

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 0200  
**COMPANY NAME** : REVENUE GROUP BERHAD  
**FINANCIAL YEAR** : 30 SEPTEMBER 2023

### **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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Revenue Group Berhad ("REVENUE" or "the Group") is collectively led by an effective Board of Directors ("Board") which will provide overall governance and stewardship and oversight of the Group. The Board is tasked with the responsibility of leading and managing the Group and setting the strategic directions of REVENUE.</p> <p>In order to ensure the effectiveness in the discharge of its function and responsibilities, the Board has set up various Committees to assist the Board in leading and directing the Group towards realising the Group's corporate objectives in a sound and sustainable business operation and safeguarding shareholders' value. The Committees set up are:</p> <ul style="list-style-type: none"><li>(a) Audit and Risk Management Committee ("ARMC")</li><li>(b) Nomination Committee ("NC")</li><li>(c) Remuneration Committee ("RC")</li></ul> <p>The Chairman/Chairperson of the respective Committees will report to the Board on the outcome of the Committees meetings for the Board's consideration and final decision.</p> <p>The Board Charter and Terms of Reference of the respective Committees are available on the Group's website at <a href="http://www.revenue.com.my">www.revenue.com.my</a>.</p> <p>The key responsibilities of the Board are:</p> <ul style="list-style-type: none"><li>(a) To provide leadership and oversee the overall conduct of our Group's businesses to ensure that these are being properly managed;</li><li>(b) To review and adopt strategic plans for our Group and to ensure</li></ul>

	<p>that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;</p> <p>(c) To review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems, to safeguard our Group's reputation, our employees and assets and to ensure compliance with applicable laws and regulations;</p> <p>(d) To ensure that our Group has effective Board Committees as required by the applicable laws, regulations, rules, directives and guidelines as recommended by the Code;</p> <p>(e) To review and approve our annual business plans, financial statements and annual reports;</p> <p>(f) To monitor the relationship between our Group and our management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for our Group; and</p> <p>(g) To appoint our Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by our Board Committees and deliberate on the recommendations thereon.</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 1.2

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 led by Encik Kamari Zaman Bin Juhari, the Independent Non-Executive Chairman of the Group. The Chairman is responsible for:</p> <ul style="list-style-type: none"><li>• Leading the Board in setting the values and standard of the Company;</li><li>• Overseeing the effective discharge of the Board's supervisory role;</li><li>• Facilitating the effective contribution of all directors;</li><li>• Conducting the Board's function and meetings;</li><li>• Briefing all the directors in relation to issues arising at meetings;</li><li>• Ensuring effective communication with shareholders and relevant stakeholders;</li><li>• Scheduling regular and effective evaluations of the Board's performance;</li><li>• Ensuring the provision of accurate, timely and clear information to Directors; and</li><li>• Promoting constructive and respectful relations between Board members and between the Board and the Management.</li></ul> <p>The roles and responsibilities of the Chairman of the Board have been clearly specified in Item 6.2 of the Board Charter, which is available on the Group's website at <a href="http://www.revenue.com.my">www.revenue.com.my</a>.</p> <p>The Chairman of the Board is not a member of the ARMC, NC and RC.</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 1.3

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 our Group's Chairman and the Executive Directors are held by two different individuals and the roles and responsibilities are separate and clearly segregated to ensure an appropriate balance of authority, accountability and independence in decision making. The Chairman and Executive Directors of our Group are:</p> <p>(a) Chairman: Encik Kamari Zaman Bin Juhari; and (b) Executive Directors: Leong Seng Wui and Teh Chee Hoe.</p> <p>The roles of the Chairman and Executive Directors have been specified in Item 6.2 and Item 6.3 of our Board Charter respectively, which is available on the Group's website at <a href="http://www.revenue.com.my">www.revenue.com.my</a>.</p> <p>Please refer to Practice 1.2 of the CG Report pertaining to the role of the Chairman of our Group.</p> <p>The key roles of our Executive Directors include:</p> <ul style="list-style-type: none"><li>a) Develop and recommend to the Board the long-term strategy and vision of the Group;</li><li>b) Develop and recommend to the Board the annual business plans, budgets, action plans and policies;</li><li>c) Ensure the management of the day-to-day business affairs, continuous improvement and development, implementation and achievement of corporate policies and strategies sanctioned by the Board;</li><li>d) Ensure that the Group has an effective management team and structure, management development program and succession plans;</li><li>e) Ensure that effective internal controls and governance measures are deployed;</li><li>f) Keep the Board fully informed of all important aspects of the Group's operations and ensuring information is distributed to the Board members;</li><li>g) Develop and maintain effective relations with significant external agencies such as regulatory bodies, government agencies, investing public and other trade associations and institutions; and</li><li>h) Serve as the chief spokesperson of the Group.</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 1.4

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>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Board is led by Encik Kamari Zaman Bin Juhari, the Independent Non-Executive Chairman of the Group.  The Chairman of the Board is not a member of the ARMC, NC and RC.
<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

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by qualified and competent Company Secretaries, Mr. Tan Tong Lang and Ms. Thien Lee Mee. They are qualified to act as the Company Secretaries under Section 235(2) of the Companies Act 2016 and are member of Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and Licensed Secretary ("LS").</p> <p>The Company Secretaries provide advice and assist the Board and Committees in achieving good corporate governance by ensuring compliance to statutory laws, legislation, regulatory requirements, listing requirements and other relevant rules and regulations.</p> <p>The Company Secretaries shall also maintain proper statutory records, register and documents for the Group which are essential to assist the Board to achieve, meet and discharge their fiduciary responsibilities in accordance with good corporate governance practice. In addition, the Company Secretaries are also responsible in ensuring proper conduct at the Annual General Meetings, Extraordinary General Meetings, Board Meetings, Board Committees' Meetings and any other meetings and the preparation of minutes thereat.</p> <p>All Board member have unrestricted access to the advice and services of the Company Secretaries in relation to the Board's affairs and the Group's business.</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 1.6**

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>To facilitate the Directors' time planning, the annual meeting calendar is prepared and discussed in advance during Boards meeting. The calendar provides Directors with scheduled dates for Board meetings, Board Committees meetings and Annual General Meeting ("AGM").</p> <p>With the meeting dates fixed in advance, notices and meeting papers are distributed seven (7) clear days prior to the Board meetings and Board Committees meetings. This ensures that Directors have full and timely access to information, as well as sufficient time to review the information and then discuss and/or deliberate the decision making at the meeting.</p> <p>The Management and other advisers engaged by the Group are invited to attend the meeting to report and/or provide additional information and/or clarification.</p> <p>Information furnished to the Board on an on-going basis includes reports on the financial, business development and regulatory.</p> <p>All Directors have full and unrestricted access to any information pertaining to the Group's affairs. Other information and/or report will also be supplied upon the specific request by the Board to enable them to discharge their duties and responsibilities.</p> <p>All proceedings of Board meetings were minute by the Company Secretary.</p> <ul style="list-style-type: none"> <li>• The minutes would be distributed to all Directors on a timely manner and tabled for confirmation at the next meeting; and</li> <li>• Signed copies of the minutes were kept in the minutes book maintained by the Company Secretary.</li> </ul>
<b>Explanation for departure</b>	:	

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

<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 Board Charter has been formalised and adopted by the Board, serves as a primary reference which sets out the composition of the Board, appointments of Directors, re-election of Directors, roles and responsibilities of the Board, Board Committees, Chairman, Executive Directors and Independent Non-Executive Directors.</p> <p>The roles and responsibilities of the Board Committees, as well as the issues and decisions which required the Board Committees collective decision are also spelled out in the Terms of Reference of the respective Board Committees.</p> <p>The Board will review the Board Charter from time to time to ensure that the Board Charter remains consistent with the Board's objectives, current law and practices. The Board Charter and Terms of Reference of the respective Board Committees are available on the Group's website at <a href="http://www.revenue.com.my">www.revenue.com.my</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 is mindful of its leadership and stewardship that is pivotal in creating an ethical corporate culture. The Board has formalized and adopted the Code of Conduct &amp; Ethics Policy which serves as a primary guidance on the ethical and behavioral conduct of the Group.</p> <p>The Code of Conduct &amp; Ethics Policy sets out the principles in dealing with conflicts of interest, insider dealings, compliance to laws and others.</p> <p>The Board will review the Code of Conduct &amp; Ethics Policy from time to time to ensure that it remains relevant and appropriate. The Code of Conduct &amp; Ethics Policy is available on the Group's website at <a href="http://www.revenue.com.my">www.revenue.com.my</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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has in place a Whistle Blowing Policy that serves as a platform and laid out the procedures for employees to raise genuine concerns about any suspected and/or known unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place and/or has taken place and/or may take place in the future at the earliest opportunity, without being subject to victimisation, harassment or discriminatory treatment.</p> <p>The Whistle Blowing Policy sets out the protection to Reporting Individual who has made the disclosure or report in good faith, the confidentiality and safeguarding in dealing with such disclosure or report, the communication channel and the procedural flow of making the disclosure or report.</p> <p>The Board will review the Whistle Blower Policy from time to time to ensure that it remains relevant and appropriate. The Whistle Blower Policy is available on the Group’s website at <a href="http://www.revenue.com.my">www.revenue.com.my</a>.</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 4.1**

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges that for long-term sustainability, its strategic orientation will need to look beyond the financial parameters and therefore it is important to pursue an agenda that upholds a good Economic, Environmental and Social ("EES") practice.</p> <p>In this aspect, the Group is committed to be a responsible corporate organisation and is also committed to operate in a sustainable manner which will help to create long term value for our stakeholders, our environment and our society.</p> <p>The Group's continued success in maintaining a sustainable business and creating long-term shareholder values is influenced by several internal and external sustainability factors. Each material sustainability factor presents unique risks and opportunities to the Group and its subsidiary companies and serves as a key consideration in our approach to strategies and formulate the way we work in a sustainable way. We will regularly review these sustainability factors to assess their impacts on our business model over the near, medium and long term, as well as to discover new ways to address the sustainability issues face by our stakeholders, our environment and our society.</p> <p>This Corporate Sustainability Statement ("CS Statement") covers the sustainability performance of the Group and its subsidiary companies in Malaysia for the financial period ended 30 September 2023. This CS Statement was prepared in line with the Bursa Securities' Sustainability Reporting Guidelines.</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 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The details of the Group's sustainability corporate structure, stakeholders' engagement and material sustainability matters as set out in the Corporate Sustainability Statement in the Annual Report 2023.	
<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 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board, senior management and relevant Board committees are fully involved and are fully co-operating and overseeing the execution of the Sustainability Policy, including facilitating recurring performance evaluations and the forming of appropriate sustainability performance targets. The Board also approves the Sustainability Statement of the Annual Report for the financial year 2023.	
<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 company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.4**

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The review of the Boards’ and Senior Managements’ performance in addressing the Company’s material sustainability risks and opportunities are 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	:		
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 4.5- 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.*

<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 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nomination Committee's (NC) primary responsibilities include:</p> <ul style="list-style-type: none"><li>• assessing and recommending to the Board the candidature of directors, appointment of directors to board committees, taking into consideration of the recommendations from the Executive Directors;</li><li>• reviewing of Board's succession plans and training programmes for the Board;</li><li>• undertaking the assessment of the Board, board committees and individual directors on an on-going basis; and</li><li>• undertaking annual assessment of the independence of independent directors in the Board beyond the independent director's background, economic and family relationships but considering the can continue to bring independent and objective judgement to Board deliberations.</li></ul> <p>NC reports regularly to the Board on its activities, deliberations and recommendations in the discharge of its duties and responsibilities as set out in its Terms of Reference available on the Company's official website at <a href="http://www.revenue.com.my">www.revenue.com.my</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**

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board is committed in ensuring that its composition not only reflects the diversity as recommended by the Code, as best as it can, but also the right mix of skills and balance to contribute to the achievement of the Group’s goal and business objectives.</p> <p>The Board consists of nine (9) members, comprising two (2) Executive Directors and seven (7) Independent Non-Executive Directors. The board composition of our Group fulfils the requirements as set out in Practice 5.2, at least half of the board comprises independent directors.</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 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	:	Currently, none of our Independent Directors has served the Group for a cumulative term of nine (9) years.	
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 5.4 - 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.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The Board had adopted the policy of the tenure of independent directors which shall not exceed a cumulative term of nine (9) years under item 3.4 of the Board Charter.

### 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 appointments of our Board members and Senior Management are made based on merit, in the context of diversity in skills, experience, age, background, gender, ethnicity and other factors which is in the best interests of our Group.</p> <p>The current Board composition reflects a balance of Executive and Independent Non-Executive Directors with a mix of qualified and experienced professionals in the field of banking and finance, accountancy, legal and corporate finance. The combination of different professions and skills will enable an effective deliberation among Board members with objective assessment and insights.</p> <p>The Board also embraces age diversity to encourage diversity in perspective and balance the Board’s insight, experience and approach in the decision-making.</p> <table><tr><td></td><th colspan="4">Age Group</th></tr><tr><td></td><th>&lt;40</th><th>41-49</th><th>50-59</th><th>&gt;60</th></tr><tr><th>No. of Directors</th><td>1</td><td>2</td><td>2</td><td>4</td></tr></table> <table><tr><td></td><th colspan="2">Ethnicity</th><th colspan="2">Gender</th></tr><tr><td></td><th>Bumiputra</th><th>Non-Bumiputra</th><th>Male</th><th>Female</th></tr><tr><th>No. of Directors</th><td>2</td><td>7</td><td>5</td><td>2</td></tr></table> <p>The Board, together with the NC, will take into consideration the appointment and recruitment of suitable candidate based on his/her skills, knowledge, expertise, experience, professionalism, integrity, commitment, competencies and contribution.</p>		Age Group					<40	41-49	50-59	>60	No. of Directors	1	2	2	4		Ethnicity		Gender			Bumiputra	Non-Bumiputra	Male	Female	No. of Directors	2	7	5	2
	Age Group																															
	<40	41-49	50-59	>60																												
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<b>Measure</b>	:			
<b>Timeframe</b>	:	<table border="1"> <tr> <td></td> <td></td> </tr> </table>		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board does not set specific criteria for the assessment and selection of candidates for appointment as Director of the Group. Consideration would be taken on the need and requirement to meet the regulatory requirements such as the Companies Act 2016 and the Listing Requirements, the experience, integrity, independence of the candidate, understanding of our Group's business environment, possession of the required skill, qualification, experience and expertise that would add value to the Board.</p> <p>The Board will utilise a variety of approaches and sources to identify suitable candidates, which may include sourcing from independent recruitment firms and open advertisements.</p> <p>The NC carries out its responsibilities in respect of the selection, nomination and appointment process of Director(s) to the Board of our Group under the relevant laws and regulations. The functions of the NC have been listed under Item 5.1 of the Terms of Reference of the NC.</p> <p>The Terms of Reference of the NC is available on the Group's website at <a href="http://www.revenue.com.my">www.revenue.com.my</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

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In order to comply with good practice for the appointment of new Directors through a formal and transparent procedure, the NC, which comprises exclusively of Independent Non-Executive Directors, is responsible for making recommendation relating to any appointment to the Board. Any new nomination received is put to the full Board for assessment and approval.</p> <p>For appointment of new Directors, the Nomination Committee assesses the suitability of the candidates, taking into consideration of the following:</p> <ul style="list-style-type: none"><li>• required mixed of skills, knowledge, expertise and experience;</li><li>• professionalism;</li><li>• integrity;</li><li>• competencies;</li><li>• time commitment; and</li><li>• in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee shall evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.</li></ul> <p>The proposed re-election of existing Directors who are seeking for re-election at the AGM are first considered and evaluated by the NC. Upon its evaluation, the NC will make recommendation on the proposal to the Board for approval. The Board makes the final decision on the proposed re-election to be presented to the shareholders for approval. The retiring Directors also have confirmed that they do not have any potential conflict of interest in the business or family within the Group.</p> <p>The Board is entitled to the services of the Company Secretaries who ensure that all appointments are properly made, that all necessary information are obtained from Directors, both for the internal records and for the purposes of meeting statutory obligations, as well as obligations</p>

	arising from Listing Requirements or other regulatory requirements.	
<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 5.8**

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>	:	<p>The NC is established to ensure the Board are comprised of individuals with an optimal mix of qualifications, skills and experiences and also to recommend candidates for all directorships to the Board.</p> <p>The current composition of NC comprises of five (5) members, all of whom are Independent Non-Executive Directors. The NC is being chaired by Encik Azman Hisham Bin Che Doi.</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 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board does not have a specific policy on the gender diversity for the candidates to the appointed to the Board. The Board is aware on the importance of boardroom diversity and is supportive of the recommendation of MCCG to the establishment of boardroom and workforce gender diversity policy. Currently, the Board has 22.22% women directors with the appointment of Ms. Jade Lee Gaik Suan and Dato’ Tang Ngat Ngoh to the Board which complied with the Paragraph 15.02(1)(b) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad.	
<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 5.10**

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Although the Group does not have a written policy on the gender diversity, the Board is supportive of diversity in gender, ethnicity and age as such diversity would enlarge the pool of skills, talents, perspective and ideas within the Board.	
		Our Board is of the view that gender is also an important aspect of diversity and will strive to ensure that female candidate(s) with the relevant skills and experience will be prioritized and included for consideration by the NC in future recruitment exercise. As of the date of this Statement, two (2) out of nine (9) of the Board members is female director. This is in compliance with Practice 5.9 of MCCG.	
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 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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	:  The NC is responsible to undertake the annual evaluation of the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director based on the following criteria, amongst other:  a) For Board and Board Committees: <ul style="list-style-type: none"><li>– Composition;</li><li>– Board Process;</li><li>– Adequacy of information and processes;</li><li>– Accountability;</li><li>– Performance; and</li><li>– Code of Conduct &amp; Ethics.</li></ul> b) For individual Directors: <ul style="list-style-type: none"><li>– Abilities, competences and knowledge;</li><li>– Integrity and personality;</li><li>– Participation at Board and Board Committees' meetings including the contribution to the business strategies and performance of the Group;</li><li>– Attendance of meetings;</li><li>– Independency; and</li><li>– Corporate Governance.</li></ul> The NC also assessed the training needs of the Board and remind the Board on the needs of continuous professional development and training to enhance their skills and knowledge to keep themselves abreast with the changes in the business environment, market condition, legislations and regulations affecting the Group.



	<p>The NC reviewed the Independence of the Independent Directors for the financial period ended 30 September 2023 and is satisfied with the independency demonstrated.</p> <p>Based on the Board assessment, the Board also have met the criteria of the Director's Fit and Proper as prescribed in the Director's Fit and Proper Policy of the Company.</p> <p>All assessments and evaluations carried out will be documented and minuted by the Company Secretary. The results of all assessment and comments by Directors are summarised and deliberated at the NC meeting and thereafter the NC's Chairperson will report the results and deliberation to the Board.</p> <p>Based on the assessment conducted for the financial period ended 30 September 2023, the Board and NC is satisfied with the current size, composition as well as the mix of qualifications, skills and experience among the Board members.</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 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The current composition of RC comprises of five (5) members, all of whom are Independent Non-Executive Directors. The RC is being chaired by Mr. Ng Chee Keong. The Terms of Reference which set out its duties and responsibilities, are available on the Group's website at <a href="http://www.revenue.com.my">www.revenue.com.my</a>.</p> <p>The Board has authorised the RC to establish a formal and transparent procedure for developing remuneration policies on executives' remuneration and for fixing the remuneration packages of individual Directors and senior management. The Board as a whole, with the assistance of the RC, determines the fees for Non-Executive Directors, with each Director concerned, abstaining from any decision with regards to his/her own remuneration.</p> <p>The remuneration policies and procedures has been listed under Item 7.1 of the Terms of Reference of the Remuneration Committee.</p> <p>The Remuneration Committee Terms of Reference will be reviewed and updated where necessary to ensure it remains consistent with the Committee's objectives and responsibilities.</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 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has set up a RC which comprises entirely of Independent Non-Executive Directors in order to assist the Board in determining the remuneration of the Directors and Senior Management.</p> <p>The RC's principal objective is to evaluate, deliberate and recommend to the Board a remuneration policy for Executive Directors and Senior Management that fairly guided by market norms and industry practice.</p> <p>The remuneration will take into consideration of the demands, complexities and performance of the Group, as well as the skills and experience required.</p> <p>The aggregate annual Directors' fees and other benefits payable are to be approved by shareholders at the AGM based on recommendations of the Board.</p> <p>The Terms of Reference of the RC is available on the Group's website at <a href="http://www.revenue.com.my">www.revenue.com.my</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 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In line with the Code, disclosure of the remuneration of Directors of the Group is made on a named basis.</p> <p>Details of the nature and amount of each major element of the remuneration of each Director for the financial period ended 30 September 2023 are as follow:</p>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emolumen	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emolumen	Total
1	Leong Seng Wui <i>(Appointed on 17 January 2023)</i>	Executive Director	-	-	-	-	-	-	-	-	-	525.0	-	5.9	63.0	593.9
2	Teh Chee Hoe <i>(Appointed on 13 March 2023)</i>	Executive Director	-	-	-	-	-	-	-	-	-	297.6	-	3.7	35.7	337.0
3	Kamari Zaman Bin Juhari <i>(Appointed on 13 March 2023)</i>	Independent Director	33.3	3.3	-	-	-	-	36.6	-	-	-	-	-	-	-
4	Azman Hisham Bin Che Doi <i>(Appointed on 13 March 2023)</i>	Independent Director	33.3	3.3	-	-	-	-	36.6	-	-	-	-	-	-	-
5	Chandera Sekaran @ Dawson <i>(Appointed on</i>	Independent Director	33.3	3.3	-	-	-	-	36.6	-	-	-	-	-	-	-

	13 March 2023)															
6	Krishnan A/L Dorairaju (Appointed on 13 March 2023)	Independent Director	33.3	3.3	-	-	-	-	36.6	-	-	-	-	-	-	-
7	Ng Chee Keong	Independent Director	75.6	8.5	-	-	-	-	84.1	-	-	-	-	-	-	-
8	Jade Lee Gaik Suan	Independent Director	75.6	8.5	-	-	-	-	84.1	-	-	-	-	-	-	-
9	Dato' Tang Ngat Ngoh (Appointed on 24 March 2023)	Independent Director	31.5	3.1	-	-	-	-	34.6	-	-	-	-	-	-	-
10	Nor Azzam Bin Abdul Jalil (Resigned on 30 April 2023)	Independent Director	43.2	4.0	-	-	-	-	47.2	-	-	-	-	-	-	-
11	Ooi Guan Hoe (Resigned on 11 November 2022, Appointed on 3 January 2023 and Resigned	Executive Director	21.8	2.2	-	-	-	-	24.0	-	-	-	-	-	-	-

	on 3 March 2023)															
12	Datuk Ng Chee Siong (Resigned on 14 March 2023)	Executive Director	-	-	-	-	-	-	-	-	-	765.0	-	-	-	765.0
13	Ng Shih Chiow (Resigned on 20 March 2023)	Executive Director	-	-	-	-	-	-	-	-	-	561.9	-	-	-	561.9
14	Ng Shih Fang (Resigned on 20 March 2023)	Executive Director	-	-	-	-	-	-	-	-	-	561.9	-	-	-	561.9
15	Lai Wei Keat (Resigned on 3 March 2023)	Executive Director	-	-	-	-	-	-	-	-	4.5	570.0	-	1.4	-	575.9
16	Loo Jo Anne (Resigned on 3 March 2023)	Independent Director	40.8	4.0	-	-	-	-	44.8	-	-	-	-	-	-	-
17	Alwizah Al-Yafii Binti Ahmad Kamal (Resigned on 14 March 2023)	Independent Director	42.6	4.2	-	-	-	-	46.8	-	-	-	-	-	-	-
18	Tham Sai Cheong	Independent Director	11.9	1.1					13.0	-	-	-	-	-	-	-



	<i>(Appointed on 4 January 2023 and Resigned on 14 March 2023)</i>															
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### 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.

<b>Application</b>	:	Departure																		
<b>Explanation on application of the practice</b>	:																			
<b>Explanation for departure</b>	:	<p>The Group does not comply with the recommendation to disclose the detailed remuneration of each member of Senior Management in bands of RM50,000 on a named basis.</p> <p>The Board is of the view that the disclosure of the Senior Management’s remuneration components will not be in the best interest of the Group given the competitive human resources environment as such disclosure may give rise to talent recruitment and retention issue. Also premised on the security and confidentiality of the remuneration package of our Senior Management, the Board has adopted a disclosure of our Senior Management remuneration in bands of RM50,000 on an unnamed basis.</p> <p>The aggregate remuneration paid to the Senior Management of the Group during the financial year analysed into bands of RM50,000 are as follows:</p> <table><tr><th>RM</th><th>No of Senior Management</th></tr><tr><td>50001 to 100,000</td><td>0</td></tr><tr><td>100,001 to 150,000</td><td>0</td></tr><tr><td>150,001 to 200,000</td><td>0</td></tr><tr><td>200,001 to 250,000</td><td>0</td></tr><tr><td>250,001 to 300,000</td><td>0</td></tr><tr><td>300,000 to 350,000</td><td>1</td></tr><tr><td>350,001 to 400,000</td><td>2</td></tr><tr><td>400,000 to 450,000</td><td>0</td></tr></table>	RM	No of Senior Management	50001 to 100,000	0	100,001 to 150,000	0	150,001 to 200,000	0	200,001 to 250,000	0	250,001 to 300,000	0	300,000 to 350,000	1	350,001 to 400,000	2	400,000 to 450,000	0
RM	No of Senior Management																			
50001 to 100,000	0																			
100,001 to 150,000	0																			
150,001 to 200,000	0																			
200,001 to 250,000	0																			
250,001 to 300,000	0																			
300,000 to 350,000	1																			
350,001 to 400,000	2																			
400,000 to 450,000	0																			

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

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

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

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>During the financial year under review, the Audit and Risk Management Committee ("ARMC") comprises five (5) members, all of whom are Independent Non-Executive Directors.</p> <p>The current composition of the ARMC is as follows:</p> <ul style="list-style-type: none"> <li>• Krishnan A/L Dorairaju (Chairman/Independent Non-Executive Director)</li> <li>• Ng Chee Keong (Member/Independent Non-Executive Director)</li> <li>• Jade Lee Gaik Suan (Member/Independent Non-Executive Director)</li> <li>• Azman Hisham Bin Che Doi (Member/Independent Non-Executive Director)</li> <li>• Chandera Sekaran @ Dawson (Member/Independent Non-Executive Director)</li> </ul> <p>The Chairman of the ARMC, Mr. Krishnan A/L Dorairaju, is not the Chairman of the Board.</p>	
<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**

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	No former key audit partner of the Group has been appointed to the Board or employed by the Group.	
<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 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The ARMC has been established and is responsible for reviewing the audit, recurring audit-related and non-audit services provided by the external auditor.</p> <p>The ARMC has been explicitly accorded the power to communicate directly with both the external auditor and/or internal auditor without the presence of the Non-Independent Executive Directors and/or Senior Management.</p> <p>The Board has established a Policy Statement on the Independence of External Auditor which has set the rules for engaging external auditor, the selection criteria, annual assessment, non-audit services.</p> <p>In assessing or determining the suitability, objectivity and independence of the external auditor, the ARMC has taken into consideration of the followings:</p> <ul style="list-style-type: none"> <li>(a) Quality and thoroughness of the audit approach and methodology;</li> <li>(b) Independence of the external audit firm and specifically the audit engagement partner;</li> <li>(c) Skills and knowledge of the external audit firm;</li> <li>(d) Understanding of the industry of the Group;</li> <li>(e) Partner rotation and succession planning;</li> <li>(f) Value for money; and</li> <li>(g) Adequacy of resources.</li> </ul> <p>The terms of engagement for audit services provided by the external auditors are reviewed by the ARMC prior to the submission to the Board for approval.</p> <p>The ARMC has obtained annual assurance of independence from the external auditors after the external audit.</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>	:	<table border="1"> <tr> <td></td> <td></td> </tr> </table>		

**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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Audit and Risk Management Committee ("ARMC") comprises five (5) members, all of whom are Independent Non-Executive Directors.</p> <p>The composition of the ARMC is as follows:</p> <ul style="list-style-type: none"><li>• Krishnan A/L Dorairaju (Chairman/Independent Non-Executive Director)</li><li>• Ng Chee Keong (Member/Independent Non-Executive Director)</li><li>• Jade Lee Gaik Suan (Member/Independent Non-Executive Director)</li><li>• Azman Hisham Bin Che Doi (Member/Independent Non-Executive Director)</li><li>• Chandra Sekaran @ Dawson (Member/Independent Non-Executive Director)</li></ul> <p>The Chairman of the ARMC, Mr. Krishnan A/L Dorairaju, is not the Chairman of the Board.</p>

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The ARMC is comprised of members who are financially literate and also possess the appropriate level of expertise and experience. Further details on the work performed by ARMC in furtherance of its oversight role are set out in the ARMC Report of this Annual Report.</p> <p>All members of the Audit and Risk Management Committee are mindful that they should undertake continuous professional development to keep themselves abreast of relevant developments and changes in the industry, legislation and regulations affecting the Company.</p> <p>In their effort to ensure Practice 9.5 of the MCCG is in place, the Directors have during the course of the year attended briefings, conferences and seminars, and were invited to various training programs to address any skills or knowledge gaps according to their needs.</p> <p>The list of trainings/seminars/conferences attended by the members of ARMC has been disclosed in the Annual Report 2023.</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>	:		
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### Intended Outcome

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

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

### Practice 10.1

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>The Board has authorised the ARMC to review the effectiveness of the internal audit function and to provide oversight on the establishment and implementation of a risk management framework. The ARMC reviews its effectiveness by identifying and managing risks and internal processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure in order to facilitate the implementation of risk management's action plans.</p> <p>The ARMC has established a Risk Management Framework and Compliance Framework ("Frameworks") and these Frameworks provide an on-going process for identifying, evaluating and managing the significant risks faced by the Group that may affect the achievement of the Group's business objectives.</p> <p>Any issue affecting the Group from achieving its business objectives and the implementation of the action plans to address the risks identified will be discussed during the ARMC meetings.</p> <p>The Board is of the view that the Group's risk management and internal control framework and systems are in place for the financial period ended 30 September 2023 and up to the issuance of the Annual Report 2023.</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>	:		
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## Intended Outcome

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

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

## Practice 10.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has disclosed the features of its risk management and internal control framework, the adequacy and the effectiveness of the framework are set out in the Statement on Risk Management and Internal Control ("SORMIC") in the Annual Report 2023.</p> <p>The ARMC regularly evaluates the adequacy and effectiveness of the Group's risk management and internal control systems by reviewing the actions taken on lapses/deficiencies identified in Risks Register provided by our Group's Risk and Compliance Manager.</p> <p>The ARMC also reviews the external auditor and internal auditor's recommendations (if any) and management responses to these recommendations to ensure that they are working adequately and promptly.</p> <p>The SORMIC which has been reviewed by the external auditor provides an overview of the state of risk management and internal control within the Group governed by the Frameworks. Based on their review, the external auditor has reported to the Board that nothing has come to their attention that causes them to believe that the SORMIC is not prepared, in all material aspects, in accordance with the disclosures required by paragraph 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers to be set out, nor is factually inaccurate.</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 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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Audit and Risk Management Committee ("ARMC") has taken the role to oversee the risk management function together with the management.</p> <p>The ARMC comprises five (5) members, all of whom are Independent Non-Executive Directors.</p> <p>The composition of the ARMC is as follows:</p> <ul style="list-style-type: none"><li>• Krishnan A/L Dorairaju (Chairman/Independent Non-Executive Director)</li><li>• Ng Chee Keong (Member/Independent Non-Executive Director)</li><li>• Jade Lee Gaik Suan (Member/Independent Non-Executive Director)</li><li>• Azman Hisham Bin Che Doi (Member/Independent Non-Executive Director)</li><li>• Chandra Sekaran @ Dawson (Member/Independent Non-Executive Director)</li></ul> <p>The Chairman of the ARMC, Mr. Krishnan A/L Dorairaju, is not the Chairman of the Board.</p>

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges the importance of internal audit function and the Board has authorised the ARMC to review the effectiveness of the internal audit function.</p> <p>The ARMC is assisted by GovernanceAdvisory.com Sdn Bhd and subsequently appointed Kloo Point Risk Management Services Sdn Bhd on 8 June 2023, who reports independently and directly to the Board.</p> <p>Any issue affecting the Group from achieving its business objectives and the implementation of the action plans to address the risks identified, will be discussed during the ARMC meetings.</p> <p>Both GovernanceAdvisory.com Sdn Bhd and Kloo Point Risk Management Services Sdn Bhd has unrestricted access to all documents and records of the Group which deemed necessary in the performance of his function.</p> <p>Its primary role is to assess the adequacy and effectiveness of the risk, control and governance framework of the Group. The Internal Audit report directly to the ARMC and its role are to independently review the internal control system established by the Senior Management, its adequacy and effectiveness with the objectives set and to make appropriate recommendations for further improvement.</p> <p>The Board, under the recommendation by the ARMC, has agreed to continue to engage an external and independent professional consulting firm as part of its effort to provide adequate and effective internal control system for our financial year ending 30 September 2024.</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 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the financial period ended 30 September 2023, the Group has appointed GovernanceAdvisory.com Sdn Bhd, and subsequently Kloo Point Risk Management Services Sdn Bhd as the outsource Internal Auditor.</p> <p>The internal audit exercise under GovernanceAdvisory.com Sdn Bhd is led by Mr Wong Tchen Cheg. Mr Wong Tchen holds a MIA, CPA, Master – Finance and Account and Master – International Business and he is an associate member of IIAM.</p> <p>The internal audit exercise under Kloo Point Risk Management Services Sdn Bhd is led by Mr. Khor Ben Jin who holds FCCA, CA, CIA and CMIIA and is a member of IIAM.</p> <p>The internal audit plan was circulated to the ARMC for approval prior to the execution of the assignment. The internal audit engagements will be carried out in accordance with the International Professional Practices Framework (“IPPF”) set by the IIAM.</p> <p>During the financial period ended 30 September 2023, GovernanceAdvisory.com Sdn Bhd (the Group’s former outsourced Internal Auditors) had conducted compliance and operational review focusing on the Management of Customer Information and Permitted Disclosure, Anti-Bribery and Anti-Corruption Review, Anti-Money Laundering Review, MyDebit &amp; FPX Operational Audit, Risk Management Independent Assessment and Purchase and Payment Process.</p> <p>During the financial period ended 30 September 2023, Kloo Point Risk Management Services Sdn Bhd (the Group’s newly appointed Internal Auditors) had conducted compliance and operational review focusing on the Payroll Process, Merchant Acquiring Services, MyDebit &amp; FPX Operational Audit and Risk Management Independent Assessment.</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> <p>The Board, under the recommendation by the ARMC, has agreed to continue to engage an external and independent professional consulting firm as part of its effort to provide adequate and effective internal</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 12.1

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 Board is committed to provide effective, transparent and regular communication with its shareholders and other stakeholders regarding the business, operations and financial performance of the Group to enable them to make informed decisions.</p> <p>The Group endeavours to provide as much information as possible to its shareholders and stakeholders, it is mindful of legal and regulatory framework governing the release of material and price sensitive information. Such material and price-sensitive information will not be released unless it has been duly announced or made public through proper channels.</p> <p>Presently, the Board and the Senior Management of the Group communicate regularly with its shareholders and other stakeholders through the following channels of communication:</p> <p>(a) Bursa Malaysia Securities Berhad ("Bursa Securities")</p> <p>The Group releases all material information publicly through Bursa Securities' website and the shareholders and other stakeholders, as well as the general public may obtain such announcements and financial information from the website of Bursa Securities.</p> <p>(b) Corporate website</p> <p>The Group's corporate website, <a href="http://www.revenue.com.my">www.revenue.com.my</a>, has incorporated an Investor Relation section which provides relevant information on the Group and is accessible by everyone.</p> <p>The AGM also serves as a principal forum for dialogue with the shareholders where they will be given the opportunity to seek and clarify any issues on the resolutions being proposed and also matters relating to the performance, developments within and the future direction of the Group.</p>

	As an ongoing effort to strengthen the Group's relationship with the shareholders, the Group will arrange programmes for meetings or interview with the investment community or press.	
<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 12.2**

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>The Annual Report of the Company contained the Financial Statements for the financial year and other information and disclosures to enable the shareholders and investors to have a better understanding of the Company's business and performance.</p> <p>The Company also maintains a corporate website which allows the shareholders and the public to access the information about the Company which includes corporate information, financial information, announcements and other relations.</p> <p>As the Company does not fall under the definition of "large companies", adopting a globally recognised integrated reporting framework is not in its current focus.</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 13.1**

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>	:	<p>The Board considers the Annual General Meeting (AGM) as an invaluable platform for shareholders to engage the Board and Management of the Company in a productive and constructive two-way dialogue. As such, the Board strives to ensure that shareholders are accorded with sufficient time to prepare and accord due consideration to the resolutions that will be discussed and decided upon at the AGM.</p> <p>The notice of the 5th Annual General Meeting (“AGM”) of Revenue Group Berhad dated 31 October 2022 was issued to shareholders prior to the AGM held on 6 December 2022, giving at least 28-day as per recommended practice, well in advance of the 21-day requirement under the Companies Act 2016 and Listing Requirements of Bursa Malaysia Securities Berhad.</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**

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The 5th Annual General Meeting (“AGM”) for FY2022 of Revenue Group held on 6 December 2022 was held at Ballroom I &amp; II, Main Wing, Tropicana Golf &amp; Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor. All the Board members were physical present at the 5<sup>th</sup> AGM.</p> <p>All issues of concern raised by the shareholders at the AGM were satisfactorily addressed by the Chairman of the Board, Group Chief Executive Office, Directors of the respective Board Committees (i.e ARMC, NC and RC) and the Senior 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

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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:	.	
<b>Explanation for departure</b>	:	The 5th Annual General Meeting (“5th AGM”) of Revenue Group Berhad held on 6 December 2022 was held at Ballroom I & II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor.	
<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 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>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Chairman has successfully ensured that general meetings support meaningful engagement among the board, senior management, and shareholders. Shareholders were provided with sufficient time to ask questions during the general meetings and any questions raised during the general meetings were promptly answered, and the board was able to comprehensively resolve any arising issues.
<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 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>			
<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board welcomed questions and views from shareholders on the AGM resolutions and Annual Report 2022 raised at the 2022 AGM.</p> <p>The Chairman has successfully created a meaningful engagement with the Board, Senior Management and Shareholders throughout the 5th AGM. All the Directors and the members of the Key Senior Management of the Company were present at the 5th AGM to provide responses to the questions posed by shareholders.</p> <p>The Directors as well as Senior Management and the Company’s external auditors attended the AGM and are available to give response to the Shareholders if there are any questions addressed to them.</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**

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>				
<b>Application</b>	:	Applied		
<b>Explanation on application of the practice</b>	:	The minutes of the general meeting were published in the Company's website.		
<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>		

**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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