

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5286
COMPANY NAME : MI TECHNOVATION BERHAD
FINANCIAL YEAR : December 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	: Applied
Explanation on application of the practice	<p>: As stated in the Board Charter, the Company acknowledges the pivotal role played by the Board in the stewardship of its direction and operations, and ultimately the enhancement of long-term shareholder value. The Board assumes, amongst others, the following duties and responsibilities:</p> <ul style="list-style-type: none"> • Review and adopt strategic plans for the Group to ensure the strategies promote sustainability within the aspects of environment, social and economy; • Oversee the conduct of the Group's business and build sustainable value for the shareholders; • Identify principal risks on a continuous basis; • Oversee the development and implementation of a corporate disclosure policy; • Oversee succession planning; • Review the adequacy and the integrity of the Group's internal control systems and management information systems; • Provide assurance to its internal and external stakeholders that the Group is operating in compliance with its policies and any other applicable regulatory requirements; • Direct and review an anti-corruption compliance programme; and • Review the investigation outcome of whistleblowing issues in compliance to the Whistleblowing Policy and Procedure <p>The Board individually and collectively accepted full responsibility for the above transactions after making all reasonable enquiries and to the best of their knowledge and belief, confirmed that the transactions were conducted in the best interest of the Company.</p> <p>In addition to the above, the Board received and reviewed the following updates from Senior Management:</p> <ul style="list-style-type: none"> • Latest financial results on quarterly basis; and • Progress update on investment projects and merger & acquisition activities. <p>The Company's Board Charter defines the duties and responsibilities of the Board which can be found at the Company's website at https://mi-technovation.com/corporate-governance/#governance</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 1.2

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>Mr. Lee Boon Leng was appointed as the Independent Non-Executive Chairman of the Board effective 1 July 2020. He has been sitting on the Board as Independent Non-Executive Director since 29 August 2017.</p> <p>As outlines in the Board Charter, the responsibilities of the Chairman, amongst others, are as follows:</p> <ul style="list-style-type: none"> • To lead the Board effectively on all aspects of its role and setting the agenda; • To set the agenda for the Board meetings in consultation with the Executive Director: • To chair the Board meetings; • To chair the meetings of the shareholders; • To ensure the Board receives accurate, timely and clear information and if needed, to provide additional information to make informed decisions; • To promote good corporate governance standards within the Group; • To ensure the Board behaves in line with the Code of Conduct; • To ensure the Board members continuously update their skills and knowledge to effectively discharge their duties; • To promote constructive and respectful relations of all Board members and also amongst management; and • To seek appropriate professional advice at the expense of the Company when he or she considers this necessary in the furtherance of his duties.
Explanation for departure	:	
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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 Independent Non-Executive Chairman, Mr. Lee Boon Leng leads the Board in its collective overseeing of management whereas the Group Chief Executive Director ("CEO") & Executive Director, Mr. Oh Kuang Eng focuses on the business and day-to-day management of the Company.</p> <p>The division of the roles between the Chairman of the Board and CEO is stipulated in the Board Charter. The CEO is responsible for the vision and strategic directions of the Group as well as initiating innovative ideas to create competitive edge and development of business and corporate strategies. The CEO has the executive responsibility for the day-to-day operation of the Company's business. The responsibilities of the Chairman of the Board are outlined in Practice 1.2.</p> <p>The roles and responsibilities of the Independent Non-Executive Chairman are distinct and separate from the duties and responsibilities of the Group CEO/Executive Director. This segregation between the duties of the Independent Non-Executive Chairman and the Group CEO/Executive Director ensures an appropriate balance of role, responsibility, and accountability at board level and Management level.</p>
Explanation for departure	:	
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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 Board consists of eight (8) Directors where four (4) are Executive Directors and four (4) are Independent Non-Executive Directors.</p> <p>On 21 February 2022, the Independent Non-Executive Chairman, Mr. Lee Boon Leng resigned from all positions held in Board Committees, namely the Chairman of the Remuneration Committee as well as a member of Nomination Committee and Audit & Risk Management Committee.</p> <p>Ms. Phoon Yee Min was appointed to the Board on 21 February 2022 as the Independent Non-Executive Director. She was also appointed as a member of all Board Committees, replacing Mr. Lee Boon Leng's membership in the said Board Committees.</p> <p>The Chairman of the Board is not a member of any of the Audit Committee, Nomination Committee or Remuneration Committee.</p>
Explanation for departure	:
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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>Ms. Ch'ng Lay Hoon, who is a member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") has been appointed as the Company Secretary of Mi Technovation Berhad.</p> <p>The Company Secretary is accountable to the Board through the Chairman of the Board and Committees on all governance matters. The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures, and regulations.</p> <p>The trainings attended by the Company Secretary in Year 2022 are summarize in the table below:</p> <table border="1"><thead><tr><th>No</th><th>Training/Event</th><th>Organiser</th></tr></thead><tbody><tr><td>1</td><td>Employer & Employee Tax Obligations</td><td>Boardroom</td></tr><tr><td>2</td><td>Malaysia's Corporate Taxes & Incentives Updates</td><td>Boardroom</td></tr><tr><td>3</td><td>Virtual Corporate Briefing Session 2022</td><td>SSM</td></tr><tr><td>4</td><td>Latest Trends & Best Practices For Anti-Money Laundering/Countering Financing Of Terrorism</td><td>Ingenious Solutions</td></tr><tr><td>5</td><td>Electronic Signature In Collaboration With Messrs Wong & Partners</td><td>MAICSA</td></tr><tr><td>6</td><td>Creating Competitive Advantage Through Sustainability</td><td>Grant Thornton</td></tr><tr><td>7</td><td>Cooperative Tax Compliance: A Tax Audit Journey</td><td>KPMG</td></tr><tr><td>8</td><td>Positioning & Preparing SMES for IPO</td><td>Tricor</td></tr><tr><td>9</td><td>Introducing "Bursa Anywhere Mobile Apps"</td><td>Boardroom</td></tr><tr><td>10</td><td>Supercharge ESG Ambitious with Technology</td><td>MICPA/KMPG</td></tr></tbody></table>	No	Training/Event	Organiser	1	Employer & Employee Tax Obligations	Boardroom	2	Malaysia's Corporate Taxes & Incentives Updates	Boardroom	3	Virtual Corporate Briefing Session 2022	SSM	4	Latest Trends & Best Practices For Anti-Money Laundering/Countering Financing Of Terrorism	Ingenious Solutions	5	Electronic Signature In Collaboration With Messrs Wong & Partners	MAICSA	6	Creating Competitive Advantage Through Sustainability	Grant Thornton	7	Cooperative Tax Compliance: A Tax Audit Journey	KPMG	8	Positioning & Preparing SMES for IPO	Tricor	9	Introducing "Bursa Anywhere Mobile Apps"	Boardroom	10	Supercharge ESG Ambitious with Technology	MICPA/KMPG
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11	Corporate Governance & Remuneration Practices For the ESC World	ICLIF Executive Education Centre
12	Advocacy Sessions	Bursa
13	Data & Compliance Report 2022 Clinic	Bank Negara Malaysia
14	How to raise Funds for Sustainable Bonds	Boardroom
15	Starting & Managing Corporate Sustainability & ESG Strategy	Aventis
16	Tax & employment considerations for remote working	Boardroom
<p>The Company Secretary's responsibilities include the following:</p> <ul style="list-style-type: none"> • facilitating information flow for Board and Board Committee meetings; • facilitating regulatory compliance of the Company; • facilitating disclosure of director's interest in securities; • facilitating disclosure of price-sensitive information; • facilitating disclosure of any conflict of interest in a transaction involving the Company; and • apprising the Board of current governance practices. <p>During the year, beside serving the necessary Notices of meetings (Board, its Committee and shareholders), the Board has also authorised the Company Secretary to release:</p> <ul style="list-style-type: none"> • the quarterly financial results to Bursa Securities; • announcements in relation to Employees' Share Grant Scheme; • announcement on AGM and its results; and • all other relevant announcements as required under Bursa Securities' Listing Requirements. 		
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 1.6

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>As stated in the Board Charter, the Board is recommended to meet at least five (5) times a year at quarterly intervals with additional meetings convened when urgent and important decisions need to be taken between the scheduled meetings. The Board receives documents on matters requiring its consideration prior to and in advance of each meeting.</p> <p>During year 2022, the Board conducted seven (7) Board's meeting on 21 February 2022, 20 April 2022, 29 April 2022, 28 July 2022, 1 September 2022, 7 September 2022, and 7 November 2022.</p> <p>The Company Secretary circulated the meeting pack including the meeting agenda and meeting materials to all Directors seven (7) calendar days prior to the Board Meeting to ensure Directors have sufficient time to review meeting materials and prepare the meeting. The said practice is in line with Guidance to Practice 1.6 of MCCG which states that "the meeting materials should be circulated at least five business days in advance of the Board Meeting".</p> <p>The meeting minutes captured the rationale for decisions and dissenting comments of Directors during the Board Meeting. The deliberations and decisions of the Board and Board Committees are properly documented in the minutes and the draft minutes are circulated to all the Directors and members of the Board Committee in a timely manner upon conclusion of the meeting for review.</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 has adopted a Board Charter that clearly defines the respective roles and responsibilities of the Chairman, Chief Executive Officer, Non-Executive Directors, Senior Independent Directors, Company Secretary, and Board Committees.</p> <p>The Board reserves full decision-making powers on the following matters:</p> <ul style="list-style-type: none"> • conflict of interest issues relating to a substantial shareholder or a Director; • material acquisitions and disposition of assets not in the ordinary course of business; • investments in capital projects; • authority levels; and • financing facility required by the Company. <p>The board will review and update the Board Charter at least once a year, make any necessary amendments to ensure they remain consistent with the Board's objectives, current laws and practices.</p> <p>The Board Charter is available on the Company's corporate website at https://mi-technovation.com/corporate-governance/#governance</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 adopted a Code of Conduct and Ethics for Management and Employees which reflects the underlying values and commitment to maintaining the standards of integrity, fairness, responsibility, commitment, diligence and professionalism contributing towards the social and environmental growth of the surroundings in which the Company operates. The Code of Ethics covers a wide range of good practices including the following subject matters:</p> <ul style="list-style-type: none"> • conflict of Interest • confidentiality • insider trading and abuse of corporate information • protection of assets and funds • compliance with laws, rules, and regulations • bribery and gratification • anti-corruption • anti-fraud • gifts, entertainment and hospitality • travel, donation and sponsorship • facilitation payment • health, safety and environment; and • discrimination, harassment, threat and violence. <p>A copy of the Code of Conduct and Ethics for Management and Employees is available on the Company's corporate website at https://mi-technovation.com/corporate-governance/#governance</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 Board has established a Whistleblowing Policy alongside Management and the said policy is made available on the Company's website at https://mi-technovation.com/corporate-governance/#governance .</p> <p>As stipulated in the policy, the Whistle Blower may make a report to the Audit & Risk Management Committee directly, via whistle@mi-technovation.com, providing as much detail as possible and specifying the following:</p> <ul style="list-style-type: none"> • the whistle blower's full name and contact details; • the background, date and history of the concerns; • the reasons for the concerns; • details of witnesses and all factual corroborating evidence as is available; • whether the whistle blower has any personal interest in the matter; and • whether action has already been taken by anyone.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Sustainability Committee ("BSC") was formed by the Board on 28th July 2022. The objective of the BSC is to assist the Board in fulfilling its oversight responsibilities in relation to the Company's sustainability strategies and initiatives covering Environmental, Social, and Governance ("ESG") aspect as well as embedding sustainability practices into the businesses.</p> <p>The Chairman and members of the BSC comprise wholly Non-Executive Directors. The Committee is to ensure that proper processes and procedures are in place to comply with all relevant laws, regulations and rules which could have a significant impact on the implementation of the sustainability strategies and initiatives within the Company.</p> <p>The Group's sustainable business integrates economic, environmental, social, and governance considerations and is led by the Group Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). The Executives are assisted by the Sustainability Team of each Business Units. The Sustainability Team work closely with functional departments in developing sustainability strategies as well as implementing sustainability measures in the day-to-day activities, where applicable.</p> <p>The Chairman of the Committee shall report to the Board on its proceedings on all matters within its duties and responsibilities that should be brought to the Board's attention and provide recommendations of the Committee that require the Board's approval at the Board meeting.</p> <p>The Board reviews and approves the Group's Sustainability Report before publishing it together with the Company's Annual Report.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

The 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	<p>In discharging its duties, the Board seeks to understand the Company’s key stakeholders and make relevant considerations, including sustainability considerations, in the Company’s strategies and business decisions.</p> <p>The Group’s sustainability management and engagement practices are guided by its Sustainability Policy, with an emphasis on, amongst others:</p> <ul style="list-style-type: none"> • a Balanced Stakeholder Interest approach for betterment of sustainable business success, • community engagement and social involvement strategy, • corporate governance practice to promote integrity, transparency, accountability, and responsiveness in managing the business. <p>The Sustainability Policy is published on the Company’s website at https://mi-technovation.com/corporate-governance/#governance</p> <p>In the Group’s process for managing sustainability matters, Management takes the responsibility to communicate the Group’s key sustainability strategies, priorities, and targets to its internal and external stakeholders, including employees, customers, suppliers, business partners, etc.</p> <p>The Group’s stakeholders are assessed, grouped, and prioritised considering, amongst others, the Group’s influence on them and vice versa. We maintain several communication channels which suit the different needs and nature of the Group’s various stakeholders, such as:</p> <ul style="list-style-type: none"> • policies to communicate environmental, social, and governance priorities and targets (e.g. code of conduct, safety and health, compliance, anti-corruption, etc.) to employees, subcontractors, customers, and suppliers; • ongoing engagement with customers, suppliers, and regulators via our employees; • relevant reports to stakeholders, including internal reports as well as public reports such as the Sustainability Report which is available on our corporate website. <p>A summary of the Group’s engagement channels and approach to communicate with stakeholders is available in the Sustainability Report.</p>
Explanation for departure	:

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges its role in ensuring the Board is well-equipped, in relation to sustainability matters relevant to the Company's business, in order to oversee the sustainability of the Company's business.</p> <p>Guided by the Listing Requirements and the Sustainability Reporting Guide 3rd Edition and its accompanying Toolkits, we have adopted a sustainability management approach which is based upon the concept of materiality – where the Group prioritises the management of sustainability matters which it deems to be material, i.e. matters which reflects the Group's significant economic, environmental, social, and governance impacts and those which substantively influence the assessment and decisions of the Group's stakeholders.</p> <p>The key business functions consider the sustainability matters of the Group's business and operations and assesses their materiality considering, amongst others, their impact towards business operations and vice versa. We also consider the views and concerns of key stakeholders obtained through the Group's ongoing stakeholder relationship management efforts, such as customer satisfaction surveys, employee engagements, and discussions with regulators. The balanced interest of stakeholders is considered alongside their influence and dependence on the Group.</p> <p>Where necessary, relevant management objectives, action plans, and targets will be developed. For the financial year under review, the reviewed material sustainability matters of the Group reported in the Sustainability Report, which were approved by the Board.</p> <p>During the financial year under review, the Board attended a training titled "Starting and Managing Corporate Sustainability & ESG Strategy Workshop" on 7th Dec 2022, from which the Board was apprised on regulatory requirements and/or good practices surrounding Sustainability, concepts of Sustainability and roles and responsibilities of the Board and Senior Management in relation to Sustainability.</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 Company has developed sustainability strategies to manage the Group's material sustainability matters, in alignment with the Group's strategic objectives.</p> <p>The Board formed the Board Sustainability Committee on 28th July 2022 to assist the Board in fulfilling its oversight responsibilities in relation to the Company's sustainability strategies and initiatives covering Environmental, Social, and Governance ("ESG") aspect as well as embedding sustainability practices into the businesses.</p> <p>The relevant sustainability related performance measures and questions had been incorporated to the assessment criteria in the Board and senior management evaluation questionnaire.</p> <p>Currently, the Board holds relevant senior management personnel accountable for addressing sustainability risks and opportunities through the Company's monitoring and reporting process.</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	:	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 5.1

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 Nomination Committee ("NC") reviews the Board's composition on an annual basis by taking into consideration the present size, structure and composition of the Board and Board committees as well as the mix of responsibilities, skills, experience and competency required and make recommendations to the Board with regard to any adjustments that are deemed necessary.</p> <p>The NC also assists the Board in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual director and Board Committee member.</p> <p>According to the Board Charter, at least one-third of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to, but not more than one-third (1/3) of the total shall retire from office at the Annual General Meeting, provided always that all Directors shall retire from office at least once in every three (3) years. A retiring Director shall be eligible for re-election. The election of each Director is voted on separately.</p> <p>On 20 April 2022, the Board reviewed and approved the Directors' Fit and Proper Policy for the appointment and re-election of Directors, which is in compliant with Paragraph 2.20A and 15.01A of Bursa's Main Market Listing Requirements. A copy of the said Policy is published on the Company's website at https://mi-technovation.com/corporate-governance/#governance</p>
Explanation for departure	:	
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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>Presently, the Board comprises a 50% of Independent Directors where 4 out of the 8 directors being independent while the other 4 out of the 8 (50%) directors are Executive Directors. The Board composition is shown below:</p> <table border="1"> <thead> <tr> <th>No</th> <th>Directorship</th> <th>Name</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Independent Non-Executive Chairman</td> <td>Mr. Lee Boon Leng</td> </tr> <tr> <td>2</td> <td>Executive Director/Group CEO</td> <td>Mr. Oh Kuang Eng</td> </tr> <tr> <td>3</td> <td>Executive Director/Group CFO</td> <td>Ms. Yong Shiao Voon</td> </tr> <tr> <td>4</td> <td>Executive Director/ Vice President of Semiconductor Equipment Business Unit</td> <td>Mr. Teo Chee Kheong <i>(Appointed on 30 Sep 2022)</i></td> </tr> <tr> <td>5</td> <td>Executive Director/ Vice President of Semiconductor Material Business Unit</td> <td>Mr. Heng Kok Lin <i>(Appointed on 30 Sep 2022)</i></td> </tr> <tr> <td>6</td> <td>Independent Non-Executive Director</td> <td>Mr. Tan Boon Hoe</td> </tr> <tr> <td>7</td> <td>Independent Non-Executive Director</td> <td>Mr. Lim Shin Lid</td> </tr> <tr> <td>8</td> <td>Independent Non-Executive Director</td> <td>Ms. Phoon Yee Min</td> </tr> <tr> <td>9</td> <td>Executive Director/Group CFO</td> <td>Ms. Wong Ming Nee <i>(Appointed on 1 Jul 2022, resigned on 30 Sep 2022)</i></td> </tr> </tbody> </table> <p>Mr. Teo Chee Kheong and Mr. Heng Kok Lin was appointed to the Board on 30 September 2022. Ms. Wong Ming Nee was appointed to the Board on 1 Jul 2022 and resigned on 30 Sep 2022.</p> <p>The above composition is also in line with Paragraph 15.02(1) of Listing Requirements, which requires at least one third of the Board members to be independent.</p>	No	Directorship	Name	1	Independent Non-Executive Chairman	Mr. Lee Boon Leng	2	Executive Director/Group CEO	Mr. Oh Kuang Eng	3	Executive Director/Group CFO	Ms. Yong Shiao Voon	4	Executive Director/ Vice President of Semiconductor Equipment Business Unit	Mr. Teo Chee Kheong <i>(Appointed on 30 Sep 2022)</i>	5	Executive Director/ Vice President of Semiconductor Material Business Unit	Mr. Heng Kok Lin <i>(Appointed on 30 Sep 2022)</i>	6	Independent Non-Executive Director	Mr. Tan Boon Hoe	7	Independent Non-Executive Director	Mr. Lim Shin Lid	8	Independent Non-Executive Director	Ms. Phoon Yee Min	9	Executive Director/Group CFO	Ms. Wong Ming Nee <i>(Appointed on 1 Jul 2022, resigned on 30 Sep 2022)</i>
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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

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	:	Not applicable - Step Up 5.4 adopted	
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

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	: Adopted
Explanation on adoption of the practice	: As stated in the Paragraph 6.2 of Board Charter, the tenure for an Independent Director generally shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) 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 (9) years, the Board shall justify and seek annual shareholders' approval. In the event the Board wishes to continue to retain an Independent Director beyond nine (9) years, the Board should seek annual shareholders' approval through a two-tier voting process as guided by the Practice 5.3 MCCG, as follows: <ul style="list-style-type: none">• Tier 1: Only the Large Shareholder(s) of the Company, votes• Tier 2: Shareholders other than Large Shareholder(s) votes

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>In accordance with Paragraph 3.2.4 of Board Charter, appointment of Board Member is based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background, and gender.</p> <p>The Nomination Committee (“NC”) assess the effectiveness of the Board as a whole annually, the committees of the Board and the contribution of each individual Director including his time commitment, character, experience and integrity. All assessments and evaluations carried out by the NC in the discharge of all its functions shall be properly documented.</p> <p>The Directors’ Fit and Proper Policy is adopted to ensure a formal, stringent and transparent process for the appointment and re-election of Directors of the Company.</p> <p>The appointment and promotion of Key Senior Management positions are mainly merit-driven and with due consideration to the above criteria.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>As stated in the Terms of Reference for the Nomination Committee ("NC") , the objective of the NC is to ensure that the Directors of the Board bring characteristics to the Board, which provide a required mix of responsibilities, skills and experience.</p> <p>When a vacancy exists or when it is considered that the Board would benefit from the services of a new Executive Director with particular skills, the NC selects one or more candidates with the appropriate expertise and experience. The NC may use the services of a professional recruitment firm or direct approach being made to individuals who may be suitable or organizations that may be able to advise. The NC will then make its recommendation on the candidates for submission to the Board for approval.</p> <p>In addition, Paragraph 3.3.11 of the Board Charter specifies that the Board should use a variety of approaches and independent sources to ensure that it is able to identify the most suitable candidates. This may include sources like directors' registry, industry and professional associations, open advertisements and independent search firms.</p> <p>In making recommendations, the NC will consider candidates proposed by the Group CEO, and within the bounds of practicability by any other senior executive, Director or shareholder. In determining the process for the identification of suitable candidates, the NC shall assess and consider the following attributes or factors:</p> <ul style="list-style-type: none">• skills, knowledge, expertise and experience;• professionalism;• commitment (including time commitment) to effectively discharge his / her role as a Director;• contribution and performance;• cultural background, character, integrity, and competence;• in the case of candidates for the position of independent non-executive Directors, the NC shall also evaluate the candidates' ability to discharge such responsibilities / functions as are expected from independent non-executive Directors; and• boardroom diversity including gender diversity
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 election of each Director is voted on separately. To assist shareholders in their decision, sufficient information such as personal profile, attendance of meetings and the shareholdings in the Group of each Director standing for election are furnished in the Annual Report accompanying the Notice of the Annual General Meeting. The Company Secretary ensures that all the necessary information is obtained, and that all legal and regulatory obligations are met before the appointments are made.	
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 Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied
Explanation on application of the practice	:	<p>Presently, the Nomination Committee (“NC”) is chaired by the Independent Non-Executive Director, Mr. Lim Shin Lid.</p> <p>The duties of the Chairman of NC are amongst others, to lead the NC to:</p> <ul style="list-style-type: none"> • recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board; • recommend to the Board, Directors to fill the seats on Board Committees and Directors’ independence and conflicts of interests, if any; • develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors; • assess the training needs of each Director; • review the Board’s succession plans; • assess the effectiveness of the Board as a whole annually; • assess the independence of the independent directors annually; • review the term of office and performance of the Audit & Risk Management Committee; and • recommend to the Board regarding the Company’s gender diversity policies. <p>The Chairman also leads the annual review of board effectiveness, ensuring that the performance of each individual director is independently assessed.</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

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board recognises the government's call for gender diversity of at least 30% women directors in companies. The Board is mindful that any gender representation should be in the best interest of the Company. The Board places importance on the composition of Board members based on meritocracy and in line with the Group's vision and mission.</p> <p>At present, there are two female Directors sitting on the Board of the Company, comprises 25% of the women directors in the Board.</p> <p>The Nomination Committee ("NC") will endeavour to tap talent from suitable fields with the aim to have the right gender mix in its Board in future. The current composition of the Board is deemed to have diversified qualifications and competencies.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The NC reviews the Board's composition on an annual basis by taking into consideration the present size, structure and composition of the Board and Board committees as well as the mix of responsibilities, skills, experience and competency required. The NC shall reviews and adjusts as it deemed necessary.	
Timeframe	:	Others	Please specify number of years.

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board recognises the government's call for gender diversity of at least 30% women directors in companies. At present, there are two female Directors sitting on the Board of the Company, comprises 25% of the women directors in the Board.</p> <p>The Board has disclosed its diversity policy and management's gender diversity in the Company's Annual Report.</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 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>On 22 February 2023, the Company Secretary tabled the following evaluations performed by the directors for the financial year 2022 to the Nomination Committee (“NC”):</p> <ul style="list-style-type: none"> • Review the current Board’s balance, structure and size, Board and Board’s Committee; • Review the evaluation of the Executive Directors; • Review and recommend re-election of retiring Directors; and • Review the terms of office and performance of the Audit & Risk Management Committee and its members. <p>The NC noted satisfactory results from the above evaluations and reported to the Board accordingly.</p> <p>The Board acknowledges the requirement to engage an independent expert at least every three years to facilitate the evaluation. This will be conducted in the coming years.</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 Remuneration Committee ("RC") shall assist the Board in implementing its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Directors, the Chief Executive and selected Top Management.</p> <p><u>Executive Directors</u> Based on the remuneration policy, the Executive Directors' remuneration consists of basic salary, allowances and other benefits such as Employee Provident Fund, insurance and medical benefits. They do participate in the bonus and approved stock option or share schemes, if any. The remuneration package recognises the responsibility of the role and the time commitments required and performance related.</p> <p><u>Board Chairman and Independent Directors</u> The Board Chairman and Independent Directors receive a fee for their services and do not receive any other benefits, other than those mentioned below, from the Group, nor do they participate in any of the bonus. Meeting attendance allowance is paid for each Board Committee meeting attended. In addition, Independent Directors also receive other benefits-in-kind including but not limited to telecommunication facilities, car parking and other reimbursable/ claimable benefits-in-kind as may be determined from time to time, for the purposes of carrying out their duties as Independent Directors.</p> <p>Approval of Directors fees and benefits payable will be sought in a prospective manner. However, payment of Directors' fees shall only be payable quarterly in arrears after each month of completed service of the Directors during the financial year.</p> <p><u>Selected Top Management</u> Selected Top Management receive salary for their services and receive other benefits from the Group, and they do participate in the bonus and approved stock option or share schemes, if any. Salary levels and subsequent increases are set after reviewing various factors including individual and Company performance, roles and responsibility, internal relativities.</p>

	The Remuneration Policy has been endorsed by the Board, upon recommendation by the RC. This policy shall be reviewed periodically by RC or as and when it is necessary.	
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 7.2

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

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

Application	:	Applied																				
Explanation on application of the practice	:	<p>The Board has established a Remuneration Committee ("RC") which is made up exclusively of Independent Non-Executive Directors.</p> <table border="1"><thead><tr><th>No</th><th>Position</th><th>Directorship</th><th>Name</th></tr></thead><tbody><tr><td>1</td><td>Chairman</td><td>Independent Non-Executive Director</td><td>Mr. Lim Shin Lid (Appointed as committee Chairman on 21 February 2022)</td></tr><tr><td>2</td><td>Chairman</td><td>Independent Non-Executive Chairman</td><td>Mr. Lee Boon Leng (Resigned on 21 February 2022)</td></tr><tr><td>3</td><td>Committee Member</td><td>Independent Non-Executive Director</td><td>Mr. Tan Boon Hoe</td></tr><tr><td>4</td><td>Committee Member</td><td>Independent Non-Executive Director</td><td>Ms. Phoon Yee Min (Appointed on 21 February 2022)</td></tr></tbody></table> <p>On 21 February 2022, Mr. Lee Boon Leng resigned from being the Chairman of the RC and Mr. Lim Shin Lid was appointed as the Chairman of the RC. This is in compliant with Practice 1.4 of MCCG 2021.</p> <p>The RC is responsible to set the policy framework and to make recommendations to the Board on all elements of the remuneration, terms of employment, reward structure and fringe benefits for Executive Directors, the Chief Executive and other selected top management. The Directors' Remuneration Packages is subject to review on yearly basis. The Chairman of the Board and Executive Directors do not form part of the composition of the RC. However, the Group CEO may attend the RC meetings by invitation of the Chairman of the RC, if his presence is required.</p> <p>The RC ensures that remuneration packages are determined on the bases of the Directors and Selected Top Management personnel's merit, qualification and competence, having regard to the Group's operating results, individual performance and comparable market statistics.</p>	No	Position	Directorship	Name	1	Chairman	Independent Non-Executive Director	Mr. Lim Shin Lid (Appointed as committee Chairman on 21 February 2022)	2	Chairman	Independent Non-Executive Chairman	Mr. Lee Boon Leng (Resigned on 21 February 2022)	3	Committee Member	Independent Non-Executive Director	Mr. Tan Boon Hoe	4	Committee Member	Independent Non-Executive Director	Ms. Phoon Yee Min (Appointed on 21 February 2022)
No	Position	Directorship	Name																			
1	Chairman	Independent Non-Executive Director	Mr. Lim Shin Lid (Appointed as committee Chairman on 21 February 2022)																			
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4	Committee Member	Independent Non-Executive Director	Ms. Phoon Yee Min (Appointed on 21 February 2022)																			

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

Intended Outcome

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 remuneration received/ receivable by the Directors of the Company for the financial year 2022 are as follows (disclosure below also serves to comply with paragraph 11 of Part A, Appendix 9C of Listing Requirements):

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	Oh Kuang Eng	Executive Director	-	6	107	-	-	-	113	-	6	1,454	-	-	39	1,499
2	Yong Shiao Voon	Executive Director	-	4.5	-	-	-	-	4.5	-	4.5	244	-	-	29.5	278
3	Lee Boon Leng	Independent Director	115	12	-	-	-	-	127	115	12	-	-	-	-	127
4	Tan Boon Hoe	Independent Director	110	12	-	-	-	-	122	110	12	-	-	-	-	122
5	Lim Shin Lid	Independent Director	100	12	-	-	-	-	112	100	12	-	-	-	-	112
6	Phoon Yee Min	Independent Director	97.5	10.5	-	-	-	-	108	97.5	10.5	-	-	-	-	108
7	Teo Chee Kheong	Executive Director	-	1.5	-	-	-	-	1.5	-	79	339	66	-	20	504
8	Heng Kok Lin	Executive Director	-	1.5	-	-	-	-	1.5	-	77	483	253	-	208	1,021
9	Wong Ming Nee	Executive Director	-	1.5	101	12.5	-	-	115	-	1.5	101	-	-	12.5	115
10																
11																
12																
13																
14																
15																

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Company is of the view that disclosure of remuneration package of the top 5 senior management is detrimental to the Company's management of its human resource due to the competitive environment for resources within the industries in which the Company operate.</p> <p>The Company also believes that non-disclosure of the remuneration information on top 5 senior management will not affect the interest of its shareholders.</p>	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	<p>The Company would consider disclosing the top five senior management's remuneration in band basis at a later stage if the Board, after due consideration and deliberation, concludes that such disclosure will not bring about any detrimental impact in managing the Group's human resources, having regard to the different culture, background, cost of living, salary rates and expectations across the various countries in which the Group operates.</p> <p>The Board constantly reviews the remuneration of the top senior management and ensures that the remuneration of the Senior Management commensurate with the level of responsibilities, individual performance and the overall performance of the Group.</p>	
Timeframe	:	Others	Please specify number of years.

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

Intended Outcome

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

Practice 8.3 - Step Up

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

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 Audit Committee ("AC") has assumed risk management portfolio and the Committee has been renamed as Audit & Risk Management Committee ("ARMC").</p> <p>The positions of the Chairman of ARMC and the Board are held by different individuals. The Chairman of the ARMC is Mr. Tan Boon Hoe, who is the Independent Non-Executive Director and is currently supported by two other members, Mr. Lim Shin Lid and Ms. Phoon Yee Min.</p> <p>The Chairman of the Board, Mr. Lee Boon Leng resigned from being a member of the ARMC. Ms. Phoon Yee Min, the Independent Non-Executive Director was appointed as a member of the ARMC on 21 February 2022.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is 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 Terms of Reference of Audit & Risk Management Committee ("ARMC") stipulates that former audit partner of the Group's external auditors shall not be appointed to the ARMC unless he/she has observed a cooling-off period of at least three (3) years before being appointed as a member of the ARMC.</p> <p>Ms. Phoon Yee Min, the newly appointed Non-Executive Independent Director is not a former partner of the external audit firm prior to appointment as a member of the ARMC on 21 February 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has delegated the responsibility to assess the suitability, objectivity, and independence of the Group's appointed external auditors to the Audit & Risk Management Committee ("ARMC").</p> <p>The Company's external auditor plays an essential role in providing credibility to the financial statements by performing the requisite audit procedures so as to have a reasonable basis for the opinion that they render on the financial statements. In doing so, the ARMC has established a transparent and formal relationship with the external auditor who is ultimately accountable to the Company's shareholders.</p> <p>Annually, the ARMC is responsible for reviewing and assessing the appointment or re-appointment of external auditor to ensure that the External Auditor is independent both in mind and in appearance. By ensuring the independence of External Auditor, the ARMC shall obtain written assurance from the External Auditor, confirming that the External Auditor is, and has been, independent throughout the conduct of the audit engagement with the Company in accordance with the independence criteria set out by Malaysian Institute of Accountants ("MIA").</p> <p>The external auditor, Messrs BDO PLT, have confirmed that they have complied with the independence requirements set out in the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants.</p> <p>The external auditors have made communication in accordance with the principles enunciated in International Standard on Auditing ('ISA') 260 Communication with Those Charged with Governance and ISA 265 Communicating Deficiencies in Internal Control to Those Charged with Governance and Management.</p> <p>A copy of the inaugural Transparency Report 2021 issued by BDO PLT in April 2022 has been circulated to the ARMC and shared with the Board in November 2022.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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	:	<p>The Audit & Risk Management Committee ("ARMC") comprises solely of Independent Directors and the composition is tabulated below:</p> <table border="1"><thead><tr><th>No</th><th>Position</th><th>Directorship</th><th>Name</th></tr></thead><tbody><tr><td>1</td><td>Chairman</td><td>Independent Non-Executive Director</td><td>Mr. Tan Boon Hoe</td></tr><tr><td>2</td><td>Committee Member</td><td>Independent Non-Executive Chairman</td><td>Mr. Lee Boon Leng (Resigned on 21 February 2022)</td></tr><tr><td>3</td><td>Committee Member</td><td>Independent Non-Executive Director</td><td>Mr. Lim Shin Lid</td></tr><tr><td>4</td><td>Committee Member</td><td>Independent Non-Executive Director</td><td>Ms. Phoon Yee Min (Appointed on 21 February 2022)</td></tr></tbody></table> <p>On 21 February 2022, Mr. Lee Boon Leng, Independent Non-Executive Chairman resigned from the ARMC and Ms. Phoon Yee Min, Independent Non-Executive Director was appointed on the same day as the member of the ARMC.</p>	No	Position	Directorship	Name	1	Chairman	Independent Non-Executive Director	Mr. Tan Boon Hoe	2	Committee Member	Independent Non-Executive Chairman	Mr. Lee Boon Leng (Resigned on 21 February 2022)	3	Committee Member	Independent Non-Executive Director	Mr. Lim Shin Lid	4	Committee Member	Independent Non-Executive Director	Ms. Phoon Yee Min (Appointed on 21 February 2022)
No	Position	Directorship	Name																			
1	Chairman	Independent Non-Executive Director	Mr. Tan Boon Hoe																			
2	Committee Member	Independent Non-Executive Chairman	Mr. Lee Boon Leng (Resigned on 21 February 2022)																			
3	Committee Member	Independent Non-Executive Director	Mr. Lim Shin Lid																			
4	Committee Member	Independent Non-Executive Director	Ms. Phoon Yee Min (Appointed on 21 February 2022)																			

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied														
Explanation on application of the practice	:	<p>The ARMC is established by the Board and comprises three (3) members, all of whom are Independent Non-Executive Directors.</p> <p>Collectively, the ARMC members have a wide range of necessary skill, knowledge, and experience, including accounting or related banking expertise and experience in discharging their duties.</p> <p>The qualification and experience of the individual ARMC members are outlined below:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Qualification</th> <th>Background</th> </tr> </thead> <tbody> <tr> <td>Mr. Tan Boon Hoe (Chairman)</td> <td> <ul style="list-style-type: none"> Member of Malaysian Institute of Certified Public Accountants Member of Malaysian Institute of Accountants </td> <td> <ul style="list-style-type: none"> Served Deloitte Malaysia for 36 years from 1977 to 2013 and retired as audit partner Established Boonhoe & Loo Malaysia in 2013 and serves as the Partner from 2013 to 2022. </td> </tr> <tr> <td>Mr. Lee Boon Leng (Member) (Resigned on 21 February 2022)</td> <td> <ul style="list-style-type: none"> Bachelor of Science in Electrical Engineering from University of Arkansas, USA Master of Science in Electrical Engineering from University of Arkansas, USA </td> <td> <ul style="list-style-type: none"> Vice President of Technology and Sales and Marketing in MicroFab Technology Vice President of Technology in SV Probe Pte Ltd Co-founded Thinksmart Learning Partners Pte Ltd Co-founder and CEO of Pixtelz Pte Ltd </td> </tr> <tr> <td>Mr. Lim Shin Lid</td> <td> <ul style="list-style-type: none"> Bachelor of Laws (Hons) from </td> <td> <ul style="list-style-type: none"> Partner of Messrs Khoo Keat Siew & Co. </td> </tr> </tbody> </table>			Name	Qualification	Background	Mr. Tan Boon Hoe (Chairman)	<ul style="list-style-type: none"> Member of Malaysian Institute of Certified Public Accountants Member of Malaysian Institute of Accountants 	<ul style="list-style-type: none"> Served Deloitte Malaysia for 36 years from 1977 to 2013 and retired as audit partner Established Boonhoe & Loo Malaysia in 2013 and serves as the Partner from 2013 to 2022. 	Mr. Lee Boon Leng (Member) (Resigned on 21 February 2022)	<ul style="list-style-type: none"> Bachelor of Science in Electrical Engineering from University of Arkansas, USA Master of Science in Electrical Engineering from University of Arkansas, USA 	<ul style="list-style-type: none"> Vice President of Technology and Sales and Marketing in MicroFab Technology Vice President of Technology in SV Probe Pte Ltd Co-founded Thinksmart Learning Partners Pte Ltd Co-founder and CEO of Pixtelz Pte Ltd 	Mr. Lim Shin Lid	<ul style="list-style-type: none"> Bachelor of Laws (Hons) from 	<ul style="list-style-type: none"> Partner of Messrs Khoo Keat Siew & Co.
Name	Qualification	Background														
Mr. Tan Boon Hoe (Chairman)	<ul style="list-style-type: none"> Member of Malaysian Institute of Certified Public Accountants Member of Malaysian Institute of Accountants 	<ul style="list-style-type: none"> Served Deloitte Malaysia for 36 years from 1977 to 2013 and retired as audit partner Established Boonhoe & Loo Malaysia in 2013 and serves as the Partner from 2013 to 2022. 														
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Mr. Lim Shin Lid	<ul style="list-style-type: none"> Bachelor of Laws (Hons) from 	<ul style="list-style-type: none"> Partner of Messrs Khoo Keat Siew & Co. 														

(Member)	<ul style="list-style-type: none"> University of Sheffield • Master of Laws (Maritime Law) from King's College, • University of London Called to the Bar of England and Wales • Admitted as an Advocate & Solicitor of the High Court of Malaya 	<ul style="list-style-type: none"> • A Committee Member in the Malaysian Bar's Shipping and Admiralty Law Committee
Ms. Phoon Yee Min (Member) (Appointed on 21 February 2022)	<ul style="list-style-type: none"> • Bachelor of Accounting from Universiti Sains Malaysia • Member of Malaysian Institute of Accountants • Member of Association of Chartered Certified Accountants • Member of Institute of Internal Auditors 	<ul style="list-style-type: none"> • 18 years of extensive experience in internal audit, risk management, process improvements and advisory engagements. • Established MCM International Consultancy PLT in April 2021 and serves as the Partner since then

With the relevant skill sets, knowledge and experience, the ARMC members are financially literate and are able to understand, analyse, critically and objectively review, challenge and make recommendations on matters under the purview of the ARMC, including the financial reporting process.

During the financial year 2022, the ARMC members have attended training workshops that are relevant to their duties and responsibilities to keep themselves abreast of the latest developments in accounting and auditing standards, practices, and rules.

The details of the professional development undertaken by the members of ARMC are set out below:

No	Training	Organiser
1	Starting and Managing Corporate Sustainability & ESG Strategy Workshop	Aventis Learning Group
2	Group Accounting – The Economic Entity Model Under MFRS 3 and MFRS 10	MICPA Malaysia
3	Mandatory Accreditation Programme	ICDM
4	Supply Chain Sustainability: Advancing ESG Adoption Amongst Malaysian SMEs	Capital Markets Malaysia
5	PowerTalk ESG Series #4 - ESG Disclosure At a Glance: Key Developments And Future Trends	ICDM
6	ICDM PowerTalk ESG Series #5 – Climate Change and Carbon: From the Financial Risk & Reporting Perspectives	ICDM
7	ACCA Evening Talk Series 2022: Young Professionals on Corporate Board is a Game Changer	ICDM & ACCA
8	HRD Corporation Train the Trainer	HRD Corp

	9	Green finance skills: costs and opportunities of your transition to net zero	ACCA
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 and adopted an Enterprise Risk Management ("ERM") and Internal Control Framework to provide reasonable assurance that potential risks within the Group are properly identified, evaluated and treated to minimise unforeseen adverse impact to the Group.</p> <p>The Board maintained the adoption of ERM by documenting the risk register and identifying the key risks faced by the Company as well as documenting the internal control mechanism, since year 2018.</p> <p>The Group outsourced its internal audit function to KPMG Management & Risk Consulting Sdn Bhd ("KPMG"). The internal audit work was carried out in accordance with a framework set by a recognised professional body i.e. IPPF issued by IIA, of which final communication of internal audit plan, processes and results of the internal audit assessment are supported by sufficient, reliable and relevant information which signifies a satisfactory conclusion of the internal audit work.</p> <p>All the personnel deployed by KPMG are free from any relationships or conflicts of interest, which could impair their objectivity and independence during the course of the work.</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 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	:	<p>The key features of the Group’s risk management and internal control framework are clearly detailed in the Statement on Risk Management and Internal Control, which include:</p> <ul style="list-style-type: none"> • outline the Group’s risk context which comprises Group’s philosophies, strategies and policies, and operating system so as to better manage risks faced by the Group; • provide guiding ERM principles to Heads of Division/ Business Unit to govern the actions of their operating personnel pertaining to risks; and • provide assurance to the Board that a sound risk management and internal control system is in place. <p>The Board has received assurance in writing from Group Chief Executive Officer and Group Chief Financial Officer that the risk management and internal control system has been operating adequately and effectively, in all material aspects.</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 10.3 - 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 Board has approved that the Audit Committee shall assume risk management portfolio and the Committee shall be known as "Audit & Risk Management Committee" ("ARMC"). With the additional tasks, the Terms of Reference of ARMC has been revised accordingly.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has outsourced its internal audit function to KPMG Management and Risk Consulting Sdn Bhd (“KPMG”), which reports directly to the Audit & Risk Management Committee (“ARMC”).</p> <p>One of the responsibilities of the ARMC is to oversee the internal audit activities. The ARMC is called upon to perform the following as stipulated in the Terms of Reference of ARMC:</p> <ul style="list-style-type: none"> • review and report the same to the Board on the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work; and • review and report the same to the Board on the internal audit program, processes, the results of the internal audit program, processes or investigation undertaken, and whether appropriate action is taken on the recommendations of the internal audit function. <p>During the financial year 2022, the ARMC has approved the Internal Audit Plan, which outlines the scopes of internal audit for the whole financial year. Subsequently, Cycle 1, 2022 internal audit report was presented to the ARMC on 22 February 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 mentioned in Practice 11.1, the internal audit function is outsourced to KPMG Management and Risk Consulting Sdn Bhd (“KPMG”).</p> <p>The internal audit engagement by KPMG is headed by an Executive Director, namely, Mr. Mohd Khaidzir bin Shahari. Mr. Khaidzir is a member of the Malaysian Institute of Accountants. He has significant experience in compliance, internal audit, quality assessment review and risk management engagements.</p> <p>All the personnel deployed by KPMG are free from any relationships or conflicts of interest, which could impair their objectivity and independence during the course of the work.</p> <p>There was a total of 4 personnel which were deployed by KPMG for the internal audit work during the financial year ended 31 December 2022. All the personnel possess tertiary qualifications and the requisite level of expertise and professionalism.</p> <p>The internal audit work is conducted based on KPMG Internal Audit Methodology (“KIAM”), which is closely aligned with the International Professional Practices Framework (“IPPF”) of the Institute of Internal Auditors to provide independent, clear, and practical advice for the right processes and internal controls to be in place.</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 Company ensures that its communication with the shareholders and various stakeholders is accurate, clear, timely, factual, informative, consistent and complete disclosure of material information pertaining to the Company's performance and operations. The Board also committed to ensure fair and equal access to such information through circulated disclosure.</p> <p>The Company has established different communication channels with shareholders such as Annual General Meeting ("AGM"), Extraordinary General Meetings ("EGM"), Annual Report, Sustainability Report, Investors Briefing Sessions and Company website.</p> <p>The Company regards the general meetings as the principal forum for dialogue with shareholders and aims to ensure that the meetings provide an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.</p> <p>The Company's dedicated Investor Relations ("IR") unit has the primary responsibility to provide effective channels of communication with the investment community. IR unit seeks constructive ideas or feedbacks through ongoing engagement with the stakeholder groups to enhance the relationship with investing community and open two-way communication in order to improve disclosure and transparency. Contact details of key IR coordinator of the Company is as follows:</p> <p>Corporate IR Department Contact: +604 373 8688 Email: Corporate.IR@mi-technovation.com</p> <p>The Company via its website at https://mi-technovation.com , provides comprehensive and easy access to the latest information about the Group. Information available on the corporate website includes the Company's corporate profile, Mi Philosophy, corporate structure, leadership and directors' profiles, share information, financial results, its global operations and subsidiaries. Additionally, information on the Group's corporate governance policies and procedures are also published on the Company's corporate website.</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 12.2

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	:	The Company has not adopted integrated reporting based on a globally recognised framework as we are facing resources constraint at this juncture. However, our 2022 Annual Report and Sustainability Report did present a comprehensive overview on the financial and non-financial information of the Group. The Sustainability Report is a public declaration and acknowledgement of the Group's commitment to sustainability across the Group and its value chain.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Company would consider adopting integrated reporting at the later stage if the Board after due consideration and deliberation concluded that the benefits arising from the adoption of integrated reporting outweigh the related costs.	
Timeframe	:	Others	

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	On 29 April 2022, the Company announced that Annual General Meeting (“AGM”) to be held on 3 June 2022. The Board endeavoured to dispatch its notice at least 28 days before the meeting and is mindful that sufficient notice and time given would allow the shareholders to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney. This would also enable the shareholders to properly consider the resolutions that will be discussed and decided at 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 13.2

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>On 3 June 2022, the Company held its physical AGM at the Auditorium of the Company with 5 Directors' attendance, and 1 Director absent with apology.</p> <p>The Chairman and Chair of all Board Committees are fully aware of their respective scope of responsibilities and come prepared to address any issues that the shareholders may raise within the scope of responsibilities of the Board Committees that they lead.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company does not have a large number of shareholders.</p> <p>On 3 June 2022, the AGM of the Company has been held as a physical general meeting at the Auditorium of the Company. The meeting has facilitated greater shareholders' participation. Shareholders who are unable to participate has appointed a proxy to attend and vote on behalf.</p> <p>During the physical AGM held on 3 June 2022, the Share Registrar, Securities Services (Holdings) Sdn. Bhd. and Commercial Quest Sdn. Bhd. were appointed as the Poll Administrator and the Independent Scrutineers respectively in accordance with the requirements of Para 8.29A of the Main Market Listing Requirements of Bursa Securities. The Company used electronic voting system in the physical AGM. The outcome of the results of the poll were announced by the Company Secretary on behalf of the Chairman, at the end of the AGM with the projection of the results of the poll on the screen for all shareholders' view.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Company regards the general meetings as the principal forum for dialogue with shareholders and aims to ensure that the meetings provide an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.</p> <p>The Board ensures the timely release of financial results and Annual Report to provide shareholders with an overview of the Group's performance and operations to enable shareholders to properly consider the resolutions that will be discussed and decided at the AGM.</p> <p>The 5th AGM held on 3 June 2022 was conducted on physical event basis. The Chair of the meeting, directors and other essential individuals based locally were present at the AGM venue in Penang.</p> <p>The Group CEO presented an overview of the Group's strategy, business operations and financial performance for the financial year ended 31 December 2021.</p> <p>The shareholders can raise their questions during the Question-and-Answer session. The Board and Group CEO had responded to the questions raised accordingly.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

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

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The outcome of the results of the poll were announced by the Company Secretary on behalf of the Chairman, at the end of the AGM with the projection of the results of the poll on the screen for all shareholders' view. The announcement of outcome of the AGM was made to Bursa Securities and published on the Company website. The Company published the 5 th AGM (held on 3 June 2022) minutes on the Company website and comply to the requirement of no later than 30 business days after the AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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