

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0051
COMPANY NAME : CUSCAPI BERHAD
FINANCIAL YEAR : June 30, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board collectively leads and is responsible for the long-term success of the Company and subsidiaries ("the Group") by providing leadership and direction as well as supervision of the management of the Company. Generally, the Board has primary responsibility for the governance and management of the Group, and fiduciary responsibility for the financial and organisational health of the Group.</p> <p>The Board is also responsible for the oversight and overall management of the Group including assessing and agreeing with the Group's corporate objectives, and the goals and targets to be met by the Management.</p> <p>The Board has a formal schedule of matters reserved to itself for decision, which includes the overall Group strategy and direction, investment policy, major capital expenditures, consideration of significant financial matters and review of the financial and operating performance of the Group.</p> <p>A combination of an effective board consists of Executive Directors ("ED") with intimate knowledge of the business and Non-Executive Directors ("NED") from diversified industry/business background to bring broad business and commercial experience to the Group. Each of the Directors' profile is set out in the Annual Report.</p> <p>The main roles and responsibilities undertaken by the Board are as follows:</p> <ul style="list-style-type: none">• to set strategic aims of the Company to ensure that the Company meet its objectives and review the Management's performance

	<ul style="list-style-type: none"> • to take responsibility together with the Management for the governance of sustainability in the Company including setting the Company's sustainability strategies, priorities and targets • to carry out performance evaluations of the Board and Management including a review of the performance of the Board and Management in addressing the Company's material sustainability risks and opportunities • to review and approve strategic initiatives including corporate business restructuring or streamlining and strategic alliances • to ensure that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and promoting a culture of corporate responsibility • to approve the nomination, selection, succession policies, and remuneration packages for the Board, Board Committee members, Nominee Directors on the functional Boards of the subsidiaries and the Principal Officers, the annual manpower budget for the Group, managing succession planning, appointing, training, fixing the compensation of, and where appropriate, replacing the Management or key personnel • to review the adequacy and integrity of the Group's internal control systems and management of information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines (including the securities laws, the Companies Act 2016 ("the Act") and Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") • to review and approve the Financial Statements encompassing annual audited accounts and quarterly reports, dividend policy, credit facilities from financial institutions and guarantees • to prepare a Corporate Governance ("CG") Overview Statement in compliance with the Malaysian Code on Corporate Governance 2021 ("MCCG") for the Annual Report • to approve the appointment of external auditors and set their related audit fees <p>The roles and responsibilities of the Independent Non-Executive Directors ("INED")/ Non-Independent Non-Executive Directors ("NINED") and ED are clearly defined and properly segregated in the Board Charter. All the INED are independent of the ED, Management and major shareholders of the Company, and are free from any business or other relationship with the Group that could materially interfere with the exercise of their judgement. This offers a strong check and balance on the Board's deliberation.</p>
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	<p>As part of its efforts to ensure the effective discharge of its responsibilities, the Board has delegated certain functions and responsibilities to the following Board Committees:</p> <ul style="list-style-type: none"> • Audit and Risk Management Committee (“ARMC”); and • Nomination and Remuneration Committee (“NRC”). <p>Each Board Committee of the Chairman will report to the Board on the results of the committee meeting, including key issues considered at the committee meeting. Board committees perform their duties in accordance with the Terms of Reference (“TOR”).</p> <p>The Board Charter and TOR for both ARMC and NRC are available on the Company’s website at www.cuscapi.com.</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 1.2

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 Company is Datuk Jayakumar A/L Panneer Selvam, who is an Executive Chairman of the Company.</p> <p>As the Executive Chairman of the Company, he has carried out a leadership role in the conduct of the Board and the primary responsibilities of the Chairman are as follows:-</p> <ul style="list-style-type: none">- To lead the Board and to ensure the effectiveness of all aspects of the Board's role;- To ensure the efficient organisation and conduct of the Board's function and meetings;- To facilitate the effective contribution of all Directors at Board meetings;- To promote constructive and respectful relations among Directors, and between the Board and management; and- To ensure effective communication with shareholders and relevant stakeholders.
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 Chairman and Chief Executive Officer (“CEO”) are held by two (2) different individuals</p> <p>The Chairman is Datuk Jayakumar A/L Panneer Selvam and CEO is Mr Fang Kok Hong.</p> <p>A clear division of responsibilities between the two roles is spelled out in the Board Charter to ensure an appropriate balance of power and authority, increasing accountability and a greater ability for the Board to make independent decisions.</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 1.4

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Chairman of the Board is not a member of any of the Board Committees (i.e. ARMC and NRC). However, he is invited to the Board Committees meetings, where his presence is considered appropriate as determined by the Chairman of the respective Board Committees.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
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>The Board is supported by two (2) suitably qualified and competent Company Secretaries. The Company Secretaries play an advisory role to the Board and is responsible to ensure all Board procedures and Board management matters are in line as well as in compliance with MMLR of Bursa Securities, relevant laws and regulations. The Company Secretaries have been constantly kept themselves abreast of the evolving capital market environment, regulatory changes and developments in corporate governance by attending relevant trainings from time to time.</p> <p>The Company Secretaries had attended all Board and Board Committees meetings and ensured that meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are taken and recorded accordingly.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions.</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>Unless otherwise agreed, notice of each meeting confirming the venue, time, date and agenda of the meeting together with relevant Board papers will be forwarded to each director no later than seven (7) days before the date of the meeting. This is to ensure that Board papers comprising due notice of issues to be discussed and supporting information and documentations were provided to the Board sufficiently in advance. Furthermore, Directors are given sufficient time to read the Board papers and seek for any clarification as and when they may need advices or further explanation from management and Company Secretaries.</p> <p>The deliberations of the Board in terms of the issues discussed during the meetings and the Board's conclusions in discharging its duties and responsibilities are recorded in the minutes of meetings by the Company Secretaries and properly documented and maintained at the Registered Office of the Company.</p> <p>All the minutes of meetings are circulated and confirmed as a correct record of proceedings by the Board and Board Committees at their next meetings respectively.</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 is designed to achieve the following objectives:</p> <ul style="list-style-type: none"> (a) to enable the Board to provide strategic guidance and effective oversight of Management; (b) to clarify the roles and responsibilities of members of the Board and Management to facilitate the Board and Management's accountability to the Company and its shareholders; (c) to ensure a balance of authority so that no single individual or group of Directors has unfettered powers; and (d) to assist the Board in the assessment of its own performance and of its individual Directors. <p>The Board Charter has clearly stated the roles and responsibilities of the Directors and roles and responsibilities of the Board Committees are stated in their respective TOR.</p> <p>The Company had recently reviewed and adopted revised Board Charter on 19 October 2022.</p> <p>The current Board Charter is accessible for reference on the Company's website at www.cuscapi.com.</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 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 Company has maintained and adopted the Code of Ethics and Business Conducts ("the Code") for the all Group employees, executive officers and Board members.</p> <p>The Code is a formal document that establishes the behavioural qualities expected of the Group and all of its employees. The Code has highlighted and reinforces key areas of ethical and legal conduct, including personal behaviour, particularly those that are related to business activities.</p> <p>The Code has covered a various area particularly on the compliance, conflicts of interest, giving and receiving gifts and entertainment and etc.</p> <p>The Board is committed in maintaining a corporate culture which engenders ethical conduct through its Code, which summarises what the Company must endeavour to do proactively to increase corporate value, and which describes the areas in daily activities that require caution to minimise any risks that may occur.</p> <p>The Code is available on the Company's website at www.cuscapi.com.</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	:		
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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>The Board has set up a whistleblowing policy to support the Company's values and to provide a transparent and confidential process for all dealings with concerns.</p> <p>The whistleblowing policy is designed to enable for all stakeholders including but not limited to employees, customers, suppliers, government bodies and financial institutions to raise genuine concerns of possible improprieties perpetrated with the Group.</p> <p>If any employee believes reasonably and in good faith that malpractice exists in the workplace, the employee should report to the senior management (i.e. CEO or Chief Financial Officer) or Executive Chairman.</p> <p>The whistleblowing policy is made available on the Company's website at www.cuscapi.com.</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 responsible to develop and grow the business in a sustainable manner and the senior management will provide support to manage integration of sustainability in the operations of the Group.</p> <p>The management is committed to explore the benefits of sustainable practices to the business and to implement such practices to achieve the right balance between the needs of the community, the requirements of shareholders and stakeholders and economic success.</p> <p>The Board aims to create a culture of sustainability within the Group and the community, with an emphasis on integrating the social, environmental and governance considerations into decision making and the delivery of outcomes.</p> <p>Information on material company issues and their social and environmental impacts, as well as key sustainability initiatives, is disclosed in the Sustainability Statement of the Annual Report 2022.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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 company has adopted the practices to engage with internal and external stakeholders and these 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	:	<p>The Board has sufficient knowledge and understanding of sustainability issues relevant to the company and its business to conduct its responsibilities effectively and is committed to keeping abreast of sustainability issues related to the changing operating environment that are relevant to its business.</p> <p>The Board and management continue to advocate for elements of sustainability in the business, and the Company remains committed to developing and enhancing the practices and initiatives.</p> <p>Further details are set out in the Sustainability Statement of the Annual Report 2022.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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>A review of the Boards' and Senior Managements' performance in addressing the Company's material sustainability risks and opportunities is included in the Board's performance assessment.</p> <p>This is part of the Company's addressing sustainability risks and opportunities through performance reviews.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Board has identified CEO to leads the Sustainability Management Group (“ SMG ”), and the SMG is in charge of developing, operating and monitoring all sustainability-related aspects of the operations. The CEO has ensured that all activities are set to achieve the goals and the Board’s directives.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC is empowered by the Board to review and evaluate the composition and performance of the Board annually as well as assessing qualified candidates to occupy Board positions.</p> <p>During the financial year under review, NRC has reviewed the tenure of each director to ensure that Independent Directors do not serve more than the nine (9) years term limit as suggested by MCCG and twelve (12) years term limit as stated under MMLR.</p> <p>NRC evaluates the suitability and performance of individuals running for re-election at the Annual General Meeting ("AGM") through a performance review conducted during financial year ended 30 June 2022 ("FYE 2022"). Through the evaluation, the NRC was satisfied with the performance and has concluded that the size, composition as well as the mixture of qualifications, skills and experience among the Board and Board Committees members and the independence of its Independent Directors were all met with requirements.</p> <p>Through the evaluation conducted, the NRC will also recommend candidates for re-election to the Board based on the results of the performance appraisal and propose at the AGM for shareholders' approval.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Currently, there is three (3) Independent Non-Executive Directors out of a total of five (5) Board members.</p> <p>As such, this is in line with the MCCG 2021 which it requires at least half of the Board members are Independent Non-Executive Directors.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	The Board has adopted a 9 years policy for Independent Directors. Upon completion of 9 years, an Independent Director may continue to serve on the Board subject to the Director’s redesignation as a Non-Independent Director. In the event such Director was to retain as an Independent Director, the Board would have to justify in the notice convening the AGM and seek shareholders’ approval the retention of such Independent Director at every AGM through a two-tier voting process.	
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 recognises the importance of diversity in terms of skills, experience, age, gender, cultural background, and recognises the benefits of diversity at leadership and employee level.</p> <p>Accordingly, appointment to the Company's Board and Senior Management of the Company are based on objective criteria, merit and with due consideration for diversity in skills, experience, age, cultural background and gender. The Group adheres strictly to the practice of non-discrimination of any form.</p> <p>Regardless, when making recommendations, the NRC will consider factors such as skills, knowledge, experience, diversity (including gender diversity), background, integrity, competence, time commitment and independence to achieve strategic objectives and the requirements of the business group.</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	:	No new Board member was appointed during FYE 2022. However, the Board may utilise independent sources to identify for a suitable qualified candidates in future, when necessary. The NRC will also oversee the screening and recommend any new appointment to the Board for approval, upon reviewing the candidate profile.	
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	:	The Directors' profiles are disclosed in the Annual Report 2022, including their age, gender, directorships, work experience, and any conflicts of interest, as well as their shareholdings in the company, if any. The reasons for the re-election of the retiring directors for re-election are also set out in the explanatory notes to the notice of the 43 rd AGM of the Company.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NRC is chaired by the Company’s Independent Non-Executive Chairman, Puan Mohaini Binti Mohd Yusof.	
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 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Currently, there is only one (1) female director on the Board of the Company.	
		The Board acknowledges the importance of gender diversity in the Board and in line with the MCCG of at least 30% representation of women on Boards, the Board will evaluate and match the criteria of the potential candidate as well as considering the appointment of female director onto the Board in future to bring about a more diverse perspective.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
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	:	Applied	
Explanation on application of the practice	:	<p>The Company is always supportive of diversity in any form, whether based on age, gender, race or religion, throughout the Company.</p> <p>As such, the Company has adopted a gender diversity policy during the FYE 2022 to formalise the existing practices on gender diversification.</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	:	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>During the FYE2022, NRC had through the assistance of company secretary conducted an annual assessment on the effectiveness of the Board and Board Committees and each director's performance. The assessment process is based on self-assessment and assessment results were then presented to the Board for deliberation.</p> <p>Feedback and comments provided by directors in the evaluation form have been properly recorded and discussed for improvement.</p> <p>Based on the annual assessment performed during the FYE 2022, the NRC are satisfied with the current Board composition and has concluded that each Director has the necessary competencies to serve on the Board and has fully demonstrated their commitment to the Company in terms of time and participation in the meetings. NRC has recommending to the Board to re-elect the retiring directors at the 43rd AGM of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises that the level and composition of remuneration of Directors and senior management should 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.</p> <p>As such, the NRC is empowered to make recommendations on the Executive Directors’ remuneration. The ED and Senior Management’s remunerations are linked to the corporate and individual performance. Determination of remuneration packages of NED is a matter of the Board as a whole. The individuals concerned will abstain from discussion of their own remuneration. The NRC is also responsible to review the remuneration packages of the NED of the Company and thereafter recommend to the Board for their consideration. NED are paid by way of fixed monthly fees or annually and a meeting allowance for each meeting attended.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>In line with the MCCG, the Company had established a NRC which comprised solely of Independent Non-Executive Directors. The NRC shall ensure that the levels of remuneration are sufficient to attract and retain Directors of the quality required to manage the business of the Group.</p> <p>Amongst the NRC's duties outlines in the Terms of Reference are:-</p> <ul style="list-style-type: none">- To review and determine the annual salary increment, performance bonus and incentives for EDs and Senior Executives;- To review and determine the other benefits-in-kind for EDs and Senior Executives; and- To review and recommend to the shareholders during the general meeting on the Directors' fees for the NEDs of the Company. <p>The NRC upon the annual review, will recommend to the Board as a whole to determine the remuneration packages for the Directors. The respective members shall abstain from discussion on their own remuneration.</p> <p>The Terms of Reference of NRC is accessible on the Company's website at www.cuscapi.com.</p>
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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 details of the Directors' remuneration paid to all the Directors of the Company (both by the Company and the Group) were disclosed in the Company's 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	Datuk Jayakumar A/L Panneer Selvam	Executive Chairman	52,500	6,000	-	-	-	-	58,500	-	-	-	-	-	-	-
2	Dato' Sri Khazali Bin Haji Ahmad	Executive Director	105,000	6,000	-	-	-	-	111,000	-	-	-	-	-	-	-
3	Datuk Mat Noor Bin Nawi	Independent Non-Executive Director	52,500	6,000	-	-	-	-	58,500	-	-	-	-	-	-	-
4	Dato' Sheah Kok Fah	Independent Non-Executive Director	52,500	6,000	-	-	-	-	58,500	-	-	-	-	-	-	-
5	Puan Mohaini Binti Mohd Yusof	Independent Non-Executive Director	105,000	6,000	-	-	-	-	111,000	-	-	-	-	-	-	-

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>Due to the confidentiality and sensitivity of the remuneration package of senior management as well as security concerns, the Company opts not to disclose the top five senior management's remuneration on a named basis.</p> <p>The Board is of the view that the disclosure on a named basis of the top five (5) Senior Management officers may lead to an invasion of privacy and may expose named officers to an unwarranted attention.</p> <p>Nonetheless, the remuneration of senior management is disclosed on the Annual Report 2022 in the bands of RM100,001 to RM300,000 without reflecting the names of the individuals.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1								
2								
3								
4								
5								

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	:	The Chairman of ARMC is Datuk Mat Noor Bin Nawi. 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 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Currently, none of the members of the Board are former audit partner of the Company.</p> <p>The Company will observe a cooling-off period of at least three (3) years in the event any potential candidate to be appointed as a member of the ARMC was an audit partner of the external auditors of the Company.</p> <p>The policy is reflected in the Terms of Reference of ARMC.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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 ARMC is responsible for assessing the suitability, objectivity and independence of the external auditor and to make subsequent recommendations to the Board on the appointment or reappointment or termination of the external auditor.</p> <p>The ARMC had also obtained a written assurance from the external auditors confirming that they were, and had been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>ARMC has carried out an annual assessment on the external auditors' for the FYE 2022. The review process includes:</p> <ul style="list-style-type: none">i) assessing the external auditor's independenceii) assessing the external auditor's performance, quality of work, audit feesiii) adequacy of resources. <p>Through the annual assessment, the ARMC was satisfied with the performance of the external auditors and has recommended the re-appointment of the external auditors for shareholders' consideration at the forthcoming 43rd AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	Currently, the Company's ARMC comprises of solely independent directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The members of ARMC are financially literate and possess a mix of skills, knowledge and experience to enable them to discharge their duties and responsibilities.</p> <p>An assessment on the ARMC’s members is carried out and reviewed by the NRC. In addition, the trainings attended by ARMC members during FYE 2022 is also disclosed in the Corporate Governance Overview Statement in the Annual Report 2022.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges that risk management is an integral part of the Group business operations. It is an ongoing process which involves different levels of managements to identify, evaluate, monitor and manage and mitigate the risks that may affect the achievement of its business and corporate objectives.</p> <p>Significant issues related to internal controls and risk management are highlighted to the Board. If deemed necessary, assistance from external parties shall be consulted on issues in which the Board needs to seek an opinion.</p> <p>Details of the Group's risk management and internal control framework are set out in its statement on Risk Management and internal control of the Company's 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 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The characteristics of the Group's risk management and internal control framework and the adequacy and effectiveness of this framework are disclosed in the Risk Management and Internal Control Statement, which can be found in the Company's 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

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Company has merged the Audit Committee and the Risk Management Committee to oversee the risk management function together with the management.

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 Group's internal audit function is carried out by an outsourced internal audit firm which is independent of the activities of audits, namely Crowe Governance Sdn. Bhd. ("the internal auditor"). The internal auditor reports directly to the ARMC and has direct access to the Board through the Chairman of the ARMC.</p> <p>The internal auditor has adequate resources and appropriate standing to undertake their work independently and objectively to provide reasonable assurance to the ARMC with regard to the adequacy and effectiveness of risk management, internal control and governance processes.</p> <p>Details of the internal audit function are set out in the ARMC 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

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's internal audit function is outsourced to a professional firm named Crowe Governance Sdn Bhd ("Crowe Governance"). Crowe Governance has sufficient number of audit staffs deployed for the internal audit reviews which comprises a total of three persons.</p> <p>The Internal Auditor is led by Executive Director, Amos Law. He is a member of the Certified Internal Auditor (CIA), an IIA Accredited Internal Quality Assessor/Validator, a Chartered Member of the Malaysian Institute of Internal Auditors (CMIIA) and a holder of the Certification in Risk Management Assurance (CRMA).</p> <p>None of the persons involved have any family relationship with the Directors or Company which could result in the conflict of interest and/or impairment of the objectivity and independence during the internal audit review.</p> <p>Further details are disclosed in the ARMC Report of 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 Board recognises the need for transparency and accountability to the shareholders as well as other stakeholders of the Company for the performance and operations of the Group. As such, the Board endeavours to ensure that communication with stakeholders is conducted in a regular manner.</p> <p>In providing timely disclosures to the shareholders, all required/material announcements will be released within the stipulated time given to Bursa Securities. All announcements to the Bursa Securities and other information about the Company are available on the Company’s website which shareholders, investors and public may access via www.cuscapi.com.</p> <p>The Board also provides question and answer session during the AGM as one of the platforms for shareholders to voice up their concerns on the Company’s operating environment.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Notice of the 42 nd AGM of the Company held in year 2021 was issued more than twenty-eight (28) days prior to the meeting, which served on 29 October 2021 and AGM was held on 16 December 2021. This was to ensure that shareholders were given sufficient time to read and consider the resolutions to be resolved.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board acknowledges its responsibility to engage shareholders and provide meaningful responses to their questions at the AGM. In demonstrating this commitment to shareholders, all the Directors have attended the 42 nd AGM which was held fully virtually via online meeting platform in Malaysia on 16 December 2021.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company had conducted the 42nd AGM on a fully virtual basis and entirely via remote participation and voting via vote2u online operated by Agmo Studio Sdn Bhd to facilitate remote participation and voting in absentia.</p> <p>The Company will also continue conduct the upcoming 43rd AGM on a fully virtual and entirely via remote participation and voting.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>			
Application	:	Applied	
Explanation on application of the practice	:	<p>All the Directors and the principal officers (i.e. CEO and CFO) were present at the 42nd AGM to provide responses to the questions posed by shareholders.</p> <p>Sufficient time and opportunity were also made available for the shareholders to pose questions during the 42nd AGM using the RPV facilities.</p> <p>The Executive Chairman has answered all the questions posted by the shareholders during the 42nd AGM.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.5

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

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company had conducted the 42nd AGM on 16 December 2021 on a fully virtual basis and entirely via remote participation and voting by way of online operated by Agmo Studio Sdn Bhd (“Agmo”).</p> <p>During the AGM, the Q&A session is an interaction between directors, management and shareholders. Shareholders who attended the 42nd AGM have posted their questions through Q&A platform.</p> <p>During the live streaming, the shareholders select “Voting” button and indicate their votes for the resolutions that are tabled for voting. The Voting session commenced once the Chairman of the Meeting declare that the voting platform is activated and had announced the completion of the voting session of the 42nd AGM.</p> <p>The poll results were verified by the Scrutineers, Messrs KW Ng & Co. The poll results of all the resolutions were displayed on the screen during the virtual 42nd AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the 42 nd AGM was circulated to the shareholders via the Company's website within 30 business days after the AGM held.
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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