

# **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 5213  
**COMPANY NAME** : SENTORIA GROUP BERHAD  
**FINANCIAL YEAR** : March 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 PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

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

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b>Roles and Responsibilities</b></p> <p>The Board's function, amongst others, is to guide the Group on its short and long term goals, providing advice, stewardship and directions on the management and business of the Group.</p> <p>The Board's principal responsibilities include the following:</p> <ul style="list-style-type: none"><li>• Reviewing and adopting a strategic plan for the Group;</li><li>• Overseeing the conduct of the Group's business and to build sustainable value for shareholders;</li><li>• Identifying principal risks and ensuring the implementation of appropriate risk management, internal controls and mitigation measures;</li><li>• Succession planning;</li><li>• Overseeing the development and implementation of a shareholder communications policy for the Group; and</li><li>• Reviewing the adequacy and the integrity of the management information and internal control systems of the Group including systems for compliance with applicable laws, regulations, rules, directives and guidelines.</li></ul> <p>To enable the Board to discharge its role and functions effectively, the Board has established the following committees:</p> <ul style="list-style-type: none"><li>• Audit and Risk Management Committee ("<b>ARMC</b>")</li><li>• Nomination Committee ("<b>NC</b>")</li><li>• Remuneration Committee ("<b>RC</b>")</li></ul> <p>The above roles and responsibilities have been formalised in the Board Charter which is uploaded onto the Group's website at <a href="http://www.sentoria.com.my">www.sentoria.com.my</a></p>

### **Code of Conduct and Ethics**

The Board has formalised a Code of Conduct and Ethics which reflects the Group's vision and core values of integrity, respect and trust. The core areas concerned include the following:

- Conflicts of interest
- Confidential information
- Insider information and securities trading
- Fair dealings
- Protection and proper use of Group's assets
- Other legal and ethical standards
- Compliance with laws, rules and regulations
- Reporting of any illegal or unethical behaviour
- Compliance procedures

The Code of Conduct and Ethics governs the conduct of the Directors and all employees of the Group and provides guidance on the communication process and the duty to report whenever there are any breaches. In connection thereto, each Director is to communicate any suspected violations of the code to the ARMC Chairman and all violations will be investigated by the Board or by persons designated by the Board, and appropriate action will be taken in the event of the said violations. This code is reviewed and updated from time to time by the Board to ensure that it continues to remain relevant and appropriate.

The Code of Conduct and Ethics are set out in the Board Charter and can be viewed at Group's website.

### **Whistle-blowing Policy**

To maintain the highest standards of ethical conduct, the Group has a formal Whistle-blowing Policy. As prescribed in this policy, the Board gave their assurance that employees' and third parties' identities will be kept confidential and whistle-blowers will not be at risk to any form of victimisation or retaliation from their superiors or any member of Executive Management provided that the reporting is in good faith.

All concerns raised will be investigated and whistle-blowers can report to the following channels of reporting:

Name/Title	Address	Email	Tel Number
HR Manager	No. 56 & 58, Jalan Dagang SB 4/2, Taman Sg. Besi Indah, 43300 Seri	<a href="mailto:hr@sentoria.com.my">hr@sentoria.com.my</a>	03-8943 8388 Ext 403

		Kembangan, Selangor.		
Dato' Chan Kong San/ JMD	No. 56 & 58, Jalan Dagang SB 4/2, Taman Sg. Besi Indah, 43300 Seri Kembangan, Selangor.	<a href="mailto:jimmy@sentoria.com.my">jimmy@sentoria.com.my</a>	03-8943 8388 Ext 402	
Dato' Gan Kim Leong/ JMD	No. 56 & 58, Jalan Dagang SB 4/2, Taman Sg. Besi Indah, 43300 Seri Kembangan, Selangor.	<a href="mailto:klgan@sentoria.com.my">klgan@sentoria.com.my</a>	03-8943 8388 Ext 401	
Mr. Wong Yoke Nyen/Audit Committee Chairman	Suite 50-5-3A, Level 5, Wisma UOA, Damansara, 50, Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur	<a href="mailto:nyen@wyncorp.com.my">nyen@wyncorp.com.my</a>	03-2096 2286	

The Whistle-blowing Policy can be viewed on the Group's website.

#### **Anti-bribery and Anti-corruption Policy**

The Board is mindful of the provisions of Section 17A of the MACC Act and had established the Anti-Bribery and Anti-Corruption Policy on 29 June 2020.

The Anti-Bribery and Anti-corruption Policy can be viewed on the Group's website.

#### **Sustainability**

The responsibility to promote and embed sustainability in the Group lies with the Board and in this respect, it strives to achieve continuing growth and profitability in a safe, caring and sustainable environment.

The Group's Sustainability Statement is set out on pages 21 to 26 of the Annual Report 2022.

	<p><b>Succession Plan</b></p> <p>The Group recognises that effective succession planning is integral to the delivery of the Group's strategic plans. It is essential to ensure a continuous level of quality in key management to avoid instability and to mitigate risks which may be associated with any unforeseen events, such as the departure of a key individual, as well as to promote diversity.</p> <p>Currently, there is an informal succession plan for key management put in place by the Joint Managing Directors ("<b>JMDs</b>"). Going forward, the Board will, with the JMDs, develop a more formal and definitive succession plan.</p> <p>Notwithstanding the informality of the existing succession plan, the Board is conscious that the Group must secure a pipeline of talented and capable individuals from within the Group who will ultimately progress to key management and/or Board positions. The Group's approach to succession planning encompasses potential succession to all senior positions including that of the JMDs; and considers the identification, development and readiness of potential successors to be of paramount importance. The Board is aware that the Group cannot, at this moment, afford to have candidates who are Up-Next: Ready Now for all key positions in the Group. To address this shortcoming, the Group intends to use executive search consultants as and when the need arises.</p> <p><b>Access to Information and Advice</b></p> <p>All Directors have unrestricted access to Executive Management and the service and advice of the Joint Company Secretaries, and the internal and external auditors (via the ARMC) and they as a whole or individually may also seek independent professional advice if necessary, at the Group's expense to enable them to discharge their duties and responsibilities.</p> <p>The independent members of the Board are kept updated on the Group's activities and operations by the JMDs and/or the Group Finance Manager on a regular basis and all Directors have the right of access to all reports on the Group's activities, both financial and operational.</p> <p>The Directors also received updates from time to time on relevant new laws and regulations. Visits by the Directors to the Group's businesses were also arranged for enhancement of their knowledge in respect of the Group's businesses as well as better awareness of the risks associated with the Group's operations.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>

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

## Intended Outcome

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

## Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Our Chairman, Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad, who was re-designated as Independent Non-Executive Chairman of the Company on 30 September 2020 is responsible for Board effectiveness and to ensure that the conduct and working of the Board is in an orderly and effective manner. In fulfilling this role, our Chairman:</p> <ul style="list-style-type: none"><li>• Provides leadership to the Board to ensure its effectiveness, without limiting the principle of collective responsibility for Board decisions;</li><li>• Sets the agenda for Board meetings, in conjunction with the JMDs and ensures that adequate time is available for discussion of all items on the agenda;</li><li>• Promotes a culture of openness and debate during Board meetings;</li><li>• Ensures that the Directors receive complete, adequate and timely information;</li><li>• Ensures effective communications with shareholders;</li><li>• Facilitates effective contribution by Independent Directors; and</li><li>• Promotes high standards of corporate governance.</li></ul> <p>The profile of Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad is set out in the Directors' Profile in the Company's Annual report 2022.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman is Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad while the Joint Managing Directors ("JMDs") are Dato' Chan Kong San and Dato' Gan Kim Leong.  The roles of the Chairman and JMDs are strictly separated and are clearly defined in the Board Charter to ensure balance of power and authority and to maintain effective supervision and accountability of the Board and Executive Management.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



## Intended Outcome

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

### Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	The Chairman of the Board, Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad is currently a member of the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee.
	:	Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad is conscious of his differing roles and responsibilities in the Board, Audit and Risk Management Committee, Nomination Committee and Remuneration Committee. All issues are deliberated at the respective Board Committee levels before recommended to the Board for approval.
	:	Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad does not have any conflict of interest in the Group which may interfere his independent judgement or ability to act in the best interest of the Group.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	
	:	

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board have the service and advice of Joint Company Secretaries. The current Joint Company Secretaries, Datuk Tan Leh Kiah, Ms Lim Chien Joo and Ms Chin Lee Chyen are qualified Chartered Secretaries under Section 235(2) of the Companies Act 2016 with more than fifteen (15) years of corporate secretarial experience and their tasks include, but are not limited to the following:</p> <ul style="list-style-type: none"><li>• Manage all Board and Board committees' meeting logistics, attend and record minutes of all Board's and Board committees' meetings and facilitate Board communications;</li><li>• Advise the Board on its roles and responsibilities;</li><li>• Ensure adherence to Board's and Board committees' policies and procedures;</li><li>• Facilitate the orientation of new Directors and assist in Directors' training and development;</li><li>• Advise the Board on corporate disclosures and compliance with company and securities regulations and Main Market Listing Requirements of Bursa Securities Malaysia Berhad ("<b>MMLR</b>");</li><li>• Ensure timely communication of Board and Board committees' decisions to Executive Management for action;</li><li>• Manage processes pertaining to general meetings;</li><li>• Monitor corporate governance developments and assist the Board in applying governance practices to meet Board's needs and stakeholders' expectations;</li><li>• Notify the Chairman of any possible violations of regulatory requirements; and</li><li>• Serve as a focal point for stakeholders' communications and engagement on corporate governance issues.</li></ul> <p>The roles and responsibilities of the Company Secretaries are set out in the Board Charter.</p>
<b>Explanation for departure</b>	:	

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

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

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>To facilitate the Directors' time planning, a pre-scheduled annual calendar of Board meetings is circulated and confirmed by the Board at the beginning of each calendar year to provide ample time for the Directors to plan their attendance.</p> <p>The notices of meetings and agenda are sent to the Directors electronically at least one (1) week in advance. Information and materials required for Board meeting are received by the Directors at least five (5) business days prior to Board meetings. This enables the Directors to prior peruse the matters to be deliberated upon, and if necessary, further information are provided at the meeting for deliberation and informed decision making.</p> <p>The Board meeting papers include, among others, the following documents or information:</p> <ul style="list-style-type: none"><li>• Reports of meetings of all committees of the Board including matters requiring the Board's deliberation, approval and notation</li><li>• Performance reports of the Group, which include information on financial, strategic business issues and updates</li><li>• Major operational, financial, legal, regulatory and corporate issues</li><li>• Board papers for other matters for discussion/approval</li></ul> <p>All deliberations, discussions and decisions of the Board meetings were minuted and recorded accordingly. All proceedings of Board meetings were signed by the chairperson of the meeting concerned or the chairperson of the next meeting pursuant to Article 154 of the Company's Constitution.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

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

**Intended Outcome**

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

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

**Practice 2.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has formally adopted a Board Charter that sets out the respective roles and responsibilities of the Board, Board committees and Executive Management and the standard of conduct expected of individual Directors.</p> <p>The Board Charter clearly sets out the matters reserved for the Board, except where they are expressly delegated to a Board committee, the Chairman, the JMDs or a nominated member of Executive Management.</p> <p>The Board Charter is reviewed periodically or as and when changes occur to ensure that it reflects the current needs of the Group.</p> <p>More information on the Board Charter can be found on the Group's website.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 3.1**

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

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

Application	:	Applied	
Explanation on application of the practice	:	See explanation on the application of Practice 1.1.	
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 board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

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

**Practice 3.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	See explanation on the application of Practice 1.1.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



## Intended Outcome

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

## Practice 4.1

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

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Sentoria Group's approach to sustainability is driven by its robust three-tier governance structure, which allows for material matters to be monitored, assessed and deliberated across all levels of the organisation.</p> <p>With the Board of Directors ("Board") at the apex, sustainability strategies and initiatives of Sentoria Group are headed by the Joint Managing Directors ("JMD"). The roles and responsibilities of each tier of the governance structure is as follows:-</p> <p>1) Board</p> <ul style="list-style-type: none"><li>• Aligns corporate and division priorities, and strategies with sustainability vision;</li><li>• Develops the overarching sustainability strategy;</li><li>• Reviews, suggests improvements and issues the final approval to the Sustainability Statement prepared for the financial year;</li><li>• Reviews, deliberates and approves sustainability initiatives, and activities; and</li><li>• Monitors the overall achievement of sustainability strategies adopted by Sentoria Group.</li></ul> <p>2) JMD</p> <ul style="list-style-type: none"><li>• Implements sustainability directives and policies introduced by the Board;</li><li>• Identifies and recommends any changes in sustainability initiatives, activities and method of implementation;</li><li>• Makes the appropriate recommendation to the Board on sustainability matters;</li><li>• Endorses material matters;</li><li>• Identifies and recommends compliance with sustainability guidelines and regulatory requirements to ensure the disclosure of the Sustainability Statement in the Annual Report is in accordance with Bursa Securities' Main Market Listing Requirements; and</li></ul>

	<ul style="list-style-type: none"> <li>• Reviews and suggests improvements to the Sustainability Statement.</li> </ul> <p>3) Senior Management</p> <ul style="list-style-type: none"> <li>• Implements sustainability initiatives and activities to manage EES risks and opportunities;</li> <li>• Implements any change in sustainability initiatives, activities and method of implementation as advised by the JMD;</li> <li>• Carries out Materiality Assessment based on the data collected for monitoring and managing of EES risks;</li> <li>• Reports the results /status of the action plan to the JMD on a periodical basis;</li> <li>• Assesses the sustainability material matters and efforts to address the materiality issues; and</li> <li>• Prepares Sustainability Statement at the end of the financial year on the basis of the sustainability initiatives carried out in the year and Board's sustainability vision.</li> </ul> <p>The materiality assessment has been done based on participation and contribution from key personnel of respective departments. While the materiality assessment did not involve any external stakeholders, key personnel took into consideration internal and external perspectives when identifying and addressing key sustainability matters which are material to Sentoria Group.</p> <p>The Sustainability Statement is published in the Annual Report 2022.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 4.2

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

<b>Application</b>	:	Applied																		
<b>Explanation on application of the practice</b>	:	<p>In view of our Business Mission and Vision, we look at our stakeholders as valuable assets which empower our organisation. Stakeholders' perspectives are imperative to us and regular engagement helps us build trust and gain insights into emerging issues that are significant to both stakeholders and the business.</p> <table><tr><th>Stakeholder Group</th><th>Area of Interest and Material Topics</th><th>Method of Engagement</th></tr><tr><td>Customers</td><td><ul style="list-style-type: none"><li>• Quality</li><li>• Competitive price</li><li>• Business continuity</li><li>• Timely project completion</li></ul></td><td><ul style="list-style-type: none"><li>• Corporate website</li><li>• Brochures</li><li>• Email and phone calls</li></ul></td></tr><tr><td>Employees</td><td><ul style="list-style-type: none"><li>• Work-life balance</li><li>• Competitive salary and benefits</li><li>• Career development and trainings</li><li>• Health and safety</li></ul></td><td><ul style="list-style-type: none"><li>• Formal and informal meetings</li><li>• Performance appraisals</li><li>• Community projects</li><li>• Email and mobile</li><li>• Trainings</li></ul></td></tr><tr><td>Shareholders and Investors</td><td><ul style="list-style-type: none"><li>• Sustainable profitability and matters</li><li>• Company's performance against industry</li><li>• Compliance with regulatory requirements</li></ul></td><td><ul style="list-style-type: none"><li>• Annual general meetings</li><li>• Regular updates and communication</li><li>• Investor relation initiatives</li><li>• Annual reports</li><li>• Quarterly announcements</li></ul></td></tr><tr><td>Suppliers and Subcontractors</td><td><ul style="list-style-type: none"><li>• Fair procurement</li><li>• Timely payments</li><li>• Business continuity</li></ul></td><td><ul style="list-style-type: none"><li>• Email and phone calls</li><li>• Meetings</li><li>• Performance feedback/review</li></ul></td></tr><tr><td>Regulatory Authorities<ul style="list-style-type: none"><li>• Bursa Malaysia</li><li>• Construction Industry Development Board ("CIDB")</li><li>• Department of Occupational Safety</li></ul></td><td><ul style="list-style-type: none"><li>• Compliance</li><li>• Local and government agenda</li></ul></td><td><ul style="list-style-type: none"><li>• Reports and compliance</li></ul></td></tr></table>	Stakeholder Group	Area of Interest and Material Topics	Method of Engagement	Customers	<ul style="list-style-type: none"><li>• Quality</li><li>• Competitive price</li><li>• Business continuity</li><li>• Timely project completion</li></ul>	<ul style="list-style-type: none"><li>• Corporate website</li><li>• Brochures</li><li>• Email and phone calls</li></ul>	Employees	<ul style="list-style-type: none"><li>• Work-life balance</li><li>• Competitive salary and benefits</li><li>• Career development and trainings</li><li>• Health and safety</li></ul>	<ul style="list-style-type: none"><li>• Formal and informal meetings</li><li>• Performance appraisals</li><li>• Community projects</li><li>• Email and mobile</li><li>• Trainings</li></ul>	Shareholders and Investors	<ul style="list-style-type: none"><li>• Sustainable profitability and matters</li><li>• Company's performance against industry</li><li>• Compliance with regulatory requirements</li></ul>	<ul style="list-style-type: none"><li>• Annual general meetings</li><li>• Regular updates and communication</li><li>• Investor relation initiatives</li><li>• Annual reports</li><li>• Quarterly announcements</li></ul>	Suppliers and Subcontractors	<ul style="list-style-type: none"><li>• Fair procurement</li><li>• Timely payments</li><li>• Business continuity</li></ul>	<ul style="list-style-type: none"><li>• Email and phone calls</li><li>• Meetings</li><li>• Performance feedback/review</li></ul>	Regulatory Authorities <ul style="list-style-type: none"><li>• Bursa Malaysia</li><li>• Construction Industry Development Board ("CIDB")</li><li>• Department of Occupational Safety</li></ul>	<ul style="list-style-type: none"><li>• Compliance</li><li>• Local and government agenda</li></ul>	<ul style="list-style-type: none"><li>• Reports and compliance</li></ul>
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	and Health Malaysia (“DOSH”) <ul style="list-style-type: none"> <li>• Immigration Department of Malaysia</li> <li>• State and local authorities</li> </ul>		
	Surrounding Communities	<ul style="list-style-type: none"> <li>• Health and safety</li> <li>• Quality of life</li> </ul>	<ul style="list-style-type: none"> <li>• Community projects</li> <li>• Social media</li> </ul>
<b>Explanation for departure</b> :			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b> :			
<b>Timeframe</b> :			

### Intended Outcome

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

### Practice 4.3

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board takes their own initiatives and liberty to regularly update their knowledge and enhance their skills by attending the relevant seminars and talks. The details of training programmes attended by the Board are also stated in the Corporate Governance Overview Statement in the Annual Report 2022.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.4

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board recognises the importance of sustainability in all its business operation and would include material sustainability risks and opportunities as one of the criteria in the performance evaluations of the Board and senior management.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.5- Step Up**

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

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

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

## Intended Outcome

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

## Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC is responsible to assist the Board in the development and implementation of the policies on the nomination and appointment of Directors and Committee members to achieve long-term sustainability of the organisation in accordance with the Terms of Reference of the NC.</p> <p>In this respect, the Board is mindful that for it to be effective, its composition must include the right group of people, with an appropriate mix of skills, knowledge, experience and independence elements that fit the Group's objectives and strategic goals.</p> <p>To ensure the continued effective functioning and progressive refreshing of the Board, the tenure of an Independent Director is stipulated in the Board Charter, whereby it shall not exceed a cumulative term limit of nine years.</p> <p>However, an Independent Director may continue to serve on the Board beyond nine years subject to his/her re-designation as a Non-Independent Director.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

### Practice 5.2

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The majority of the Board comprises Independent Directors who bring objective and independence judgements to facilitate a balanced leadership in the Group. There are currently nine (9) members on the Board, of whom six (6) are Independent Directors.</p> <p>The Board recognises the importance of independence and objectivity in the decision making process. Each of the Independent Directors has declared his personal independence to the Board based on the criteria as set out in Paragraph 1.01 and Practice Note 13 of the MMLR.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.3

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

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The tenure of an Independent Director is stipulated in the Board Charter, whereby it shall not exceed a cumulative term limit of nine (9) years. However, an Independent Director may continue to serve on the Board beyond nine (9) years subject to his/her re-designation as a Non-Independent Director.</p> <p>In the event that said Director is to remain designated as an Independent Director, the Board shall, upon the recommendation by the NC, justify and obtain shareholders' approval for the Director concerned to be retained as an Independent Director.</p> <p>The Independent Director, Mr. Wong Yoke Nyen, whose tenure had reach a cumulative terms of nine (9) years as at 8 October 2021. The Company has sought shareholders' approval on the retention of the aforesaid Independent Directors to continue act as Senior Independent Non-Executive Director at the last AGM held on 8 September 2021.</p> <p>As of the date of the forthcoming 23<sup>rd</sup> Annual General Meeting ("<b>AGM</b>"), save for one (1) of the Independent Director, Mr. Wong Yoke Nyen, whose tenure will reach a cumulative terms of ten (10) years on 8 October 2022 to seek shareholders' approval to continue in office as Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, all others current Independent Directors have been in office for not more than nine (9) years.</p> <p>The Board believes that the continued contribution by the Independent Directors by offering their insight knowledge and experience of the Company's operations and related industry will benefit the Company. The Board holds the view that the length of their service does not in any way interfere with their ability to act in</p>

	<p>the best interests of the Company.</p> <p>During the year, the NC has assessed the independence of the Independent Directors and with the Board's concurrence, recommended to seek shareholders' approval on the retention of Mr. Wong Yoke Nyen as Senior Independent Non-Executive Directors at the AGM, based on the following justifications:</p> <ul style="list-style-type: none"> <li>a) He fulfils the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he is able to provide a check and balance by bringing an element of objectivity and independent judgement to the Board's deliberations;</li> <li>b) His vast experience in the accounting, finance and audit enables him to provide the Board and Board Committees with a diverse set of experience, expertise and independent judgement;</li> <li>c) He has shown high commitment and devoted sufficient time and efforts and attended all the Board and Board Committees Meetings for informed and balanced decision making;</li> <li>d) He actively participated in Board and Board Committees' discussion and provided an independent voice; and</li> <li>e) He fulfilled his role with due care and diligence and has carried out his professional duties as Senior Independent Non-Executive Director of the Company in the interest of the Company and shareholders.</li> </ul>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>
<p><b>Timeframe</b></p>	<p>:</p>

**Intended Outcome**

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

**Practice 5.4 - Step Up**

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

*Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	The Board does not have a formal policy which limits the tenure of its independent directors to nine (9) years.

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In assessing the suitability of any candidate for the directorship, the Board (via the NC) will take into consideration the candidate's reputation, educational background, skills, knowledge, expertise, competence and experience that is in line with the Group's business operations, age, time commitment, independence and integrity. The Directors' Fit and Proper Policy is available on the Company's website at <a href="http://www.sentoria.com.my">www.sentoria.com.my</a>.</p> <p>As for Executive Management, the Board is committed to provide fair and equal opportunities and nurturing diversity in the Group. In this respect, all persons, regardless of age, gender, ethnicity, cultural background or other personal factors, with the appropriate experience and qualifications will be considered during recruitment and promotion.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.6

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Although it has been the norm for the Board to rely on existing Directors or Executive Management or major shareholders to recommend candidates for appointment of Directors, the Board, if appropriate, will also rely on recommendations from business associates, advisers, consultants, etc. for potential candidates for appointment to the Board.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The profiles of Directors are published in the Annual Report. These include their age, gender, tenure of service, directorships in other companies, working experience and any conflict of interest as well as their shareholdings in the Group, if any.</p> <p>The information for the Directors standing for re-election as well as the reasons from the Board to support the re-election of directors have been disclosed the Explanatory Notes to the Notice of the forthcoming 23rd AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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

Application	:	Applied	
Explanation on application of the practice	:	The NC is chaired by Datin Sri Lim Mooi Lang who is also the Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		



**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Group does not have a formal gender diversity policy. The NC as well as the Board opined that given the current state of the Group's development, it is more important to have the right mix of skills on the Board rather than to attain the 30% threshold.</p> <p>For the financial year 2021, the Company has achieved 20% women participation in its corporate governance goals on gender diversity by the appointment of Datin Sri Lim Mooi Lang as Independent Non-Executive Director on 16 January 2020.</p> <p>The Board currently has two(2) woman among its nine(9) members. The Board had further appointed Ms Tan Lee Chin as an Executive Director, Mr Chua Eng Chin, Mr Lee Swee Meng and Mr S Nagaraju A/L Sinniah as Independent Non-Executive Directors on 6 May 2022.</p> <p>The Board is mindful of gender diversity in the Board composition as recommended by MCGG and will endeavour to continuously identify and assess potential women Directors.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.10

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board has yet to establish any formal gender diversity policy for the board and senior management, but currently has 22%, i.e. two (2) female Director on the Board out of its nine (9) members.</p> <p>It is also worth noting that the 67% or two (2) out of three (3) key senior management members are women, and the same applies to many business unit including the Company Secretary and Human Resources.</p> <p>The Board takes the view that the status quo of the Group, in terms of composition of its Board and Senior Management, can be maintained for the time being considering the existing diversity that it already has, further justified by the assessment of each director/senior manager strictly based on meritocracy instead of gender.</p> <p>The Board acknowledges the recommendation of the Malaysian Code of Corporate Governance on the establishment of a gender diversity policy for the Board and that there is always room for improving diversity while ensuring continuous efficient functioning of the Group and remains open to changes as and when opportunity arises.</p> <p>The Board will continue to seek out suitable candidates that are in line with the objective of achieving diversity on the Board and Senior Management level, not just in the form of gender, but also in skills, ethics, experience and expertise.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



## Intended Outcome

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.

*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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board (via the NC) evaluates the effectiveness of the Board as a whole, all committees of the Board and the contribution of each individual Director. This evaluation which is done annually is facilitated by the Joint Company Secretaries and conducted using the evaluation forms set out in Bursa Malaysia Berhad's Corporate Governance Guide covering the following aspects:</p> <p>(i) <u>Board and Board committees</u></p> <ul style="list-style-type: none"><li>• Board mix and composition</li><li>• Quality of information and decision making</li><li>• Boardroom activities</li><li>• Board's relationship with the management</li></ul> <p>(ii) <u>Directors</u></p> <ul style="list-style-type: none"><li>• Fit and proper</li><li>• Contribution and performance</li><li>• Calibre and personality</li></ul> <p>As for the ARMC, the annual evaluation is done in 2 components:</p> <p>(i) <u>ARMC evaluation</u></p> <p>This evaluation which covers the below aspects is done by ARMC members and assess by the Board thereafter.</p> <ul style="list-style-type: none"><li>• Quality and composition</li><li>• Skills and competencies</li><li>• Meeting administration and conduct</li></ul> <p>(ii) <u>Self and peer evaluation by the ARMC members</u></p> <p>Completed evaluation forms and the results of the evaluations are</p>

	<p>collated into a summary report and deliberated on by the NC and subsequently by the Board and key issues arising thereon are identified for further action to be taken by Executive Management.</p> <p>Based on the evaluation carried out for the financial year ended 31 March 2022, the NC has informed the Board that it was satisfied with the effectiveness of the Board and the Board committees and the contribution and performance of each individual Director. In addition, the NC having reviewed the self and peer evaluations of the ARMC members has informed the Board that the ARMC is performing effectively.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board (via the RC) will ensure that the Group's levels of remuneration commensurate with the skills and responsibilities expected of Executive Management as well as the Directors and that it must be sufficient to attract and retain talent needed to run the Group successfully.</p> <p>The Board, as a whole, determines the remuneration of the Directors and the individual Director is required to abstain from discussing his/her own remuneration. Individual Directors do not participate in decisions regarding their own remuneration. The RC is guided by market norms and industry practices when making recommendations for the compensation and benefits of Directors and Executive Management.</p> <p>The RC's recommended remuneration for Directors and Executive Management is subject to Board's approval as it is the ultimate responsibility of the Board to approve the remuneration of the Directors and Executive Management.</p> <p>In relation to fees and allowances for Non-Executive Directors, it will be presented at the AGM for shareholders' approval.</p> <p>The Director Remuneration Policy are included in the Board Charter and RC's term of reference which are available on the Group's website.</p>
<b>Explanation for departure</b>	:	

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

### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The RC’s terms of reference has been uploaded onto the Group’s website.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The detailed disclosure on a named basis for the remuneration of individual Directors is set out on page 31 of the Annual Report 2022

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Chan Kong San	Executive Director	Input info here	Input info here	86	Input info here	10	Input info here	96	Input info here	Input info here	2,854	Input info here	10	Input info here	2,864
2	Dato' Gan Kim Leong	Executive Director	Input info here	Input info here	86	Input info here	10	Input info here	96	Input info here	Input info here	2,854	Input info here	10	Input info here	2,864
3	Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad	Independent Director	72	Input info here	Input info here	Input info here	Input info here	16	88	72	Input info here	Input info here	Input info here	Input info here	16	88
4	Wong Yoke Nyen	Senior Independent Director	72	Input info here	Input info here	Input info here	Input info here	16	88	72	Input info here	Input info here	Input info here	Input info here	16	88
5	Datin Sri Lim Mooi Lang	Independent Director	72	Input info here	Input info here	Input info here	Input info here	14	86	72	Input info here	Input info here	Input info here	Input info here	14	86
6	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### Intended Outcome

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

### Practice 8.2

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board has disclosed on a named basis the remuneration of its JMDs.</p> <p>It opined that the disclosure of the compensation of key management personnel in Note 32 to the financial statements on page 126 of the Annual Report 2022 is adequate as it complies with Paragraph 17 of Malaysian Financial Reporting Standard 124 "Related Party Disclosures".</p> <p>This is also in line with the Group's policy of ensuring the privacy of its non-Board employees as well as the competitiveness of the Group in general.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

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.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	The Board is of the view that the top senior management's remuneration to be sensitive and proprietary in nature and the non-disclosure on named basis of the remuneration of the top senior management will not significantly affect the performance evaluation of the Group's governance.

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of the ARMC is Mr Wong Yoke Nyen and he is not the Chairman of the Board.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.2

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The policy to require a former partner of the external audit firm to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC is set out in the ARMC's Terms of Reference.  In this context, none of the current members of the ARMC is a former partner of the external audit firm who was involved in auditing the Group.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The ARMC has policies and procedures to review, assess and monitor the performances, suitability and independence of the external auditors.</p> <p>Prior to the commencement of the annual audit, the ARMC will seek confirmation from the external auditors as to their independence.</p> <p>This independence confirmation would be re-affirmed by the external auditors to the ARMC upon their completion of the annual audit. These confirmations were made pursuant to the independence guidelines of the Malaysian Institute of Accountants.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The ARMC comprised solely of Independent Directors.

## Intended Outcome

There is an effective and independent Audit Committee.

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

## Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the ARMC, Mr Wong Yoke Nyen obtained his Bachelor of Arts with Second Class Honours (First Division), after completing a course in accountancy from City of London Polytechnic, United Kingdom (now known as London Metropolitan University). He is also a graduate of the Wharton Advance Management Program from the Wharton Business School of the University of Pennsylvania, an Ivy League university in the United States. In addition, he holds an Advance Diploma in Corporate Finance awarded jointly by the Institute of Chartered Accountants in England and Wales and the Chartered Institute for Securities Investment. Correspondingly, he is also a member of the Institute of Chartered Accountants in England and Wales (Corporate Finance Faculty). He is a seasoned investment banker with more than thirty (30) years of corporate finance and investment banking experience. In 2004, he started WYNCORP Advisory Sdn Bhd, a licensed corporate finance advisory services provider and is currently its Managing Director.</p> <p>Dato' Hj. Abdul Rahman Bin Hj. Imam Arhad graduated with a Bachelor of Arts (Sociology and Anthropology) degree from University of Malaya in 1973 and in 1990, he obtained his Master of Public Administration (MPA) also from University of Malaya. He started his career as an Assistant Secretary in the Finance Division of the Ministry of Education Malaysia. In 1978, he moved on to the Ministry of Health Malaysia where he served until 1986. He was then posted to Development Division of the Ministry of Works Malaysia in 1986 where he served until 1988. In 1990, he was appointed Director of Road Transport Department Malaysia in Perak and in 1995, he became the Director of Johor State Development Office, a department under the Implementation Coordination Unit of the Prime Minister's Department. In 2000, Dato' Hj. Abdul Rahman Bin Hj. Imam Arhad was</p>

	<p>transferred to the Pahang State Secretary Office as Director of the State Economic Planning Unit. In 2002, he became the Hon. State Financial Officer of Pahang and in 2004 he was promoted as the Hon. State Secretary of Pahang, a position he held until his retirement in 2006.</p> <p>Datin Sri Lim Mooi Lang graduated from University of Malaya with a Bachelor of Accounting in 1993. She is a member of the Malaysian Institute of the Certified Public Accountants and a chartered accountant with the Malaysian Institute of Accountants. Datin Sri Lim has more than 28 years of experience in accounts and taxation. She joined the Lion Group in May 1993, of which she is now a General Manager of Tax, Finance Division. She is actively involved in the corporate exercises of the Group including corporate restructuring, mergers, acquisitions and divestments.</p> <p>They are all financially literate and the training attended by them during the financial year ended 31 March 2022 are disclosed in the Corporate Governance Overview Statement on page 29 of the Company’s Annual Report 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

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

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

### Practice 10.1

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board has established a risk management framework which adopts a structured and integrated approach in managing key business risks. This framework together with the system of internal control are designed to manage the Group’s risks within its risk appetite to ensure the Group achieves its business and corporate objectives.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The features of the Group’s risk management framework and internal control system are set out in the Statement on Risk Management and Internal Control on pages 35 to 37 of the Company’s Annual Report 2022.	
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**

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

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

### **Practice 10.3 - Step Up**

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

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>On 24 August 2017, the Audit Committee has been re-designated as an Audit and Risk Management Committee ("ARMC") to reflect its role in audit and risk management.</p> <p>The ARMC currently has three (3) members, all of them are Independent directors.</p> <p>The ARMC's terms of reference has been uploaded onto the Group's website.</p>

### Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function is outsourced to an independent professional consulting firm to provide an independent and objective assurance on the effectiveness of governance, risk management processes and internal control system of the Group.</p> <p>The internal auditors' independence is maintained by reporting functionally to the Board through the ARMC and administratively to Executive Management.</p> <p>Internal audit reports which are issued have to be tabled to the ARMC for review and Executive Management is required to be present at ARMC meetings to respond and provide feedback on the audit findings and recommended improvements.</p> <p>In addition, Executive Management is also required to present in ARMC meetings, status updates on significant matters and changes in key processes that could impact the Group's operations.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



## Intended Outcome

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

## Practice 11.2

The board should disclose—

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function is outsourced to GovernAce Advisory &amp; Solutions Sdn. Bhd. [Registration No. 201701029561 (1243730-W)] ("<b>GovernAce</b>") which has 7 personnel with relevant qualifications and/or experience in internal auditing.</p> <p>GovernAce's engagement director in charge of the Group's internal audit is Mr Ryan Chong Chee Seng, who is a Certified Internal Auditor of The Institute of Internal Auditors Malaysia. He is also a Certified Practising Accountant with CPA Australia, a Chartered Member of Institute of Internal Auditor Malaysia and a Registered Accountant of the Malaysian Institute of Accountants with more than fifteen (15) years of international and local audit experience.</p> <p>During the financial year ended 31 March 2022, the internal audit of the Group was carried out in accordance with a risk-based audit plan (guided by the International Professional Practices Framework issued by the Institute of Internal Auditor) approved by ARMC.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to ensuring that communications to stakeholders and the investing public in general, regarding the businesses, operations and financial performance of the Group is timely and factual and are available on an equal basis.</p> <p>The release of announcements and information by the Group to Bursa Malaysia Securities Berhad is handled by the Group Finance Manager, and/or the Joint Company Secretaries within the prescribed requirements of the MMLR and the Group Corporate Disclosure Policy.</p> <p>The Group Corporate Disclosure Policy outlined the procedures and processes to be followed in ensuring compliance by all Directors, officers and employees of the Group.</p> <p>The full text of the Group Corporate Disclosure Policy is available on the Group's website.</p> <p>Information is disseminated via annual reports, circulars/statements to shareholders, quarterly and annual financial statements, and announcements from time to time. As these announcements and information can be price-sensitive, they are only be released after having reviewed by the JMDs and/or the Board where necessary.</p> <p>The Group's website also provides all relevant information to shareholders and the investing community. Media releases, analyst reports, quarterly and annual financial statements, announcements, financial information, annual reports and circular/statements to shareholders are uploaded onto the website for the benefit of investors and the public.</p>
<b>Explanation for departure</b>	:	

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

**Intended Outcome**

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

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

**Practice 12.2**

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

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

**Intended Outcome**

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	:	The Company’s Notice of the forthcoming 23rd AGM shall be given to shareholders at least 28 days prior to the meeting.	
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**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All Directors attended the virtual 22<sup>nd</sup> AGM held on 8 September 2021.</p> <p>Barring unforeseen circumstances, all Directors (which include the Chairs of all mandated Board committees) shall be attending the forthcoming 23rd AGM to address shareholders' queries at the meeting.</p> <p>The external auditors will also be present at the meeting to answer shareholders' queries on their audit process and report, the accounting policies adopted by the Group, and their independence.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As part of the Company's precautionary measures against the Covid-19 pandemic, the 22nd AGM held on 8 September 2021 was conducted on a fully virtual basis through live streaming with an online remote participation and voting provided by V-cube Malaysia Sdn Bhd from the Broadcast Venue at BO1-A-09, Menara 2, KL Eco City, 3, Jalan Bangsar, 59200 Kuala Lumpur, Malaysia.</p> <p>The forthcoming 23rd AGM will be conducted on a fully virtual basis too.</p> <p>Shareholders are encourage to participate and vote remotely at the AGM of the Company by using the facilities provided in accordance with the procedures as set out in the Administrative Guide which is available on the Company's website at <a href="http://www.sentoria.com.my">www.sentoria.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

## Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>At the commencement of the 22nd AGM, the Chairman, Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad briefed the shareholders present virtually at the AGM of their right to ask questions and vote on the resolutions set out in the Notice of the 22nd AGM.</p> <p>All Directors attended the virtual 22nd AGM held on 8 September 2021 to response shareholders' queries. The external auditors was also present at the meeting.</p> <p>During the meeting, the Chairman informed that the Group received four (4) questions from the shareholders via real time submission of typed texts in the communication chat box during the AGM. Questions from the shareholders were read out and answered by Mr Wong Yoke Nyen, the Chairman of the Audit Committee.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

### Practice 13.5

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.

*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.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The details of the virtual 22nd AGM and guidance notes on the conduct of AGM were stated explicitly in the Administrative Guide together with the Notice of AGM.</p> <p>Our shareholders were guided accordingly for their participation in the AGM. The proceedings of the AGM were live broadcasted, and the shareholders were able to join the live streamed AGM via web portal which was facilitated by V-Cube Malaysia Sdn Bhd.</p> <p>The Company has appointed an Independent Scrutineer namely SLCC Networks Sdn. Bhd. to scrutinise and verify the results of the poll voting at the Company's 22<sup>nd</sup> AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 13.6**

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Summary of Minutes of the 22nd AGM (including all the Questions raised at the meeting and the Answers thereto) held on 8 September 2021 was uploaded to the Group's website.</p> <p>The Group committed to circulate the complete minutes of AGM not later than 30 business days after the conclusion of the forthcoming 23rd AGM.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

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

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

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