

# **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 7071  
**COMPANY NAME** : OCR GROUP BERHAD  
**FINANCIAL YEAR** : December 31, 2020

## **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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is directly responsible for the performance and affairs of the Group. The Board provides leadership and guidance for setting strategic direction of the Group. Its principal roles and responsibilities are as follows:</p> <ul style="list-style-type: none"><li>• Formulating a strategic plan for the Company and tailoring the same from time to time by taking practical and realistic approaches;</li><li>• Maintain good corporate governance standards;</li><li>• Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed and sustained;</li><li>• Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks; and</li><li>• Reviewing the adequacy and integrity of the Company's internal control systems for compliance with applicable laws, regulations, rules and guide.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board is chaired by YAM Tunku Azudinshah Ibni Tunku Annuar, an Independent Non-Executive Director who is responsible to provide leadership for the Board so that the Board can perform its responsibilities effectively.</p> <p>The Chairman's responsibilities include the following:</p> <ul style="list-style-type: none"> <li>• Represent the Board to shareholders;</li> <li>• Provide Board leadership on policy formation and decision making;</li> <li>• Oversee and maintain regular dialogue with the Managing Director and chief executives;</li> <li>• Ensure the integrity and effectiveness of the governance process of the Board;</li> <li>• Ensure that management proposals are deliberated and examined by the Board, taking into account stakeholders' interests;</li> <li>• Conduct and facilitate meetings of the Board to ensure that appropriate discussions take place and that relevant opinions among Board members are forthcoming; and</li> <li>• Organise information necessary for the Board to deal with the agenda and ensure that directors have full and timely access to information.</li> </ul>	
<b>Explanation for departure</b>	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 1.3**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The positions of the Chairman and the Managing Director (“MD”) of the Group are held by two different individuals, namely YAM Tunku Azudinshah Ibni Tunku Annuar and Mr. Ong Kah Hoe respectively.</p> <p>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 Chairman leads and manages the Board on the Group’s overall strategic direction, governance and compliance.</p> <p>The Group MD has overall responsibility for the Group’s operational and business units, organisational effectiveness and implementation of board policies, directives and strategies. The Group MD also functions as the intermediary between the Board and the management to ensure that Board decisions are carried out by management.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 1.4**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In compliance with MCCG, the Board is supported by one (1) qualified and competent Company Secretary. The Company Secretary is a 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 Secretary is 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's MMLR 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> <p>The Board has recorded their satisfaction with the performance and support rendered by the Company Secretary to the Board in discharging his functions for the FY 2020.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.5**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company endeavours to issue the agenda and board papers in sufficient time (of at least seven (7) days) prior to Board meetings. This will allow Directors to review the issues to be deliberated upon and where necessary, obtain any further explanation required.</p> <p>The deliberations and decisions at Board and Board Committee meetings are well documented in the minutes by the Company Secretary, including matters where Directors abstained from voting or deliberation. The meeting minutes will be circulated to the Board and Committees and confirmed as a correct record of the proceedings by the Board and Board Committees at their following respective meetings.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 2.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The objective of the Group's Board Charter is to provide a guide and sets out the guidelines on the manner in which the Board's constitutional powers and responsibilities will be exercised and discharged and also, outlines the core principles of corporate governance to which the Group adopts and to which each Director or the Directors collectively, as the case may be, should strive for.</p> <p>The Board will periodically review and update the Board Charter in accordance with the needs of the Company and any regulations that may bring an impact in the corporate governance practices of the Company and the responsibilities of the Board in discharging its governance function.</p> <p>A copy of Board Charter is made available on OCR's website, at <a href="http://www.ocrbhd.com">www.ocrbhd.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 3.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board will continue to adhere to the "Code of Ethics for Company Directors" established by the Companies Commission of Malaysia which is based on the following principles:</p> <ul style="list-style-type: none"><li>• Compliance with legal and regulatory requirements and Group policies;</li><li>• Observance of the Board Charter;</li><li>• Duty to act in the best interest of the Group;</li><li>• Honest and integrity;</li><li>• No conflict of interest;</li><li>• No-profit rule; and</li><li>• Relationships with stakeholders.</li></ul> <p>As part of the Company's commitment to uphold the highest standard of the Code, the Whistle-blower Policy aims to provide safe and acceptable platforms for all Directors, officers and employees to report unethical behaviour, suspected fraud or violation of the Company's Code of Conduct and other concerns has been formulated and established.</p> <p>Apart from the Whistle-blower Policy, the Company has also adopted an Anti-Bribery and Corruption Policy in order to achieve and maintain the highest standard of integrity and work ethics in the conducts of its business and operations as well as complying with all applicable laws including the Malaysian Anti-Corruption Commission Act 2009. The Anti-Bribery and Corruption Policy provides guidance to all employees and associates of the Group relating to the specific acts of bribery and corruption and also related matters such as proper reporting and accounting.</p> <p>Key elements of its Code of Conduct are set out in the Group's Board Charter, Whistle-blower Policy and Anti-Bribery and Corruption Policy are available on the Company's website at <a href="http://www.ocrbhd.com">www.ocrbhd.com</a>.</p>



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

**Intended Outcome**

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

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

**Practice 3.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>A Whistle-blower Policy was adopted by the Company in 2017 which has been incorporated in the employee handbook. The policy is also published on the Company's website at <a href="http://www.ocrbhd.com">www.ocrbhd.com</a>.</p> <p>The Whistle-blower 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>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors consists of eight (8) members comprising:</p> <ul style="list-style-type: none"> <li>• One (1) Managing Director;</li> <li>• One (1) Non-Independent Non-Executive Director; and</li> <li>• Six (6) Independent Non-Executive Directors</li> </ul> <p>The Company had complied with the requirement of the Paragraph 15.02 of the Listing Requirements of Bursa Securities to have at least two (2) Directors or 1/3 of the Board, whichever is higher, must be Independent Directors, is fulfilled. This is also in line with Practice 4.1 of the MCCG where it requires at least half of the Board members comprises independent directors.</p> <p>The current composition of the Board provides an effective Board with a mix of industry specific knowledge, broad based business and commercial experience together with independent judgement on matters of strategy, operations, resources and business conduct. The combination of professionals with diverse and varied backgrounds, wealth of experience and expertise in finance and corporate affairs also enables the Board to discharge its responsibilities effectively and efficiently. Profile of the Directors are as set out in this Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.2**

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

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

<b>Application</b>	:	Not applicable - No independent director(s) serving beyond 9 years	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.3 - Step Up**

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

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

**Intended Outcome**

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

**Practice 4.4**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board encourages a diverse composition which include but is not limited to age, race, ethnicity, gender, experience, skills and competencies to facilitate effective decision-making process by providing different insights and perspective.</p> <p>The Board understands that a diverse board can offer greater depth and breadth in decision making. Diversity at senior management level will also provide constructive debate besides stimulating ideas which leads towards better outcome for the Company.</p> <p>As at 8 April 2021, the diversity for the Board are as follows Board:</p> <p>Gender: Male (7); Female (1) Age: 40-49 (3); 50-59 (2); 60 &amp; above (3) Ethnicity: Malay (4); Chinese (4); Indian (0)</p> <p>Having assessed the size, composition and diversity of the Board annually, the Nominating Committee and the Board opined that the existing Board has the requisite competencies and capacity to effectively discharge its functions and responsibilities.</p> <p>The appointment of Key Senior Management personnel is also made with due regards to diversity in skills, experience, age, cultural background and gender. The profiles of the Key Senior Management personnel are set out in the Company's Annual Report 2020.</p> <p>The diversity in the race/ethnicity, age group and gender of the Key Senior Management (including the Group Managing Director) as of 31 December 2020 is as follows: -</p> <p>Key Senior Management Gender: Male (3); Female (2) Age: 30-39 (1); 40-49 (4) Ethnicity: Malay (0); Chinese (5); Indian (0)</p>
<b>Explanation for departure</b>	:	

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

**Intended Outcome**

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

**Practice 4.5**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The Board had yet to adopt specific policies on gender diversity for the appointment of Directors. There are no targets and measures to meet those targets set at this juncture.</p> <p>Currently, there is one female Director which accounts for 14.28% of the Board composition.</p> <p>The Board acknowledges the importance of gender diversity in the Board. However, the selection and appointment of a new Board member is still subject to appropriate due diligence on the mix of skills and competencies as well as the necessary diversities.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**Intended Outcome**

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

**Practice 4.6**

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The proposed appointment of a new member to the Board will be deliberated by the full Board based upon the recommendation of the Nominating Committee.</p> <p>Before any recommendation is made to the Board, the Nominating Committee will evaluate a candidate by considering the following:</p> <ul style="list-style-type: none"><li>• skills, knowledge, expertise and experience;</li><li>• character, integrity, professionalism;</li><li>• competence and time to effectively discharge his role; and</li><li>• in the case of candidates for the position of independent non-executive directors, the Committee will also evaluate the candidates' ability and commitment to discharge such responsibilities/functions as expected from independent non-executive directors.</li></ul>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

**Intended Outcome**

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

**Practice 4.7**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	YAM Tunku Azudinshah Ibni Tunku Annuar, the Chairman of Nomination Committee is an Independent Non-Executive Chairman.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nominating Committee assesses the effectiveness of the Board as a whole and the contribution of each Board Committee as well as each individual director on an annual 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 Nominating Committee 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"> <li>• The Committee was overall satisfied with the size and composition of the Board, the Company is in compliance with the MMLR of Bursa Malaysia;</li> <li>• 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;</li> <li>• The Committee discussed and was satisfied that the Directors had attended adequate trainings as required by the Company during the financial year under review and that each Board member shall continue to identify suitable trainings appropriate to their respective needs; and</li> <li>• The Committee was satisfied with the independence of the Independent Non-Executive Directors of the Company.</li> </ul>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>				
<b>Measure</b>	:			
<b>Timeframe</b>	:	<table border="1"> <tr> <td></td> <td></td> </tr> </table>		

**Intended Outcome**

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

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

**Practice 6.1**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The scope and functions of the Remuneration Committee includes the establishment and recommendation of remuneration structure and policy for its executive director are stated in its Terms of Reference of the Remuneration Committee.</p> <p>No formal structure and policy have been established at this juncture. However, the current remuneration package is generally benchmark against other market players and structured according to the skills, experience as well as the performance of relevant executive director.</p> <p>Moving forward, the Remuneration Committee shall consider to establish and recommend to the Board a formal remuneration structure and policy for its executive director.</p> <p>As for the remuneration package of the Company's senior management, the Remuneration Committee shall delegate the responsibility to the executive director accordingly.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 6.2**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board has established a Remuneration Committee ("RC") which comprises majority of Independent Non-Executive Directors.</p> <p>The RC reviews and recommends to the Board annually the Board's remuneration package and/or reward payments that reflect their respective contributions for the year, and which depend on the performance of the Group, achievement of the goals and/or quantified organisational targets as well as strategic initiatives set at the beginning of each year.</p> <p>The Remuneration Committee discharged its responsibilities by carrying out its duties set out in its Terms of Reference ("TOR") which is available on its website at <a href="http://www.ocrbhd.com">www.ocrbhd.com</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

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

### Practice 7.1

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The detailed disclosure on the remuneration of individual Directors which include fees, salaries, benefits in kind and other emoluments received during the financial year ended 31 December 2020 are disclosed in the Corporate Governance Overview Statement of the Annual Report 2020.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 7.2**

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

<b>Application</b>	:	Departure													
<b>Explanation on application of the practice</b>	:														
<b>Explanation for departure</b>	:	<p>The Board is of the view that due to the highly competitive nature of the human resource market, the remuneration of the top five (5) senior managements which include salary, bonus, benefits in-kind and other emoluments for the financial year ended 31 December 2020 would not be disclosed on named basis but aggregate remuneration suffices to be set out in the Annual Report 2020 as follow:</p> <table border="1"> <thead> <tr> <th></th> <th>Salaries and bonuses (RM'000)</th> <th>Other emoluments (RM'000)</th> <th>Benefits-in-kind (RM'000)</th> <th>Total (RM'000)</th> </tr> </thead> <tbody> <tr> <td>Total top five (5) senior management</td> <td>1,658.78</td> <td>189.01</td> <td>3.82</td> <td>1,851.61</td> </tr> </tbody> </table>					Salaries and bonuses (RM'000)	Other emoluments (RM'000)	Benefits-in-kind (RM'000)	Total (RM'000)	Total top five (5) senior management	1,658.78	189.01	3.82	1,851.61
	Salaries and bonuses (RM'000)	Other emoluments (RM'000)	Benefits-in-kind (RM'000)	Total (RM'000)											
Total top five (5) senior management	1,658.78	189.01	3.82	1,851.61											
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>															
<b>Measure</b>	:														
<b>Timeframe</b>	:														



**Intended Outcome**

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

**Practice 7.3 - Step Up**

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

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.1**

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

<b>Application</b>	:	Applied									
<b>Explanation on application of the practice</b>	:	<p>As at the date of this report, Audit Committee ("AC") comprises of three (3) Independent Non-Executive Directors as follows:</p> <table border="1"> <thead> <tr> <th>Audit Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Julian Koh Lu Ern</td> <td>Chairman/ Independent Non-Executive Director</td> </tr> <tr> <td>YAM Tunku Azudinshah Ibni Tunku Annuar</td> <td>Member/ Independent Non-Executive Director</td> </tr> <tr> <td>Hj. Abdullah Bin Abdul Rahman</td> <td>Member/ Independent Non-Executive Director</td> </tr> </tbody> </table> <p>Mr. Julian Koh Lu Ern is a member of the Malaysian Institute of Accountants and his detailed qualifications and experience are set out in his profile in the Annual Report 2020. He is not acting as the Chairman of the Board.</p> <p>The Group also meets the Main Market Listing Requirements of Bursa Malaysia Securities Berhad whereby the AC Chairman and all its members are independent and non-executive directors.</p>		Audit Committee	Designation	Julian Koh Lu Ern	Chairman/ Independent Non-Executive Director	YAM Tunku Azudinshah Ibni Tunku Annuar	Member/ Independent Non-Executive Director	Hj. Abdullah Bin Abdul Rahman	Member/ Independent Non-Executive Director
Audit Committee	Designation										
Julian Koh Lu Ern	Chairman/ Independent Non-Executive Director										
YAM Tunku Azudinshah Ibni Tunku Annuar	Member/ Independent Non-Executive Director										
Hj. Abdullah Bin Abdul Rahman	Member/ Independent Non-Executive Director										
<b>Explanation for departure</b>	:										
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>											
<b>Measure</b>	:										
<b>Timeframe</b>	:										

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company recognised the need to uphold independence of its external auditors and that no possible conflict of interest whatsoever should arise. None of members of the Board were former key audit partners within the cooling-off period of two years. Hence there is no such person being appointed as AC member of the Company.</p> <p>The Terms of Reference of the AC is available on the Company's website at <a href="http://www.ocrbhd.com">www.ocrbhd.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.3**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Audit Committee ("AC") meets with the representatives of Messrs. Baker Tilly Monteiro Heng PLT ("BTM"), the external auditors of the Company, at least twice during each financial year. External auditor may request for a private discussion with AC, in absence of executive board members and staffs of the Company whenever needed.</p> <p>AC also undertook the annual assessment of the suitability and independence of the external auditors by considering the factors such as adequacy of BTM's experience and resources to effectively carry out the audit on the Group, the level of professionalism of its staff assigned to the Group, assurance of the audit independence and objectivity of BTM and the level of non-audit services rendered by BTM to the Group during the financial year ended 31 December 2020; all of which BTM fared satisfactorily.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted	
<b>Explanation on adoption of the practice</b>	:	The AC comprises three (3) members, all of whom are Independent Non-Executive Directors, as follows:	
		<b>Audit Committee</b>	<b>Designation</b>
		Julian Koh Lu Ern	Chairman/ Independent Non-Executive Director
		YAM Tunku Azudinshah Ibni Tunku Annuar	Member/ Independent Non-Executive Director
		Hj. Abdullah Bin Abdul Rahman	Member/ Independent Non-Executive Director

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.5**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The members of AC are financially literate and possess a mix of skills, knowledge and experience to enable them to discharge their duties and responsibilities. An annual self and peer evaluation of AC is carried out and reviewed by the Nominating Committee.</p> <p>Trainings attended by AC members during 2020 is disclosed in Corporate Governance Statement in the Annual Report 2020.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>A formal enterprise risk management framework has been established to proactively identify, evaluate and manage key risks to an optimal level.</p> <p>The Statement on Risk Management and Internal Control in the Company's Annual Report provides further details on the state of system of internal controls and risk management framework of the Group in financial year 2020.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 9.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<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 2020.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**Intended Outcome**

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

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

**Practice 9.3 - Step Up**

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

<b>Application</b>	:	Adopted								
<b>Explanation on adoption of the practice</b>	:	<p>The Company had established a Risk Management committee to oversee the risk management framework and policies. However, the committee did not comprise a majority of independent directors.</p> <p>The Risk Management Committee members are as follows:</p> <table><tr><th><b>Risk Management Committee</b></th><th><b>Designation</b></th></tr><tr><td>Ong Kah Hoe</td><td>Chairman/Group Managing Director</td></tr><tr><td>Lee Chin Cheh</td><td>Member/ Non-Independent Non-Executive Director</td></tr><tr><td>Admiral Tan Sri Dato’ Seri Panglima Ahmad Kamarulzaman Hj Ahmad Badaruddin (Retired)</td><td>Member/ Independent Non-Executive Director</td></tr></table>	<b>Risk Management Committee</b>	<b>Designation</b>	Ong Kah Hoe	Chairman/Group Managing Director	Lee Chin Cheh	Member/ Non-Independent Non-Executive Director	Admiral Tan Sri Dato’ Seri Panglima Ahmad Kamarulzaman Hj Ahmad Badaruddin (Retired)	Member/ Independent Non-Executive Director
<b>Risk Management Committee</b>	<b>Designation</b>									
Ong Kah Hoe	Chairman/Group Managing Director									
Lee Chin Cheh	Member/ Non-Independent Non-Executive Director									
Admiral Tan Sri Dato’ Seri Panglima Ahmad Kamarulzaman Hj Ahmad Badaruddin (Retired)	Member/ Independent Non-Executive Director									

**Intended Outcome**

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

**Practice 10.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit ("IA") function of the Group is outsourced to a professional service firm, namely NeedsBridge Advisory Sdn. Bhd. ("NeedsBridge"), which reports functionally to Audit Committee ("AC") directly.</p> <p>AC reviews the adequacy of the internal audit scope and competency, experience and resources of IA on 6 May 2021 to ensure that the responsibilities of IA are fully discharged.</p> <p>The IA engagement of NeedsBridge is governed by their engagement letter with key terms which include the purpose and scope of works, accountability, independence, the outsourced internal audit function's responsibilities, the management's responsibilities, the authority accorded to NeedsBridge, limitation of scope of works, confidentiality, proposed fees and engagement team.</p> <p>To ensure that the responsibilities of Internal Auditors are fully discharged, the AC reviews:</p> <ol style="list-style-type: none"> <li>the internal audit plan and processes, results of the internal audit assessment, investigations undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;</li> <li>the internal audit reports, their findings, recommendation and the Management's response in addressing the issues found to ensure that risk issues were adequately addressed;</li> <li>the adequacy of the scope, functions, competency, experience and resources of the internal audit function and that it has the necessary authority and resources to carry out its work; and</li> <li>the annual performance assessment of internal auditors.</li> </ol>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 10.2

The board should disclose–

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company's IA function has been outsourced to a professional service firm, namely NeedsBridge Advisory Sdn. Bhd. ("NeedsBridge"), headed by Mr. Pang Nam Ming, a Certified Internal Auditor ("CIA") accredited by the Institute of Internal Auditors and a professional member of the Institute of Internal Auditors Malaysia.</p> <p>The IA function consists of four (4) personnel which include director, manager and consultants. The engagement director is a Certified Internal Auditor accredited by the Institute of Internal Auditors Global and a professional member of the Institute of Internal Auditors Malaysia.</p> <p>One (1) IA audit followed by one (1) IA follow up engagement are carried out by NeedsBridge in a year, in material aspects, in accordance with the International Professional Practices Framework established by the Institute Auditors Global.</p> <p>None of the internal audit personnel has any relationships or conflict of interest that could impair their objectivity and independence in conducting their internal audit functions.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 11.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The information on the Group's financial performance and/or major developments is disseminated to the public as soon as practicable via appropriate channels of communication.</p> <p>The main channel of transmitting information on the Group, such as its latest announcements, is the website of Bursa Securities at <a href="http://www.bursamalaysia.com">www.bursamalaysia.com</a> and the Company's website at <a href="http://www.ocrbhd.com">www.ocrbhd.com</a>.</p> <p>To facilitate the stakeholders' understanding of the Company with respect to the business of the Company and its policies on governance, the Company has placed various documents pertaining to the organisation, Board and Key Senior Management, its Board Charters, Terms of Reference of the Board Committees as well as other corporate information on its website to the public.</p> <p>The quarterly financial results are announced through Bursa LINK on same or the next working day after obtaining the Board's approval.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 11.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>Currently the Company has yet to adopt an integrated reporting as the Company is not a Large Company as defined under Malaysian Code on Corporate Governance.</p> <p>At present, the Board is of the view that the Company's Annual Report is comprehensive enough for stakeholders to make an informed decision.</p> <p>The current annual report provides stakeholders with a fairly comprehensive overview on the Company's financial and non-financial information, information such as future prospect, Management Discussion and Analysis, Sustainability Report, Corporate Governance Overview Statement and Statement on Risk Management and Internal Control form an integral part of the non-financial information.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 12.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Annual Report of the Company together with the Notice of 2020 Annual General Meeting was sent to the registered shareholders on 26 June 2020, more than 28 days before the 22 <sup>nd</sup> Annual General Meeting held on 27 July 2020. The additional time given to the shareholders allows them to make the necessary arrangements to attend and participate in person or through their corporate representatives and/or proxies. It also enables the shareholders to consider the resolutions and make an informed decision in exercising their voting rights at the general meetings.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 12.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>Seven (7) out of eight (8) Directors were presented at the 22<sup>nd</sup> Annual General Meeting (“AGM”) on 27 July 2020 to respond to the shareholders’ queries.</p> <p>In addition, the members of the Key Senior Management of the Company and the External Auditors, Messrs. Crowe Malaysia PLT, were invited to attend the AGM held on 27 July 2021 and were available to answer questions relevant to audit processes.</p> <p>The Company informs the date of General Meetings earlier in order to encourage all the Directors to attend General Meetings.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**Intended Outcome**

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

**Practice 12.3**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	In line with the Government initiative to curb the spread of Covid-19 and Securities Commission’s Guidance Note, the Company will conduct its 23 <sup>rd</sup> AGM on a virtual basis through live streaming and online remote voting.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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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