and assessment.</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 5.6

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	:	The NC is responsible for identifying and selection of the potential candidates as Directors through various channels such as professional bodies in addition to considering candidates proposed by the Directors, management and 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

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 profiles of Directors are published in the Annual Report 2022 which include their age, gender, directorships in other companies, working experience and any conflict of interest as well as their shareholdings in the Company, if any.</p> <p>The justification to re-elect the retiring Directors to stand for re-election has been included in the notes accompanying the Company's Notice of 30th 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

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 NC is currently chaired by Mr Lee Chin Cheh, an independent non-executive director 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	:	<p>The Board is supportive of gender diversity in the Boardroom as advocated in the Malaysian Code on Corporate Governance 2021 (“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>The Board currently consists of two (2) female directors and fulfils the recommendation of at least 30% women directors 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	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Currently, the Company has not set specific policies on gender diversity for the Board and senior management.	
		Despite the Company has not set specific policies on gender diversity, the Company strive to work towards achieving the appropriate boardroom diversity and promote diversity, inclusivity and equality regardless of gender, race and sexual orientation to encourage different groups of people to build positive relationships at the workplace.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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	: <p>The NC with the help from Company Secretaries has assesses the effectiveness of the Board as a whole and the contribution of each Board Committee as well as each individual director in yearly basis. This is important to ensure that the Board and its respective Board Committees has the appropriate balance of expertise and abilities.</p> <p>The NC adopts the self-evaluation method to evaluate performance of the directors of the Company. Annual review is conducted to assess the required mix of skills, experience and other qualities such as core competencies of the executive and non-executive directors, areas for improvement and succession plan for the senior management in the Group.</p> <p>Based on the results of the evaluations for the financial year under review, the Board concluded that:</p> <ul style="list-style-type: none"> • The Board is satisfied with the size and composition of the Board, the Company is in compliance with the Listing Requirements of Bursa Securities; • The mix of skills, experience and other qualities including core competencies of the Non-Executive and Executive Directors of the Company together with the effectiveness of the Board as a whole, contribution of each individual Director and committees of the Board were satisfactory; and • The Board was satisfied with the independence of the Independent Non-Executive Directors 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	:		
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Intended Outcome

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

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

Practice 7.1

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Presently, the Company does not have a formal remuneration policies and procedures for Directors and Senior Management.	
		The level of remuneration for the Non-Executive Directors reflects the experience, expertise and level of responsibilities undertaken by the particular Non-Executive Director concerned. The determination of the remuneration of the Non-Executive Director is a matter of the Board as a whole with the Director concerned abstaining from deliberation and voting in respect of his individual remuneration.	
		The Directors' Fees has been reviewed by the Board, thereafter, recommended to the shareholders for approval at the forthcoming 30 th AGM.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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	:	The Board has a RC which reviewing and recommending any matters related to the remuneration of the Board and senior management. The RC is comprised with majority of Independent Non-Executive Directors. The duties and responsibilities of RC is stated in the RC TOR, which a copy of the TOR is available on the Company website at www.senijayacorp.com/corporate-governance/ .	
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 detailed disclosure on the remuneration of individual Directors which include fees, salaries, benefits in kind and other emoluments received during the FY 2022 are disclosed in the Corporate Governance Overview Statement of the Annual Report 2022.

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	Yang Amat Mulia Tengku Panglima Raja Lt. Kol. Tengku Amir Nasser Ibrahim Shah Ibni Al Sultan Abdullah Ri'ayatuddin Al-Mustafa Billah Shah	Independent Non-Executive Chairman	240	-	-	-	-	72	312	240	-	-	-	-	72	312
2	Ong Kah Hoe (Appointed w,e,f 13 September 2022)	Executive Director	-	-	216	-	-	26	242	-	-	216	-	-	26	242
3	Dato' Sri Anne Teo	Non-Independent Non-Executive Director	64	-	-	-	-	56	120	64	-	-	-	-	56	120
4	Datin Lee Nai Yee	Non-Independent Non-Executive Director	36	-	-	-	-	-	36	36	-	-	-	-	-	36

5	Julian Koh Lu Ern	Independent Non-Executive Director	40	-	-	-	-	-	40	40	-	-	-	-	-	40
6	Lee Chin Cheh	Independent Non-Executive Director	40	-	-	-	-	-	40	40	-	-	-	-	-	40

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	:	The Board considered the information of the remuneration of other Key Senior Management personnel to be sensitive and would be detrimental to the Group's management of human resources due to competitive environment for resources within the same industries.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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 was currently chaired by Mr Julian Koh Lu Ern, an independent non-executive director of the Company and he is not the Chairman of the Board.</p> <p>Mr Julian Koh Lu Ern is a member of the Malaysian Institute of Accountants.</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	:	During FY 2022, none of the AC members are former audit partner. The Group observes a cooling-off period of at least three (3) years in the event of any potential candidate to be appointed as member of the AC was an audit partner. This practice was incorporated in the AC's Terms of Reference.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The AC is responsible for assessing the capabilities and independence of the external auditor and to make subsequent recommendations to the Board on the appointment, re-appointment or termination of the external auditor.</p> <p>The AC reviews the suitability, objectivity and independence of the external auditor of the Company on an annual basis. In support of the assessment on independence, the external auditors are required to declare their independence annually to the AC and they have provided to the AC the said declaration throughout the audit engagement in accordance with the external auditors firm's policies on client independence.</p> <p>Through the assessment conducted by AC on the external auditors, the AC was satisfied that the external auditor has been maintained independent throughout the conduct of the audit process and the audit services rendered have met the quality expected by AC.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	<p>The Chairman of the AC is Mr Julian Koh Lu Ern. He is a member of Malaysian Institute of Accountants (MIA).</p> <p>Each of the members of AC possess the necessary skills to discharge their duties and they undertake the continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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 AC 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 2022 provides an overview of the internal control within the Group for FY 2022.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is responsible for overseeing the risk management and internal control to ensure the effective compliance to policies and procedures as well as operating standards of the Group.</p> <p>The Group has established an enterprise risk management framework to determine and control the risk, in order to achieve objectives of the Group.</p> <p>Further details on the Board's overall oversight to the risk management and internal control to mitigate and manage those risks are provided in the Statement on Risk Management and Internal Control in the Annual Report 2022.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	<p>The internal audit function of the Group is outsourced to Tricor Axcelasia Sdn. Bhd., an external consultant to assist the 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 AC, 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 performance 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	:	
<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

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>The Group has appointed an external independent consulting firm, Tricor Axcelasia Sdn. Bhd. as the Company’s Internal Auditors and it was headed by Ms Melissa Koay.</p> <p>Ms Melissa Koay has diverse professional experience in internal audits, risk management and corporate governance advisory. She is a Chartered Member of the Institute of Internal Auditors Malaysia, a member of the Malaysian Institute of Accountants and a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom. Ms Melissa Koay is also a Certified Internal Auditor.</p> <p>The Internal audit function has adopted the Standards in the International Professional Practices Framework issued by the Institute of Internal Auditors, to perform their duties during the internal audit review.</p> <p>Further details are disclosed in the AC Report and Statement on Risk Management and Internal Control in the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Group values communication with its shareholders and investors and this is done through the Annual Report, AGM and Corporate Announcements.</p> <p>In addition, the Company has also used the AGM as a forum of communication with its shareholders. The Board encourages participation from shareholders by having a question-and-answer session during the AGM whereby the directors are available to discuss aspects of the Group's performance and its business activities.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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	:	<p>The Company despatches the notice of its AGM together with the Annual Report at least 28 days before the AGM 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 AGM. The Notice of AGM, which sets out the businesses to be transacted at the AGM, is also published in a major local newspaper as well as announced to Bursa Securities.</p> <p>The notes to the Notice of AGM 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 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All Directors were present at the 29th AGM to respond to the shareholders' queries.</p> <p>Barring any unforeseen circumstances, all the Directors are committed to attend the upcoming 30th AGM of the Company.</p> <p>The Company was in the view that with the presence of all Directors, provided an opportunities for the shareholders to engage with each Director and allowed the shareholders to raise questions and concerns to the Directors directly.</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 13.3

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	:	The Company's 29 th AGM was conducted on a virtual basis through live streaming and online remote voting on 27 June 2022. Accordingly, the Company will also conduct its 30 th AGM on a virtual basis through live streaming and online remote voting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	The Chairman ensured that sufficient time was allocated for the Board and Management to address questions submitted by the shareholders prior to the date of the meeting or during the meeting via the online meeting platform and that adequate responses were given.
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	: ShareWorks Sdn Bhd was engaged to provide the audio and visual support services to broadcast the proceedings of the 29 th AGM virtually. It was live streamed for access via meeting platform, www.swsb.com.my. The shareholders are giving opportunities to send their questions via the online meeting platform, despite the AGM was held via virtually. The questions were thereafter discussed and answered by the Directors during the AGM.
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 29 th was circulated to the shareholders via the Company's website within 30 business days after the 29 th AGM.
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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