

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7250
COMPANY NAME : Uzma Berhad
FINANCIAL YEAR : June 30, 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.

Application :	Applied
Explanation on application of the practice :	<p>In recognising the importance of good governance as a fundamental part of discharging their responsibilities, the Board of Directors ("Board") of Uzma Berhad ("Uzma" or "the Company") is committed to exhibit high standards of corporate governance.</p> <p>The Board assumes full responsibilities of the overall performance of the Company and its subsidiaries (collectively referred to as the "Group"). The Board is responsible for determining all major policies, reviewing the system of internal control, ensuring that effective strategies and management are in place, sets the business direction and overseeing the conduct of the Group based on the periodic performance of the Group reported by Management in the quarterly financial results and has full access to all operational information together with the explanation provided by Management.</p> <p>In discharging its duties, the Board delegates certain of its responsibilities to the Board Committees which operate within the defined Terms of Reference ("TOR"). The Chairman of the respective Board Committees reports to the Board on key matters deliberated at the respective Board Committee meetings and makes recommendations to the Board for final decision, where necessary. The Board Committees include the Audit Committee ("AC") and Nominating and Remuneration Committee ("NRC").</p> <p>The Board is guided by a Board Charter which sets out the respective roles of the Board, the Chairman of the Board, the Managing Director/Chief Executive Officer ("MD/CEO") and Independent Directors.</p> <p>Management's proposals which are reserved for the Board's approval will be discussed at the Board meetings, where the Directors have the opportunity to scrutinise the proposals and seek clarifications from the Management. The Executive Directors ensure that Management has taken into account all the appropriate consideration before tabling the proposals to the Board for approval. Any significant updates on the proposals would be updated to the Directors either in the next Board</p>

	<p>meeting or in follow-up reports distributed.</p> <p>In discharging its responsibilities, the Board established functions which are reserved for the Board and those delegated to the Management. Key matters reserved for the Board’s approval include corporate plans, annual budgets, Management and Group’s performance review, major investments and financial decisions, changes to the Management and control structure within the Group, including key policies and procedures and delegated authority limits.</p> <p>The Board strives to ensure that there are regular communications with all its stakeholders, regardless of individual or institutional investors, including the wider stakeholders at large, through the timely releases of quarterly financial results, corporate announcements and annual reports.</p> <p>The Board is assisted by the AC in ensuring the Group’s financial reporting processes are effective and the quality of the financial reporting is of the highest standard. The AC reviewed the quarterly financial reports prior to its recommendation to the Board for approval and announcements to Bursa Malaysia Securities Berhad (“Bursa Securities”).</p>	
<p>Explanation for departure :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure :</p>		
<p>Timeframe :</p>		

Intended Outcome

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

Practice 1.2

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

Application :	Applied
Explanation on application of the practice :	<p>The Independent Non-Executive Chairman, Datuk Abdullah Bin Karim is responsible for the leadership, effectiveness, conduct and governance of the Board.</p> <p>In fulfilling his role, the responsibilities undertaken by the Chairman include, amongst others:</p> <ul style="list-style-type: none">• leading the Board in the oversight of Management;• representing the Board to shareholders and to chair and to ensure an efficient organization and conduct of the meetings of the Board and/or the shareholders;• encouraging active participation and allowing dissenting views to be freely expressed;• managing the interface between the Board and Management;• leading the Board in establishing and monitoring good corporate governance practices within the Group;• maintaining regular dialogue with the MD/CEO over all operational matters and consulting with the remainder of the Board promptly over any matters that gives him/her cause for major concern;• functioning as a facilitator at meetings of the Board to ensure that no member dominates discussion, that appropriate discussions takes place and that relevant opinions among members is forthcoming;• ensuring that the Executive Directors look beyond their executive function and accept their share of responsibilities in governance;• guiding and mediating the actions of the Board with respect to the organizational priorities and governance concerns;• undertaking the primary responsibility for organising information necessary for the Board to deal with items on the agenda and for providing this information to Directors on a timely basis; and• performing other responsibilities assigned by the Board from time to time. <p>The detailed roles and responsibilities of the Chairman are encapsulated in the Board Charter, which is available on the Company's website at http://www.uzmagroup.com/document/corporate_governance/bc.pdf</p>

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

Intended Outcome

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

Practice 1.3

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

Application :	Applied	
Explanation on application of the practice :	<p>The Board recognises the importance of exercising objective oversight over Management in order to guard the interest of the Company and its stakeholders. Stemming from this, the Board aims to ensure that there is an appropriate balance of power to prevent any single individual from dominating deliberations and the decision-making process.</p> <p>The role of the Chairman and MD/CEO are separate and clearly defined, and also are held by two distinct individuals. Datuk Abdullah Bin Karim is the Independent Non-Executive Chairman of the Board whereas Dato’ Kamarul Redzuan Bin Muhamed is the MD/CEO of Uzma.</p> <p>The Chairman is primarily responsible for the orderly conduct and working of the Board whilst the MD/CEO has the overall responsibility for the day-to-day running of the business and implementation of Board policies and decisions.</p> <p>The respective duties and responsibilities of the Chairman and the CEO are provided in the Board Charter, which is available on the Company’s website at http://www.uzmagroup.com/document/corporate_governance/bc.pdf</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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Timeframe :		

Intended Outcome

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

Practice 1.4

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

Application :	Applied
Explanation on application of the practice :	<p>The Board is supported by two professionally qualified and competent Company Secretaries, namely Ms Tai Yit Chan and Ms Wong Wei Fong. Both Company Secretaries of the Company are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("CA 2016") and are Fellow and Associate members respectively of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA").</p> <p>The Company Secretaries also play an advisory role to the Board and its Directors, particularly with regard to the Company's Constitution, Board policies and procedures, corporate governance and compliances with the relevant rules and regulatory requirements and advocate adoption of good corporate governance practices. As counsels to the Board, the Company Secretaries also ensure proper supply of relevant information as well as the accuracy and adequacy of meeting materials, recording of meeting minutes and resolutions of the Board and Board Committees. The Company Secretaries additionally serve as a focal point for stakeholders' communication and engagement on corporate governance issues.</p> <p>The Board recognises that the decision-making process is highly dependent on the quality of information furnished. In furtherance to this, every Director has access to all information within the Company and all meeting materials are prepared and issued to the Board of Directors and Board Committee members within an appropriate timeline to enable them to receive the information in a timely manner. The Company Secretaries are custodians of all statutory books and records of the Company and maintain the statutory registers of the Company. The Company Secretaries also ensure all Board meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are recorded.</p> <p>The Company Secretaries constantly keep themselves abreast of the evolving capital market environment, regulatory changes and</p>

	<p>developments in corporate governance through attendance at relevant conferences and training programmes. The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions. During the financial year under review, they attended the relevant continuous professional development programmes as required by the Companies Commission of Malaysia or MAICSA for practising company secretaries.</p> <p>The roles and responsibilities of the Company Secretary have been set forth in the Board Charter, which is available on the Company's website at http://www.uzmagroup.com/document/corporate_governance/bc.pdf</p>	
<p>Explanation for departure :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure :</p>		
<p>Timeframe :</p>		

Intended Outcome

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

Practice 1.5

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

Application :	Applied
Explanation on application of the practice :	<p>In order to facilitate the Directors' time planning, the annual meeting calendar is prepared and tabled to the Board meeting at the beginning of the year. The Chairman, together with the Management and Company Secretary, are responsible for ensuring the Directors receive adequate and timely information prior to Board or Board Committee meetings.</p> <p>The Board is supplied with information in a timely manner and appropriate quality to enable them to discharge their duties with regard to issues to be discussed.</p> <p>To ensure effective functioning of the Board, the Directors are given access to information through the following means:-</p> <ul style="list-style-type: none">• Management may be invited to the Board and Board Committee meetings to report or present areas within their responsibilities to ensure that the Board is able to effectively discharge its responsibilities.• The Board and Board Committee papers are circulated to the Directors and Board Committee members within an appropriate timeline prior to the respective Board and Board Committee meetings, to enable the Board and Board Committee members to make informed decisions and to deal with matters arising from such meetings.• The Directors may obtain independent professional advice at the Company's expense, where necessary, after consultation with the Chairman and other Board members, in furtherance of their duties.• The Directors also have access to the advice and updates of the external auditors on any new Malaysian Financial Reporting Standards that would affect the Group's financial statements during the year. <p>The minutes of meetings of the Board and Board Committees will be circulated to the Board Committee members and other members of the Board for review and comments within a reasonable timeframe prior to the Chairman's confirmation at the next Board and Board Committees meetings.</p>

	<p>The minutes of meetings of Board and Board Committees are circulated to the Board Committee members and other members of the Board in timely manner. The deliberations and decisions at Board and Board Committee meetings are well documented in the minutes, including matters where Directors abstained from voting or deliberation. The minutes of Board and Board Committee meetings are kept at the registered office of the Company and are available for inspection by any Director during office hours.</p>	
<p>Explanation for departure :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure :</p>		
<p>Timeframe :</p>		

Intended Outcome

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

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

Practice 2.1

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

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

Application :	Applied	
Explanation on application of the practice :	<p>The Board has formally adopted a Board Charter and it was last reviewed on 22 October 2020. The Board Charter sets out, among others, the roles and responsibilities of the Chairman, the CEO, the Board, Individual Director, Independent Director, each Board Committees and the Management. It also sets out the processes and procedures for convening board meeting and guidelines for its Directors on disclosure of interest.</p> <p>The key matters reserved for the Board’s deliberation and decision making are explicitly set out in the Board Charter. It serves as a reference to provide prospective and existing Board members and Management insight into the fiduciary and leadership functions of the Directors of the Company.</p> <p>The Board Charter will be reviewed periodically by the Board and updated based on the prevailing regulatory promulgations and the needs of the Company to ensure its effectiveness and consistency with the Board’s strategic intent as well as relevant standards of corporate governance.</p> <p>The Board Charter is accessible for reference on the Company’s website at http://www.uzmagroup.com/document/corporate_governance/bc.pdf</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 3.1

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

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

Application :	Applied
Explanation on application of the practice :	<p>The Company has established a Code of Conduct and Ethics for Directors to enhance the standard of corporate governance and corporate behaviour with the intention of achieving the following aims:-</p> <ol style="list-style-type: none">a. to establish a standard of ethical behaviour for directors based on trustworthiness and values that can be accepted, are held and upheld by any one person.b. to uphold the spirit of responsibility and social responsibility in line with the legislation and regulations and guidelines for administrating a company. <p>The Code of Conduct and Ethics covers the following overarching areas:-</p> <ul style="list-style-type: none">▪ Corporate Governance;▪ Relationship with Shareholders, Employees, Creditors and Customers; and▪ Social Responsibilities and the Environment. <p>The Board has also in place its Anti-Bribery Policy and Whistleblowing Policy which were adopted on 20 May 2020 of which the Directors and employees of the Group are expected to observe high standards of integrity and fair dealings in relation to customers, staff and regulators in the communities within which the Group operates and ensure compliance with all applicable laws, rules and regulations to which the Group is bound to observe in the performance of its duties.</p> <p>The Board Charter, Code of Conduct and Ethics, Anti-Bribery Policy and Whistleblowing Policy are published on the Company's website at www.uzmagroup.com</p>

	The Board reviews the Code of Conduct and Ethics periodically or as and when the need arises to ensure it is kept contemporaneous.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 3.2

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

Application :	Applied
Explanation on application of the practice :	<p>As part of the Company's continuous effort to ensure that good corporate governance practices are being adopted, the Company has established a Whistleblowing Policy to provide a clear line of communication and reporting of concerns for employees at all levels, and provides alternative lines of communication depending on the person(s) who is/are the subject of such concerns. It also encourages employees within the Group to report suspected and/or known misconduct, wrongdoings, corruption, fraud, waste and/or abuse involving resources of the Company.</p> <p>The Company's Whistleblowing Policy fosters an environment in which integrity and ethical behaviour are maintained through protocols which allow for the exposure of any violations or improper conduct or wrongdoing within the Group.</p> <p>The Whistleblowing Policy shall be reviewed by the Company periodically or at least once in every three (3) years to assess its effectiveness.</p> <p>The details information can be found on the Company's website at www.uzmagroup.com</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 4.1

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

Application :	Applied
Explanation on application of the practice :	<p>The Board has a balanced composition of eight (8) Directors consisting of three (3) Executive Directors and five (5) Independent Non-Executive Directors (“INED”).</p> <p>The Board acknowledges that having at least half of the Board to consist of Independent Directors would undeniably elevate objectivity whilst preventing dominance and complacency within the Boardroom.</p> <p>The presence of the Independent Directors safeguards the interest of stakeholders in ensuring highest standard of conduct and integrity are maintained. Their role is to ensure that any decision of the Board is deliberated fully and objectively with regards to the long-term interest of all stakeholders.</p> <p>The Board is satisfied that the present size and composition of the Board is appropriate for the complexity and scale of operations of Uzma Group. As presently constituted, the Board is well balanced and has the stability, continuity and commitment as well as capacity to discharge its responsibilities effectively.</p> <p>An annual assessment on the independence of the Independent Directors had been conducted. Based on the evaluation results, the Board was satisfied that each Independent Director has fulfilled the independence criteria set out in the Main Market Listing Requirements (“MMLR”) of Bursa Securities and they continue to demonstrate their independence through their engagement in all meetings, providing objective challenges to Management and bringing independent judgment to decisions taken by the Board.</p>
Explanation for departure :	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.2

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

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

Application	:	Not applicable - No independent director(s) serving beyond 9 years
Explanation on application of the practice	:	None of the Independent Directors exceed a cumulative term limited of nine (9) years.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Intended Outcome

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

Practice 4.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 4.4

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

Application :	Applied
Explanation on application of the practice :	<p>The Board does not set specific criteria for the assessment and selection of director candidate. However, the consideration would be taken on the need to meet the regulatory requirement such as the CA 2016 and MMLR, the achievement in the candidate's personal career, integrity, wisdom, independence of the candidate, ability to make independent and analytical inquiries, ability to work as team to support the Board, possession of the required skill, qualification and expertise that would add value to the Board, understanding of the business environment and the willingness to devote adequate time and commitment to attend to the duties/functions of the Board to select the suitable candidate.</p> <p>NRC is responsible to conduct an assessment and evaluation on the proposed candidates based on skills, knowledge, character, integrity, expertise and experience, competency, commitment (including time commitment) and where appropriate, the independence of proposed candidates for appointment of independent directors. The NRC may, at its discretion, conduct legal and other background searches on the proposed candidates as well as formal or informal interview.</p> <p>The role of the NRC is detailed in its Terms of Reference, which is accessible for reference on the Company's website at www.uzmagroup.com</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 4.5

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

Application :	Applied
Explanation on application of the practice :	<p>The Board is of the view that diversity on the Board enhances the decision-making capability of the Company and it improves the process of Board discussions by allowing different perspectives to be included in the decision making.</p> <p>The appointment of additional female candidates to the Board will be made when a suitable candidate who can add value to the Board is identified. The ultimate decision to appoint female candidates will be based on merit and contribution that the chosen candidate will bring to the Board.</p> <p>The Company also ensures diversity in Management by having strong female representations at Management which could potentially be a pipeline for future appointment as Directors or Senior Management.</p> <p>The Board acknowledges the recommendation of the Code on gender diversity and has established a gender diversity policy whereby the Company would endeavour to have woman participation in the Board. The Board composition currently comprises one (1) female Independent Non-Executive Director in the Board which accounts for 12.5% of the total Board members.</p> <p>To nurture diversity within the Group, the Company would endeavour to provide suitable working environment that is free from harassment and discrimination, and to provide fair and equal opportunities to all employees within the Group.</p>
Explanation for departure :	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 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 current process with regards to the appointment of new directors to the Board is based on the recommendation of the NRC.</p> <p>The NRC is responsible to recommend an identified candidate to the Board if there is any vacancy arising from resignation, retirement or any other reasons or if there is a need to appoint additional director with the required skill or profession based on recommendation from the Board in order to close the competency gap in the Board identified by the NRC. The potential candidate may be proposed by existing director, senior management staff, shareholders or third party referrals and/or independent sources.</p> <p>Detailed information on the process undertaken by the NRC including its process of identifying and appointing a candidate can be found in the Terms of Reference of the NRC on the Company's website at www.uzmagroup.com</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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Timeframe :		

Intended Outcome

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

Practice 4.7

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

Application :	Applied	
Explanation on application of the practice :	<p>The NRC is currently chaired by Datuk Abdullah Bin Karim, an INED of the Company.</p> <p>The Board acknowledges that an effective recruitment and evaluation process of directors is the bedrock of a high-performing Board. The Board therefore believes that Datuk Abdullah Bin Karim, as an INED, is the most suitable and qualified person to lead the conduct of the process in an objective manner.</p> <p>In discharging his duties as the Chairman of the NRC, he undertakes to lead an annual assessment of the effectiveness of the Board and Board Committees, ensuring that the performance of the Board, Board Committees and each Director is assessed objectively and holistically and leads the succession planning and appointment of the Board members.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 5.1

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

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

Application :	Applied
Explanation on application of the practice :	<p>During the financial year ended 30 June 2020 (“Financial Year”), the Board, through the NRC, had carried out the annual assessment conducted internally and facilitated by the Company Secretaries.</p> <p>The preparation of the evaluation forms and collation of the results were facilitated by the Company Secretaries and tabled to the NRC for review and discussion. After discussion by the NRC, the results were then presented to the Board. The deliberation of the NRC and the Board were minuted in the respective meetings.</p> <p>The scope of the assessment comprises of the following:-</p> <ul style="list-style-type: none">• The effectiveness of the Board and Board Committees in terms of composition, character, experience, integrity, competence and time commitment;• Self-assessment on mix of skills and experience;• Level of Independence of Directors; and• Review the terms of office and performance of the AC and each of its members <p>Based on the results of the assessment for the Financial Year, the NRC and the Board were satisfied with the outcome of the results as follow:-</p> <ul style="list-style-type: none">• The Board and the Board Committees were considered to be fully effective. The Board recognised that the AC and NRC have the right composition and sufficient knowledge of relevant areas. The Board also recognised that the AC and NRC have been effective in discharging their duties.• The qualities of individual Directors were considered strong and all Directors were found to possess the relevant qualifications, knowledge, experience and ability to understand the technical requirements, risk and management of the Company’s business. All the Directors have demonstrated willingness to devote time and

	<p>effort to the affairs of the Company while acting in good faith and with integrity at all times.</p> <ul style="list-style-type: none">• There is a balance in the composition and size of the Board with the Directors having a good mix of skills and experience in various fields from their diverse backgrounds and specialisation to enable the Board to lead and manage the operations of the Company effectively.• Each Independent Director has fulfilled the independence criteria set out in the MMLR of Bursa Securities and they continue to demonstrate their independence through their engagement in meetings, providing objective challenges to the Management and bringing independent judgement to decisions taken by the Board. <p>The Terms of Reference of the NRC is available on the Company's website at www.uzmagroup.com</p>
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Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 6.1

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

Application :	Applied
Explanation on application of the practice :	<p>In assisting the NRC on reviewing and recommending matters relating to the remuneration of the Board and Senior Management, the Board has in place a Directors Remuneration Policy & Procedure. The Remuneration Policy & Procedure was reviewed by the Board on 22 October 2020 and is published on the Company website at www.uzmagroup.com</p> <p>Pursuant to Section 230(1) of the CA 2016, the fees of the Directors and any benefits payable to the Directors (collectively referred to as “Fees”) shall be approved at general meeting. The current Fee's structure of the Director is made up of directors' fee and meeting allowances.</p> <p>The remuneration of the Executive Directors is reviewed and recommended by the NRC to the Board for approval. Remuneration of the Executive Directors is assessed based on market norms, individual performance and the Company's performance. All Directors shall abstain from discussions and decisions on their own remuneration.</p> <p>The NRC shall review, consider and recommend the remuneration packages of Directors and Key Senior Management personnel having a salary of RM30,000.00 per month and above drawing from professional advice internally or externally as and when necessary.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 6.2

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

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

Application :	Applied	
Explanation on application of the practice :	The NRC comprises exclusively the following Independent Non-Executive Directors: <ol style="list-style-type: none">1. Datuk Abdullah Bin Karim - Chairman2. Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim - Member3. Ikhlas Bin Abdul Rahman – Member The function of the NRC is to recommend to the Board, the remuneration packages of Managing Director, Executive Directors and/or other persons of the Group as the NRC is designated to consider and getting professional advice as and when necessary. The NRC has written Terms of Reference which deals with its authority and duties. A copy of its Terms of Reference is published at the Company website at www.uzmagroup.com	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 7.1

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

Application :	Applied					
Explanation on application of the practice :	Detailed individual Directors' remuneration on a named basis for the Financial Year is as follows:					
Company Level						
Directors	Directors Fee (RM'000)	Salary & Bonus (RM'000)	Emoluments & Benefits* (RM'000)	Meeting Allowance (RM'000)	Total (RM'000)	
Dato' Kamarul Redzuan Bin Muhamed	-	1,069	183	-	1,252	
Dato' Che Nazahatuhisamudin Bin Che Haron	-	-	-	-	-	
Ahmad Yunus bin Abd Talib	-	335	68	-	403	
Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim	71	-	-	6	77	
Yahya Bin Razali	71	-	-	6	77	
Dato' Hajjah Zurainah Binti Musa	71	-	-	4	75	
Datuk Abdullah Bin Karim	179	-	-	6	185	
Ikhlas bin Abdul Rahman	71	-	-	9	80	
Group Level						
Directors	Directors Fee (RM'000)	Salary & Bonus (RM'000)	Emoluments & Benefits* (RM'000)	Meeting Allowance (RM'000)	Total (RM'000)	
Dato' Kamarul Redzuan Bin Muhamed	118	1,069	183	-	1,370	
Dato' Che Nazahatuhisamudin Bin Che Haron	118	1,105	161	-	1,384	
Ahmad Yunus bin Abd Talib	-	507	88	-	595	

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

Intended Outcome

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

Practice 7.2

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

Application :	Departure	
Explanation on application of the practice :		
Explanation for departure :	<p>The Board recognises the importance of compensating the Senior Management with a competitive and attractive remuneration package based on their responsibilities and performance carried throughout each financial year. The Board is of the opinion that disclosure on named basis of the top Senior Management personnel in bands of RM50,000 would be disadvantageous to the Group's business interests, given the highly competitive industry where poaching of talented executives is not uncommon and sensitive in nature.</p> <p>The total remuneration paid to the Senior Management are made available in the Notes to the Audited Financial Statement which allow stakeholders to make an appreciable link between the Company's overall remuneration structure and the Company's performance.</p> <p>The Board ensures that the remuneration of the Senior Management is commensurate with the performance of the Company, with due consideration to attracting, retaining and motivating the Senior Management to lead and run the Company successfully. Excessive remuneration payouts are not made to the senior management personnel in any instance.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 7.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee

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

Practice 8.1

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

Application :	Applied
Explanation on application of the practice :	<p>The Board recognises the important role of the AC as part of the corporate governance process. In this regard, the Board has established an AC which comprises of three (3) INEDs to oversee the Company's financial reporting on behalf of the Board.</p> <p>The AC is chaired by Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim, whilst the Chairman of the Board is Datuk Abdullah Bin Karim.</p> <p>As such, the Chairman of the AC is distinct from the Chairman of the Board and having the two (2) chairman's position assumed by different individuals allows the Board to objectively review the AC's findings and recommendations.</p> <p>The Chairman of the AC is a Chartered Accountant and also a member of the Malaysian Institute of Accountants. His full profile is available on the Company's website at www.uzmagroup.com</p> <p>The duties and responsibilities of the Chairman of the AC are outlined in the Terms of Reference of the AC, which is also available on the Company's website at www.uzmagroup.com</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.2

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

Application :	Applied	
Explanation on application of the practice :	When considering the appointment of a former key audit partner of its current External Auditor's firm, the AC is mindful of the minimum two (2) years cooling off period best practice which included in its Term of References before appointing this partner as a member of the AC. To date, the Company has not appointed any former key audit partner as Director of the Company. The Terms of Reference of the AC is available on the Company's website at www.uzmagroup.com	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.3

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

Application :	Applied
Explanation on application of the practice :	<p>In assessing the External Auditors, the Company has put in place the policies and procedures to assess the sustainability and independence of external auditors.</p> <p>The AC is responsible for assessing the capabilities and independence of the external auditors and to also recommend to the Board on their appointment, re-appointment or termination of their services to the Company.</p> <p>The AC had undertaken an annual assessment on the performance, suitability and independence of the External Auditors based on the following areas:-</p> <ul style="list-style-type: none"> • Calibre of the external auditors • Quality Processes and Performance • Audit Team • Independence, Objectivity and Professionalism • Audit Scope and Planning • Audit Fees • Audit Communications <p>Based on the assessment results, the AC was satisfied with the suitability of the External Auditors, namely Baker Tilly Monteiro Heng PLT and in view of the External Auditors has been independent throughout the conduct of the audit process and the audit services rendered have met the quality expected by the AC and the Group.</p> <p>For the audit of the Financial Year, Baker Tilly Monteiro Heng PLT provided the AC with a written assurance confirming that they were and had been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>During the Financial Year, the AC has also met with the external auditors twice in the absence of Management.</p>

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Adopted
Explanation on adoption of the practice :	The AC comprises solely of INEDs, namely Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim (Chairman), Yahya Bin Razali and Datuk Abdullah Bin Karim. The Board firmly believes the AC would be able to provide impartial and unbiased views along with the relevant check and balances on matters relating to audit of the Company with its current composition.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.5

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

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

Application :	Applied
Explanation on application of the practice :	<p>The AC assists the Board in the effective discharge of its responsibilities in the area of financial reporting of the Group, possess a wide range of skills and the requisite financial literacy to discharge its duties effectively.</p> <p>The Chairman of the AC is a fellow member of the MIA and thus, fulfilling the requirement of Paragraph 15.09(1)(c) of the MMLR of Bursa Securities which calls for one (1) member of the AC to be a member of a professional accountancy body.</p> <p>In addition, member of AC, Encik Yahya Bin Razali having financial background and is a Certified Financial Planner. Whilst Datuk Abdullah Bin Karim, member of AC has attended training which is related to accounting / financial literacy.</p> <p>Through the NRC, the Board reviews the terms of office of the AC and assesses the performance of the AC annually.</p> <p>The AC assists the Board in overseeing the financial reporting process and the internal control of the Company.</p> <p>In order to strengthen the present financial literacy of each member, all members of the AC will attend professional development programmes on accounting and other relevant training to keep themselves abreast of the latest developments in accounting and auditing standards, practices and rules.</p> <p>During the meetings of the AC, the members were briefed by the External Auditors on the Financial Reporting developments, adoption of Malaysian Financial Reporting Standards and other changes in</p>

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

Intended Outcome

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

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

Practice 9.1

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

Application :	Applied	
Explanation on application of the practice :	<p>The Board is responsible for the overall risk management in the Group while Executive Directors together with the Senior Management team are primary responsible for managing risks in the Group.</p> <p>The features of the Group’s risk management and internal control covering the risk policy, risk appetite, risk assessment and the review process by the Board and AC and the key internal controls are presented in the Statement on Risk Management and Internal Control of the Annual Report. The Board also commented in the said statement that they are satisfied with the effectiveness and adequacy the existing level of systems of risk management and internal control.</p> <p>The Board has reviewed the risk management and internal control system in accordance with the guidelines for Directors on risk management and internal control, and the Statement on Risk Management and Internal Control: Guidance for Directors of Public Listed Companies.</p> <p>The Group outsourced its internal audit function to an external professional firm, as part of its effort in ensuring that the Group’s system of internal control is adequate and effective.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 9.2

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

Application :	Applied	
Explanation on application of the practice :	<p>The Statement on Risk Management and Internal Control in the Company’s Annual Report 2020 provides an overview of the state of risk management and internal controls within the Group.</p> <p>The internal audit function adopts a risk-based approach and prepares its audit plans based on significant risks identified. The internal audit provides an assessment of the adequacy, efficiency and effectiveness of the Group's existing internal control policies and procedures and provides recommendations, if any, for the improvement of the control policies and procedures. The results of the audit reviews are presented and discussed during the AC meetings. Management is responsible for ensuring that the necessary corrective actions on reported weaknesses are taken within the required time frame. The action plans are reviewed and followed up by the internal audit function on a periodical basis to ensure the recommendations are effectively implemented.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 9.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 10.1

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

Application :	Applied	
Explanation on application of the practice :	<p>The Board has outsourced this function to an independent professional service firm, namely Tricor Axcelasia Sdn Bhd (Formerly known as Axcelasia Columbus Sdn Bhd) (“Tricor Axcelasia”) to provide an independent assurance to the Board on the effectiveness and adequacy of the Group’s system of internal control.</p> <p>The AC reviewed and approved the Internal Audit Plan to ensure that the direction of the audit is appropriate to the environment in which the Group is operating. The AC had also discussed with the Internal Auditor on the progress of the audit plan and ensured that the audit directions remain relevant taking into consideration any significant changes in the Group’s operating environment.</p> <p>While reviewing the Internal Auditor reports, the AC will consider the impact of the audit issues and assess whether management has provided their comments appropriately reflecting their commitment to the audit recommendations.</p> <p>The Internal Auditor attends and reports at each AC Meeting on reviews conducted during each quarter.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 10.2

The Board should disclose–

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

Application :	Applied	
Explanation on application of the practice :	<p>The Internal Audit function of the Company has been outsourced to an external professional firm of consultants, Tricor Axcelasia. The team from Tricor Axcelasia is led by Mr. Noradlan Abdul Latif, the Executive Director of Tricor Axcelasia who is also appointed as the Head of Internal Audit of the Company. He is a Certified Internal Auditor with the Institute of Internal Auditors with more than 25 years' experience in internal and external audit, governance as well as risk and integrated reporting.</p> <p>Tricor Axcelasia has a team of six (6) professional internal auditors. None of the internal auditors are in any relationships or have conflict of interest with the Company.</p> <p>The internal auditor function of the Company reports directly to the AC and the review is carried out in accordance with the International Professional Practices Framework of Internal Auditing.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 11.1

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

Application :	Applied
Explanation on application of the practice :	<p>The Board recognises the value of good investor relation and the importance of disseminating information in a fair and equitable manner, the participation of shareholders and investors, both individual and institutional, at Annual General Meeting is encouraged. Such information is disseminated via the Company's annual reports, quarterly financial results and various prescribed announcements made to Bursa Securities.</p> <p>The Company has established a website at www.uzmagroup.com which is served as a useful reference source of information, qualitative and quantitative, on the Group's operations and corporate developments to shareholders, business partners and other stakeholders.</p> <p>Any enquiry regarding the Company and its group of companies may be conveyed to the following personnel:-</p> <p>Mr. Syed Azlan Bin Syed Ibrahim (Chief Transformation and Strategy Officer)</p> <p>Telephone number : 03-76114000 Fax number : 03-76114100 Email : malaysia@uzmagroup.com</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

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

Practice 11.2

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

Application :	Departure	
Explanation on application of the practice :		
Explanation for departure :	Not applicable as the Company is not a "Large Company" as defined in the Malaysian Code of Corporate Governance. Hence, such requirement is not applicable at this juncture.	
	The Company will consider adopting integrated reporting when the need arises.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 12.1

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

Application :	Applied
Explanation on application of the practice :	<p>The Board recognises the significance of the AGM as a platform for dialogue and interaction with all the shareholders of the Company.</p> <p>The notice of the previous AGM in 2019 was dispatched individually to shareholders at least twenty-eight (28) days before the AGM date. This goes above and beyond Section 316(2) of the CA 2016 and paragraph 7.15 of MMLR of Bursa Securities which calls for a 21-days' notice period for public companies or listed issuers respectively. The additional time given to shareholders allows them to make the necessary arrangements to attend and participate in person, through corporate representatives, proxies or attorneys. In addition, the shareholders are accorded with sufficient time to consider the resolutions that will be discussed and decided upon at the AGM.</p> <p>The notice for the AGM outlines the resolutions to be tabled during the meeting and is accompanied with explanatory notes and background information where applicable to shed clarity on the matters that will be decided at the AGM.</p> <p>In order to achieve the widest possible dissemination, the notice of AGM is also circulated in a nationally circulated newspaper alongside with an announcement on the website of Bursa Securities and further uploaded on the Company's website at www.uzmagroup.com</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 12.2

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

Application :	Applied	
Explanation on application of the practice :	<p>The Board including the Chair of all the respective Board Committees attended the previous AGM to engage directly with shareholders and was accountable for their stewardship of the Company.</p> <p>The Chairman of the Board encourages shareholders' active participation during AGM by giving sufficient time to the floor during the Questions and Answers session. Explanation for the proposed resolution set out in the Notice of AGM was provided during AGM to assist shareholders in making their decisions and exercising their voting rights.</p> <p>The outcome of all resolutions proposed at the previous AGM was announced to Bursa Securities at the end of the meeting day.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 12.3

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

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

Application :	Departure
Explanation on application of the practice :	
Explanation for departure :	<p>The Board recognises general meetings as a key platform for shareholders to exercise their rights and have their “voices” heard through the votes cast by them. In accordance with Paragraph 8.29A(1) of the MMLR of Bursa Securities, all resolutions put to vote will be carried out by poll voting. The Board has always seen good shareholder participation in its previous general meetings and the Board has given foremost consideration to the location of its general meetings to ensure it is easy to reach or easily accessible to shareholders.</p> <p>However, voting in absentia using technological means and remote participation by shareholders at the previous AGM was not available as the Company would like to allow for an advocacy period in assessing the cost and benefits of this undertaking.</p> <p>The previous AGM of the Company was held at an easily accessible location at the Damansara Performing Arts Centre (DPAC) Hall, where there is ample parking space and is familiar to our shareholders.</p> <p>The shareholders can vote in person or appoint a proxy to attend, participate, speak and vote of his/her behalf. All resolutions set out in the Notice of AGM has adopted poll voting, in accordance with Paragraph 8.29A of the MMLR of Bursa Securities. The Company had appointed an independent scrutineer to validate the vote cast in the AGM. The Scrutineers, upon verification of the poll results, announced the results for each resolution, which include votes in favour and against, upon which the Chairman of the Meeting declared whether the resolutions were carried. The outcome of the AGM will then be announced to Bursa Securities on the same meeting day.</p>

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

Measure :		
Timeframe :		

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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