

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0259
COMPANY NAME : SNS NETWORK TECHNOLOGY BERHAD
FINANCIAL YEAR : JANUARY 31, 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.

Application	:	Applied
Explanation on application of the practice	:	<p>SNS Network Technology Berhad (“SNS” or “Company”) is collectively headed by an experienced and effective Board of Directors (“the Board”) which is responsible for the stewardship and business affairs of the Group.</p> <p>To ensure effective discharge of its stewardship role, the Board has established three (3) Board Committees, namely Audit and Risk Management Committee (“ARMC”), Nomination Committee (“NC”) and Remuneration Committee (“RC”), to support the Board with oversight functions in selected responsibilities areas. The Board Committees are guided by their respective Terms of Reference (“TOR”) approved by the Board. The Board Committees report to the Board on matters considered and their recommendations thereon. The ultimate responsibility for the final decision on all matters, however, lies with the Board.</p> <p>In discharging its responsibilities, key matters reserved for our Board's approval include limits of authority, strategic business plan, annual budget, new business activities and ventures of the Group, and financing required by the Group.</p> <p>The Board Charter and TOR for all Board Committees are published on the website of the Company at www.sns.com.my.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is helmed by Dato' Zulkapli bin Ahmad, an Independent Non-Executive Chairman, who recognises the important of good corporate governance practices that are transparent and consistently put into practice. He plays a vital role in leading the Board in oversight of management, leadership, integrity and effectiveness of the governance of the Board. The roles and responsibilities of the Chairman of the Board have been clearly specified in the Board Charter, which is available on the website of the Company at www.sns.com.my and is subject to periodic review.	
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 Chairman of the Company is Dato' Zulkapli bin Ahmad, an Independent Non-Executive Chairman, whilst the MD is Mr Ko Yun Hung.</p> <p>The roles of the Chairman and the Managing Director ("MD") are distinct and held by different individuals, to ensure a balance of power and authority so that no one individual has unfettered powers of decision making. The Independent Chairman leads and governs the Board, whereas the Group Managing Director manages the day-to-day business operations of the Group and implements the Board's decisions.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Chairman of our Board is Dato' Zulkapli bin Ahmad, an Independent Non-Executive Chairman is not a member of any of the Board Committees and was not invited to attend any Board Committees' meetings.</p> <p>The Company has set out in its Board Charter that the Chairman should not be the Chairman of the Board Committees of the Company to ensure there is check and balance as well as objectives review by the Board.</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 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>Presently, the Board is supported by three (3) qualified and competent Company Secretaries, namely Ms Tai Yit Chan (MAICSA 7009143 & SSM Practicing Certificate No. 202008001023), Ms Chan Eoi Leng (MAICSA 7030866 & SSM Practicing Certificate No. 202008003055) and Ms Chong Kwai Yoong (MAICSA 7075434 & SSM Practicing Certificate No. 202308000244). All the Company Secretaries have the requisite credentials and are qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016 and undertake continuous professional development.</p> <p>The Company Secretaries advise our Board on its roles and responsibilities and keep our Board updated on matters relating to new statutory and regulatory requirements and corporate governance and promptly disseminate communications received from the relevant regulatory / governmental authorities.</p> <p>Our Company Secretaries attended all Board and Board Committee meetings and are responsible for ensuring the meeting procedures are in place, including disseminating complete and accurate meeting materials in a timely manner to allow our Board members to have sufficient time to review the relevant documents prior to meetings. The Companies Secretaries also facilitate the communication of key decisions and policies between our Board, Board Committees and Management.</p> <p>Our Company Secretaries also serves notices to the Directors and Key Senior Management on the closed period for trading in SNS shares, in accordance with the black-out periods for dealing in securities pursuant to Chapter 14 of the Listing Requirements.</p> <p>Our directors have unrestricted access to the advice and services of our Company Secretaries to enable them to discharge their duties effectively.</p> <p>The appointment and removal of the Company Secretaries must be approved by the Board.</p> <p>The roles and responsibilities of Company Secretaries are set out in the</p>

	Board Charter, which is accessible on the Company's website at www.sns.com.my .	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board members have full and unrestricted access to all information within the Group. The Notice of the Board Meeting is served at least seven (7) days prior to the Board Meeting. Relevant Board papers were circulated to all Directors at least five (5) business days prior to the Board Meeting so that the Board has sufficient time to deliberate on the issues to be raised at the meeting so as to discharge their duties diligently.</p> <p>Board and Board Committee meetings proceedings are well-documented by the Company Secretaries. The minutes reflect key deliberations and decisions, rationale for each decision as well as any significant concerns, dissenting views or abstentions by Directors from voting and deliberating on specific matters. Draft minutes of the Board Meetings and Board Meetings were circulated in a timely manner for review and comments. Action items identified during Board and Board Committees meetings are also highlighted for follow-up action by the Management. The Meeting minutes are then approved at the subsequent Board or Board Committee meeting.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter formalised and adopted by our Board serves as a primary reference and guide for all Directors in discharging their fiduciary duties. The Board Charter sets out the respective roles and responsibilities of the Board, Board Committees, Chairman, Executive Directors and Independent Non-Executive Directors and includes a formal schedule of matters reserved for the deliberation of the Board.</p> <p>Our Board will review and update the Board Charter periodically to ensure it complies with the relevant regulations and best practices as well as remains relevant and effective with our Board's objectives.</p> <p>The Board Charter and TOR of the Board Committees were adopted on 1 October 2021 prior listed on the ACE Market of Bursa Securities on 2 September 2022. The Board Charter are available at our Company's website at www.sns.com.my.</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>Our Board has adopted a Code of Conduct and Ethics ("Code") on 1 October 2021 for Directors, Management and all employees of our Group ("Personnel") that aims to outline the standards of business conduct and ethical behavior especially for our Directors to discharge their duties and responsibilities, and enhance their high standard of personal integrity and professionalism towards our Group.</p> <p>The Code is intended to focus on areas of ethical risk and serves as a guidance to Personnel to recognise and deal with ethical issues, provide mechanisms to report unethical conduct, and help to foster a culture of honesty and accountability.</p> <p>The Code includes, inter alia, matters relating to conflicts of interest, proper use of our Group's assets and properties as well as knowledge and information, integrity in the marketplace and prohibited activities or misconduct involving gifts, benefits and entertainment, bribery and corruption, insider trading, anti-money laundering, abuse of power and discrimination/harassment.</p> <p>In 5 July 2022, the Board has adopted the Directors' Fit and Proper Policy ("FPP") to ensure that any person to be appointed or elected/re-elected as Director shall possess the character and quality as well as integrity, competency and commitment to enable the discharge of the responsibilities required of the position in the most efficient manner.</p> <p>The Board will review and update the Codes from time to time to ensure that it remains relevant and effective. The Codes and the FPP are available at the website of the Company at www.sns.com.my.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has formalised Whistleblowing Policy which is available on the website of the Company at www.sns.com.my.</p> <p>The Whistleblowing Policy provides an avenue for all Directors, employees, and stakeholders of the Group to disclose or report any improper conduct and to provide protection for them who report such allegations.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is committed to promoting high standards of corporate governance and forging a healthy corporate culture that engenders transparency, accountability and streamlining corporate business and strategic alliances to support the long-term strategy and success. The Company has in place a sustainability policy that adopts ESG principles and kindly refer to Annual Report 2023 in the Sustainability Statements section.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	The Board, via its disclosures in its Sustainability Statements in Annual Report 2023, strives to keep external stakeholders informed on the Group's sustainability strategies, targets, priorities as well as performance against these targets. The Sustainability Statements in Annual Report 2023 of the Company are available at the website of the Company at www.sns.com.my .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>All the Board members have attended the Bursa Malaysia’s Mandatory Accreditation Programme (“MAP”) as a mandatory program for the Directors to complete in line with the Listing Requirements prior to the Company’s listing.</p> <p>The Board are committed to staying abreast with sustainability issues associated with the ever-evolving operating environment which are relevant to its business. This may include, but is not limited to internal and external training and development programmes to be provided for the Board on sustainability -related training programmes, as well as reading materials from international guidance and standards released.</p> <p>The Company Secretaries will also update the Board on the changes of the Listing Requirements upon receiving the circulars from Bursa Malaysia Securities Berhad (“Bursa Securities”), which are relevant to the Company and provide advice on corporate disclosures and compliances which includes understanding of sustainability issues.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.4

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 performance evaluation of the Board in addressing the Group's material sustainability was evaluated through the annual Board's effectiveness assessment.</p> <p>Whereas the management team's performance in addressing material sustainability risks and opportunities is evaluated on an annual basis since it is part of their key performance indicators.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Board has identified Mr Thong Soon Cheong, Group Financial Controller as a designated person to manage the Group's sustainability strategically in the operations of the Group.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC is entrusted by the Board to annually review the required mix of skills, knowledge, qualification, experience and other requisite qualities of Director through the annual assessment of the effectiveness of the Board as a whole, its Committee and the contribution of each individual Director in accordance with the Board's Fit and Proper Policy adopted in year 2022.</p> <p>The NC is guided by its TOR which, inter alia, sets out the purpose, composition, roles and responsibilities, authority as well as the internal procedural matters for the NC, including to assess that the composition of the Board is refreshed periodically. A copy of the TOR is available on the Company's website at www.sns.com.my.</p> <p>In December 2022, the NC had carried out the review of the performance and contribution of the directors retiring by rotation i.e Dato' Zulkapli bin Ahmad and Pah Wai Onn in accordance with the FFP. The NC opined that the Director's performance have been satisfactory in view of their efforts and contributions towards the Group. Thus, upon recommendation by the NC, the Board has resolved and approved to propose for the re-election of the retiring Directors of the Company at the forthcoming 2023 Annual General Meeting ("AGM") for shareholders' approval.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>As of FYE 2023, the Board has seven (7) members out of which four (4) are Independent Non- Executive Directors (“INED”), making 57% of INED.</p> <p>NC is responsible to assess the independence of the independent directors on annual basis to ensure the independent directors are independent, can exercise objective judgement and able to act in the best interest of the Company, the Group, shareholders and other stakeholders.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Company was listed on the ACE Market of Bursa Securities on 2 September 2022. None of the Independent Directors has served the Board exceeding a cumulative period 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>			
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.

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

Intended Outcome

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

Practice 5.5

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

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board appoints Directors and Senior Management based on the company's requirements/regulatory requirements which then are based on objective criteria ensuring a balanced appointment of wide and varied technical, financial and commercial experience.</p> <p>In determining candidates for appointment to the Board and Board Committees, the NC will considers factors such as the time commitment of the Board and Board Committee members in discharging their roles and responsibilities through attendance at their respective meetings, their performance and contribution, possession of the attributes, capabilities and qualifications considered necessary or desirable for service and demonstration of independence, integrity and impartiality in decision-making. These requirements are as enshrined in the Board's Fit and Proper Policy for Directors.</p> <p>Based on the annual assessment carried out in December 2022 for the review of the contribution of each Director, a summary of the assessment was tabled and presented to the NC for consideration. The NC opined that the Directors devotes sufficient time to serve the Board effectively.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nomination Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	During the FYE 2023, there was no appointment of director. All the six (6) Directors were duly appointed to the Board in year 2021 prior to listed on the ACE Market of Bursa Securities on 2 September 2022 except Mr Ko Yun Hung who was appointed as Directors in year 2016, whereas the four (4) Independent Directors were appointed prior to the formation of the NC. Hence, the process with regards to the appointment of the existing Directors is based on the recommendation of the Executive Director. However, the Board took cognizant of this Practice and mindful that NC is responsible for overseeing the screening and recruitment process and for making recommendations for new Director based on the selection provided in the FFP.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied	
Explanation on application of the practice	:	The profiles of Directors who are due for retirement and offered themselves for re-election at 2023 AGM together with the details of the support and rationale on re-appointment are set out in the Profile of Directors section in the Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NC is chaired by Ms Maylee Gan Suat Lee, an Independent Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	The Board has three (3) female Directors, representing 42.86% of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established and adopted a Diversity Policy and is made available on www.sns.com.my .	
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	:	Not applicable. The Company is not a large company	
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>	
Application	: Applied
Explanation on application of the practice	: <p>In December 2022, the Board, facilitated by NC, had carried out an annual evaluation for assessing the effectiveness of the Board as a whole, the Board Committees and contribution of each individual director as well as the independence of Independent Non-Executive Directors.</p> <p>The evaluation was conducted on self and peer evaluation model through customised questionnaires that set out the assessment criteria as reviewed by the NC, which covered areas such as the Board mix, Board composition, quality of information and decision making, Boardroom activities and Board relationship with management. For individual director assessment, the assessment includes evaluation of character, experience, integrity, competence and time commitment, independent directors are also required to evaluate their level of independence based on the criteria of independence of Listing Requirements.</p> <p>The directors completed the evaluation questionnaires on confidential basis. The results and comments by the directors will then be summarised and discussed at the NC meeting and subsequently, reported to the Board at the Board meeting held thereafter.</p> <p>Based on the results of assessment, the NC was satisfied with the existing Board's composition and concluded that each director has the requisite competence to serve on the Board and had sufficiently demonstrated their commitment to the Company in terms of time and participation during the financial year under review. All assessments and evaluations carried out by the NC in the discharge of its functions have been properly documented.</p>
Explanation for departure	:

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

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The RC has on 5 July 2022 established on a Remuneration Policy for Directors and Key Senior Management which is linked to the strategic performance or long-term objectives of the Group to ensure that the Group is able to attract and retain capable Directors and Key Senior Management to run the Group successfully.</p> <p>The RC is primarily responsible for maintaining a fair and transparent remuneration framework and policies as well as the remuneration packages of the Non-Executive Directors, Executive Directors and Key Senior Management to ensure rewards commensurate with their contributions and to attract, motivate and retain talents with the competitive remuneration packages.</p> <p>Remuneration for Non-Executive Directors, Executive Directors and Key Senior Management of the Company are driven by the Remuneration Policy for the Group.</p> <p>The RC is tasked to review annually the performance of the directors and key senior management and submit recommendations to the Board on specific adjustments in remuneration and/or reward payments that reflect their respective contributions for the year in line with the performance of the Group.</p> <p>The Remuneration Policy is available on the Company website at www.sns.com.my.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	The RC assists the Board in developing and administering a fair and transparent procedure for setting policy on remuneration of Directors and Key Senior Management. It reviews the Directors' and Key Senior Management's remuneration, ensuring that the Group continues to attract, retain and motivate high calibre individuals who have the skills, experience and knowledge to drive its long-term objectives. Their responsibilities and duties are clearly defined in the TOR of the RC, which is accessible on the Company's website at www.sns.com.my .
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The disclosure on named basis for the remuneration of individual Director and breakdown of individual Director's remuneration such as fees, salary, bonus, benefits in-kind and other emoluments is made in the Corporate Governance Overview Statement in the Annual Report 2023.

No	Name	Directorate	Company ('000)							Group ('000)							
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	
1	Dato' Zulkapli Bin Ahmad	Independent Director	45.0	2.7	Input info here	Input info here	Input info here	Input info here	Input info here	47.7	45.0	2.7	Input info here	Input info here	Input info here	Input info here	47.7
2	Ko Yun Hung	Executive Director	35.0	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	35.0	35.0	108.0	852.0	Input info here	Input info here	126.8	1,121.8
3	Pah Wai Onn	Executive Director	35.0	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	35.0	35.0	36.0	852.0	Input info here	17.4	117.4	1,057.8
4	Siow Wei Ming	Executive Director	35.0	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	35.0	35.0	84.0	615.0	Input info here	Input info here	91.9	825.9
5	Dato' F'ng Meow Cheng	Independent Director	35.0	2.4	Input info here	Input info here	Input info here	Input info here	Input info here	37.4	35.0	2.4	Input info here	Input info here	Input info here	Input info here	37.4
6	Maylee Gan Suat Lee	Independent Director	35.0	2.4	Input info here	Input info here	Input info here	Input info here	Input info here	37.4	35.0	2.4	Input info here	Input info here	Input info here	Input info here	37.4
7	Tan Ee Ming	Independent Director	45.0	2.4	Input info here	Input info here	Input info here	Input info here	Input info here	47.4	45.0	2.4	Input info here	Input info here	Input info here	Input info here	47.4
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	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

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

Practice 8.2

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

Application	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
Explanation on application of the practice	:	The remuneration of the key senior management has been disclosed in the Company's Annual Report 2023 in a band of RM50,000 for each type of remuneration.	
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	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Tham Sau Har	Administrative and Operations Director	850,001-900,000	0-50,000	Choose an item.	Choose an item.	100,001-150,000	1,000,000-1,050,000
2	Eng Su Fern	Development Director	850,001-900,000	0-50,000	Choose an item.	Choose an item.	100,001-150,000	1,000,000-1,050,000
3	Thong Soon Cheong	Group Financial Controller	150,001-200,000	0-50,000	Choose an item.	Choose an item.	0-50,000	200,001-250,000
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.

The company's financial statement is a reliable source of information.

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The positions of the Chairman of the Board and the ARMC are held by separate individuals. The Chairman of the Board is Dato' Zulkapli bin Ahmad, while the Chairman of the ARMC is Tan Ee Ming.</p> <p>The Chairman of the ARMC is a member of Malaysian Institute of Accountants ("MIA") and Association of Chartered Certified Accountants ("ACCA").</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The ARMC recognises the importance to uphold the independence of its external auditors and that no possible conflict of interest whatsoever should arise. The ARMC has included in its TOR the cooling off period of at least three (3) years for a former key audit partner to observe before being appointed as a member of the ARMC.</p> <p>Presently, none of the members of our ARMC were former audit partners.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>ARMC 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. The Board has established External Auditors Assessment Policy which serves as a guide for ARMC in the process of selection and appointment, annual assessment and remuneration of external auditors.</p> <p>ARMC had assessed the performance (including independence) of the external auditors based on the competence, audit quality and resource capacity of external auditors as well as the non-audit services provided by the external auditors.</p> <p>The external auditors are precluded from providing any services that may impair their independence or conflict with their role as external auditors. A written assurance had been provided to ARMC by the external auditors confirming that they are and have been independent through the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>The TOR of ARMC is available on our Company's website at www.sns.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted		
Explanation on adoption of the practice	:	As to date, the ARMC of the Company comprises solely of Independent Directors. The composition of the ARMC is as follows:-		
		Name	Designation	Directorate
		Tan Ee Ming	Chairman	Independent Non-Executive Director
		Dato' F'ng Meow Cheng	Member	Independent Non-Executive Director
Maylee Gan Suat Lee	Member	Independent Non-Executive Director		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>All members of the ARMC are financially literate and possess the necessary skills to discharge their duties and responsibilities effectively. The Chairman of ARMC, Tan Ee Ming is a member of the MIA and member of ACCA.</p> <p>The qualification and experience of the ARMC members are disclosed in the Board of Directors' Profile of the Annual Report.</p> <p>The training programs that the members of the ARMC have attended during the FYE2023 are disclosed in the Corporate Governance Overview Statement of the Annual Report.</p> <p>Based on the annual performance evaluation for ARMC in FYE 2023, the NC is satisfied that all ARMC members have the necessary skills and knowledge as well as having adequate ability and understanding to assess the Group's financial statements and accounting standards applied. As such, the Board, through the NC, is of the view that ARMC have carried out their roles and responsibilities appropriately and effectively during the FYE 2023.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
------------------	---	--	--

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established an effective risk management and internal control framework within the Group and would continue to monitor and review the effectiveness and adequacy of our Group’s risk management and internal control framework to ensure they continue to be resilient and reliable.</p> <p>Details of the risk management and internal control framework are set out in the Company’s Statement on Risk Management and Internal Control as provided in its Annual Report for FYE 2023.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has disclosed features of the risk management and internal control framework within the Group in the Statement on Risk Management and Internal Control in the Annual Report for FYE 2023.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Company has a combined ARMC. The Board, through the ARMC, maintains an oversight responsibility for risks within the Group. ARMC is supported by the Internal Audit Function who will independently reviews the risks identified by the Risk Management Team and the controls in place which affect the risk ratings.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>In preparation for the listing of the Company on the ACE Market of Bursa Securities, the Company had engaged Tricor Axcelasia Sdn. Bhd., an outsourced Internal Auditors, which is independent of the activities and operations of the Group as its Internal Control Review Consultant to review the adequacy and sufficiency of systems, procedures and controls of the Group.</p> <p>Post listing exercise, the internal audit function would continue to be outsourced and ARMC, having conducted an interview session with the 2 shortlisted Internal Auditors has on 27 September 2022 recommended ShineWing TY TEOH Risk & Governance Sdn Bhd ("ShineWing") for Board's approval after taking into consideration of the assessment criteria i.e. fee structure, human resource allocation, report delivery time and their experience.</p> <p>The Outsourced Internal Auditors is independent and reports directly to the ARMC and administratively to the Group Financial Controller of the Group.</p> <p>For FYE 2023, the Board is satisfied that no significant weaknesses have been noted from the Group's internal control system. Details of the activities undertaken by the outsourced internal audit function are set out in the Report of the ARMC in the Annual Report 2023.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>As stated in Practice 11.1, the internal audit function of the Group is outsourced to an independent professional service company, ShineWing TY TEOH Risk & Governance Sdn Bhd (“ShineWing” or “Internal Auditors”). The Internal Auditors is free from any relationships with the Board and Management or conflict of interest in the operations and activities of the Group, which could impair their objectivity and independence of the internal audit function.</p> <p>They will perform their works in accordance with a recognised framework such as the International Professional Practices Framework issued by the Institute of Internal Auditors. The internal audit function has been mandated to continually assess and monitor the Group’s system of internal control.</p> <p>As the internal audit function is outsourced, it is not practical to disclose the number of resources, names and qualification as audit personnel assigned on field may be different in each quarter (other than the lead auditor).</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of effective, transparent, regular and timely communication with its shareholders and other stakeholders to keep them informed on the Group's latest financial performance, business and corporate developments. Hence, the Board has on 27 September 2022 formalised a Corporate Disclosure Policy and procedure accordingly.</p> <p>The Group's financial performance, major corporate developments and other relevant information are promptly disseminated to shareholders and investors via announcements of its quarterly results, annual report, corporate announcements to Bursa Malaysia Securities Berhad and press conferences. It is the Group's practice that any material information for public announcement, including annual, quarterly financial statements, press releases, and presentation to investors, analyst and media are factual and reviewed internally before issuance to ensure accuracy and is expressed in a clear and objective manner.</p> <p>The Group maintains a corporate website, www.sns.com.my with the intention of building communication channel between our Company with the stakeholders:-</p> <ul style="list-style-type: none">(a) Annual General Meeting;(b) Company's website(c) Announcements submitted to Bursa Securities;(d) Investor section which provides relevant corporate information; and(e) Telephone conferences or email correspondences through a dedicated investors contact: +605 242 4616 and ir@sns.com.my.
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The 2022 AGM was held on 28 July 2022 which was prior to the Listing where the Notice of 2022 AGM was issued with less than 28 days. Nonetheless, the Company has complied with the Section 316 of Companies Act 2016 where 21 days' notice was served prior to the meeting.	
		However, the Board would ensure that the Notice of 2023 AGM accompanying the Annual Report 2023 of the Company will be issued to the shareholders and published on a nationally circulated newspaper at least 28 days prior to the AGM.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board believes that participation of shareholders in the Company's General Meeting is the more appropriate platform where shareholders' queries and concerns may be conveyed to the Board for clarification. Therefore, all the Directors have attended the General Meetings of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Prior to listing, 2022 the Company's general meetings were conducted physically. However, the Board has proposed that 2023 AGM will be conducted virtually through live streaming from the broadcast venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on 7 July 2023.</p> <p>All resolutions set out in the Notice of AGM will be put to vote electronically. The forthcoming 2023 AGM to be conducted virtually will provide an opportunity for shareholders to participate remotely at the AGM and pose relevant questions to the Chairman and the Board via real time submission of typed texts.</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	:	Not applicable. The Company is not a large company
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

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.

Application	:	Applied												
Explanation on application of the practice	:	<p>Prior to the Listing on 2 September 2022, three (3) general meetings were held physically as the number of shareholders of the Company was less than 10 members:</p> <table border="1"><thead><tr><th>Type of Meetings</th><th>Date</th><th>Agenda</th></tr></thead><tbody><tr><td>EGM</td><td>04.07.2022</td><td>OR – Allotment of Shares</td></tr><tr><td>2022 AGM</td><td>25.07.2022</td><td>OR 1 – Payment of Director' Fee of RM93,000 OR 2 – Payment of Directors' Benefits to Non-Executive Directors OR 3 – Re-election of Siow Wei Ming OR 4 – Re-election of Tan Ee Ming OR 5 – Re-election of F'ng Meow Cheng OR 6 – Re-appointment of Deloitte PLT as Auditors</td></tr><tr><td>EGM</td><td>30.08.2022</td><td>OR – Public Issue of New Ordinary Shares</td></tr></tbody></table> <p>Note : Annual General Meeting (AGM) Extraordinary General Meeting (EGM) Ordinary Resolution (OR)</p> <p>At the physical general meetings held, there were meaningful shareholders' engagement and interactive session where sufficient opportunity was given to shareholders to ask questions. No questions were posted by the shareholders at the General Meetings and all the resolutions were unanimously approved by the shareholders.</p> <p>Post listing, the 2023 AGM will be conducted virtually through live streaming from the broadcast venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on 7 July 2023 to provide an</p>	Type of Meetings	Date	Agenda	EGM	04.07.2022	OR – Allotment of Shares	2022 AGM	25.07.2022	OR 1 – Payment of Director' Fee of RM93,000 OR 2 – Payment of Directors' Benefits to Non-Executive Directors OR 3 – Re-election of Siow Wei Ming OR 4 – Re-election of Tan Ee Ming OR 5 – Re-election of F'ng Meow Cheng OR 6 – Re-appointment of Deloitte PLT as Auditors	EGM	30.08.2022	OR – Public Issue of New Ordinary Shares
Type of Meetings	Date	Agenda												
EGM	04.07.2022	OR – Allotment of Shares												
2022 AGM	25.07.2022	OR 1 – Payment of Director' Fee of RM93,000 OR 2 – Payment of Directors' Benefits to Non-Executive Directors OR 3 – Re-election of Siow Wei Ming OR 4 – Re-election of Tan Ee Ming OR 5 – Re-election of F'ng Meow Cheng OR 6 – Re-appointment of Deloitte PLT as Auditors												
EGM	30.08.2022	OR – Public Issue of New Ordinary Shares												

	opportunity for shareholders to participate remotely at the AGM and pose relevant questions to the Chairman and the Board via real time submission of typed texts.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application	: Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice	: As mentioned in Practice 13.4, 2023 AGM will be conducted virtually through live streaming from the broadcast venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on 7 July 2023 to provide an opportunity for shareholders to participate remotely at the AGM and pose relevant questions to the Chairman and the Board via real time submission of typed texts. The Board would ensure that question posted by shareholders be made visible to all meeting participants during the meeting.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: Prior to Listing, the Minutes of the General Meetings were circulated to all the shareholders instead of published at the Company's website. However, the Board will ensure that the Minutes of 2023 AGM be published on the Company's website within 30 business days from the AGM scheduled to be held on 7 July 2023.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

Click or tap here to enter text.