

# **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 5213  
**COMPANY NAME** : SENTORIA GROUP BERHAD  
**FINANCIAL YEAR** : September 30, 2023

## **OUTLINE:**

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

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

### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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 and Remuneration Committee ("<b>NRC</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	
Dato' Loh Yuen Tuck ("Group CEO")	No. 56 & 58, Jalan Dagang SB 4/2, Taman Sg. Besi Indah, 43300 Seri Kembangan, Selangor.	<a href="mailto:ceo@sentoria.com.my">ceo@sentoria.com.my</a>	03-8943 8388 Ext 409	
<p>The Whistle-blowing Policy can be viewed on the Group's website.</p> <p><b>Anti-bribery and Anti-corruption Policy</b></p> <p>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.</p> <p>The Anti-Bribery and Anti-corruption Policy can be viewed on the Group's website.</p> <p><b>Sustainability</b></p> <p>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.</p> <p>The Group's Sustainability Statement is set out on pages 20 to 25 of the Annual Report 2023.</p> <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 JMDs and the Group CEO. Going forward, the Board will, with the JMDs and Group CEO, 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 / Group CEO; 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 / Group CEO and/or the 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>
<b>Explanation for departure</b>	:

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

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad is our Chairman during the financial year. Our present Chairman, Datuk Dr. Ras Adiba Binti Mohd Radzi, who was appointed as Independent Non-Executive Director of the Company on 5 January 2024 and was re-designated as Independent Non-Executive Chairman of the Company on 12 January 2024.</p> <p>The Chairman 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 / Group CEO 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 Datuk Dr. Ras Adiba Binti Mohd Radzi is set out in the Directors' Profile in the Company's Annual report 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

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>During the financial year, our 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.</p> <p>The roles of the Chairman, JMDs / Group CEO 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.</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

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>	:	<p>During the financial year 2023, Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad is conscious of his differing roles and responsibilities in the Board, ARMC and NRC. 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. Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad was re-designated from Independent Non-Executive Chairman to Independent Non-Executive Director and was resigned as member of ARMC and NRC on 12 January 2024.</p> <p>At as 12 January 2024, the Company is in compliance with Practice 1.4 of the Malaysia Code on Corporate Governance whereby Datuk Dr. Ras Adiba Binti Mohd Radzi, the current Chairman of the Company is not a member of Audit and Risk Management Committee ("ARMC") and Nomination and Remuneration Committee ("NRC").</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 1.5

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>	:	

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

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>To facilitate the Directors' time planning, 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 to be delivered to the Directors electronically and/or in hard copies 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 / Group CEO 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>	:		
<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 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 ("JMDs") / Group Chief Executive Officer ("Group CEO"). 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) JMDs / Group CEO</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</li></ul>

	<p>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</p> <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 / Group CEO;</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 / Group CEO 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 2023.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>
<p><b>Timeframe</b></p>	<p>:</p>

### 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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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>																		

	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 2023.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.4

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

<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 consider including a review of the performance in terms of 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 NRC 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 NRC.</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 (9) years. If the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process as stipulated in the Malaysian Code on Corporate Governance. 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>The Board has also established the Directors' Fit and Proper Policy, sets out the fit and proper criteria for the appointment and re-appointment / re-election of Directors of the Company. 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>
<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.</p> <p>As at the financial year end, there are three (3) out of Six (6) members are Independent Directors. There are currently seven (7) members on the Board, of whom five (5) 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>	:	<p>The Board is aware of the good practice that the tenure of an Independent Director should not exceed a cumulative terms of nine (9) years and that an Independent Director may continue to serve the Board if the Independent Director is re-designated as a Non-Independent Non-Executive Director upon completion of nine (9) years' tenure. If the Board intends to retain an Independent Director beyond nine (9) years, the Board should provide justification and seek annual shareholders' approval through a two-tier voting process.</p> <p>The Independent Director, Mr. Wong Yoke Nyen, whose tenure had beyond nine (9) was resigned from the Board on 9 November 2023.</p> <p>Currently, none of the tenures of the five (5) Independent Directors of the Company has exceeded a cumulative term limit of nine (9) years.</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 5.4 - 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>	:	

### 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 NRC) 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 name, age, nationality, gender, tenure of service, directorships in other companies, qualification(s), working experience and any family relationship, conflict of interest and conviction of offences as well as Board meeting attendance during the financial year.</p> <p>The assessment relating to the re-election of directors was reviewed by the Nomination and Remuneration Committee and recommended to the Board for approval. The Board had recommended the re-election of directors to the shareholders for approval at the forthcoming 24<sup>th</sup> AGM.</p> <p>The information for the Directors standing for re-election is disclosed in the Explanatory Notes to the Notice of the forthcoming 24th 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The merger of Nomination Committee and Remuneration Committee into a single Board Committee known as Nomination and Remuneration Committee ("NRC") was approved by the Board on 28 August 2023.</p> <p>The NRC is chaired by Datin Sri Lim Mooi Lang who is also the Independent Non-Executive Director.</p> <p>Presently, the NRC comprising of three (3) Independent Non-Executive Directors:-</p> <ol style="list-style-type: none"> <li>1) Datin Sri Lim Mooi Lang (Chairman);</li> <li>2) Dr. Lim Zhao Qi (Member) (Appointed on 12 January 2024); and</li> <li>3) Mr. Lim Poh Seong (Member) (Appointed on 12 January 2024)</li> </ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Group does not have a formal gender diversity policy. The NRC 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>Currently, the Company has achieved 28.6% women participation in its corporate governance goals on gender diversity by the appointment of Datuk Dr. Ras Adiba Binti Mohd Radzi who was appointed as Independent Non-Executive Director of the Company on 5 January 2024 and was re-designated as Independent Non-Executive Chairman of the Company on 12 January 2024. The Board currently has two (2) women among its seven (7) members.</p> <p>The Board had further appointed Dr. Lim Zhao Qi and Mr. Lim Poh Seong as Independent Non-Executive Directors on 12 January 2024.</p> <p>The Board is mindful of gender diversity in the Board composition as recommended by MCCG 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 28.6% or two (2) female Directors on the Board out of its seven (7) members, and has 25% or one (1) out of four (4) key Senior Management is woman, and 100% females 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 NRC) 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><li>• Environmental, Social and Governance ("ESG") or Sustainability</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 collated into a summary report and deliberated on by the NRC 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 period ended 30 September 2023, the NRC 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 NRC 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>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board (via the NRC) 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 NRC is guided by market norms and industry practices when making recommendations for the compensation and benefits of Directors and Executive Management.</p> <p>The NRC'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 and Procedures for Directors and Key Senior Management is periodically reviewed and it is 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.

Application	:	Applied	
Explanation on application of the practice	:	The merger of Nomination Committee and Remuneration Committee into a single Board Committee known as Nomination and Remuneration Committee (“NRC”) was approved by the Board on 28 August 2023.  The NRC’s terms of reference has been uploaded onto the Group’s website.	
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**

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 2023



No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Chan Kong San	Executive Director	Input info here	Input info here	129	Input info here	Input info here	Input info here	129	Input info here	Input info here	1,999	Input info here	14	Input info here	2,013
2	Dato' Gan Kim Leong	Executive Director	Input info here	Input info here	129	Input info here	Input info here	Input info here	129	Input info here	Input info here	1,999	Input info here	14	Input info here	2,013
3	Dato' Hj. Abdul Rahman Bin Hj. Imam Arshad	Independent Director	108	26	Input info here	Input info here	Input info here	Input info here	134	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Wong Yoke Nyen	Independent Director	108	26	Input info here	Input info here	Input info here	Input info here	134	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Datin Sri Lim Mooi Lang	Independent Director	108	23	Input info here	Input info here	Input info here	Input info here	131	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Gan Boon Koo @ Gan Boon Kiu	Independent Director	25	2	Input info here	Input info here	Input info here	Input info here	27	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Chow Zee Neng	Independent Director	30	3	Input info here	Input info here	Input info here	Input info here	33	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Datuk Chu Boon Tiong	Executive Director	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	Tan Lee Chin	Executive Director	48	Input info here	Input info here	Input info here	Input info here	Input info here	48	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Lee Swee	Independent	29	4	Input info here	Input	Input	Input	33	Input	Input	Input info here	Input	Input	Input	Input info here

	Meng	Director				info here	info here	info here		info here	info here		info here	info here	info here	
11	Chua Eng Chin	Independent Director	29	3	Input info here	Input info here	Input info here	Input info here	32	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	S Nagaraju A/L Sinniah	Independent Director	29	4	Input info here	Input info here	Input info here	Input info here	33	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 and Executive Director.</p> <p>It opined that the disclosure of the compensation of key management personnel in Note 31 to the financial statements on page 112 of the Annual Report 2023 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>	:	During the financial year, the Chairman of the Audit and Risk Management Committee ("ARMC") is Mr Wong Yoke Nyen and he is not the Chairman of the Board.  Presently, the ARMC comprising of three (3) Independent Non-Executive Directors:-  1) Mr. Lim Poh Seong (Chairman) (Appointed on 12 January 2024); 2) Dr. Lim Zhao Qi (Member) (Appointed on 12 January 2024); and 3) Datin Sri Lim Mooi Lang (Member)	
<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 present Chairman of the ARMC, <b>Mr Lim Poh Seong</b>, was appointed on 12 January 2024, is a Fellow Member of The Association of Chartered Certified Accountants (ACCA) and a member of Malaysian Institute of Accountants (MIA). He has over 25 years of experience in the fields of auditing, accounting, corporate finance and overall administration of business operations. He began his career as an auditor with a major accounting firm in Kuala Lumpur in 1989. Subsequently, he joined the commercial sector where he held various positions in the finance and operations divisions of several Malaysian public listed companies. He was appointed as an Executive Director of Pantai Holdings Berhad, a public listed company involved in healthcare and was put in charge of the group's overall operations and finance from April 2001 to September 2005. He left the group in February 2007 as the Group Chief Operating Officer. He was an Executive Director of Paos Holdings Berhad from April 2007 to April 2008 and Asia Poly Holdings Berhad from October 2007 to April 2008, respectively. Currently he is also the Independent Non-Executive Director for Hup Seng Industries Berhad and Samaiden Group Berhad, both public listed companies.</p> <p><b>Dr. Lim Zhao Qi, Ken</b>, was appointed as member of ARMC on 12 January 2024 - a highly accomplished professional with an impressive educational background and exceptional contributions in the financial sector. He obtained his Bachelor's degree from the University Technology of Sydney, and continued to pursue further executive studies with Harvard Business School. He also completed additional studies with the National University of Singapore in Financial Technologies, where he specialized in innovative financial services. Dr. Lim's multifaceted career reflects a diverse range of experiences in industries pivotal to global economic landscapes. His extensive involvement in sectors such as medical disposables, tourism and hotel</p>

	<p>management, palm oil (both edible oil and biodiesel), showcases a profound versatility that sets him apart. In the year 2014, Dr. Lim assumed the pivotal role of Executive Director at European Credit Investment Bank Ltd, a licensed investment bank based in Malaysia. Under his astute guidance, the organization has witnessed substantial growth and success, marking his tenure as a period of remarkable achievement. Dr. Lim's strategic vision and industry insight have been instrumental in steering the bank towards new heights. He was appointed as Labuan Investment Banking Association (LIBA) Deputy Chairman on 28 December 2023.</p> <p><b>Datin Sri Lim Mooi Lang</b> 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>The former Chairman of the ARMC, <b>Mr Wong Yoke Nyen</b>, was resign from the Board on 9 November 2023 and was vacated as Chairman of ARMC and member of NRC following his resignation. He has 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><b>Dato' Hj. Abdul Rahman Bin Hj. Imam Arhad</b>, was resigned as member of ARMC on 12 January 2024. He has 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</p>
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	<p>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 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>They are all financially literate and the training attended by ARMC during the financial period ended 30 September 2023 are disclosed in the Corporate Governance Overview Statement on page 286 of the Company's Annual Report 2023.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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	:	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.	
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 10.2

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 2023.	
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 Group has outsourced its internal audit function to an independent professional consulting firm, GovernAce Advisory &amp; Solutions Sdn. Bhd. [Registration No. 201701029561 (1243730-W)] to assist the ARMC in discharging their responsibilities and duties. The role of the internal audit function is to undertake independent regular and systematic reviews of the system of internal controls so as to provide reasonable assurance to the ARMC that such systems continue to operate satisfactorily and effectively in the Group.</p> <p>The internal control review procedures performed by the outsourced internal audit team are guided by International Professional Practices Framework issued by The Institute of Internal Auditors Inc. and designed to understand and evaluate risks, and related controls to determine the adequacy and effectiveness of the risk and control structures and processes and also to provide recommendations for further improvement.</p> <p>The outsourced Internal Auditor is led by a management team, who are registered with professional bodies, which comprised:</p> <p>(a) Director : Mr Ryan Chong Chee Seng</p> <p>Qualification: Certified Internal Auditor (“CIA”), Fellow Certified Practising Accountant with CPA Australia (“FCPA”), a Chartered Member of Institute of Internal Auditors Malaysia (“CMIIA”), Accountant registered with Malaysian Institute of Accountants (“MIA”) and ASEAN Chartered Professional Accountant (“ASEAN CPA”)</p> <p>(b) Manager : Ms Ong Ai Sim</p> <p>Qualification: Associate member of Institute of Internal Auditors Malaysia (“AIIA”)</p>

	<p>In addition, the entire outsourced internal audit team is re-affirmed to be totally independent.</p> <p>The Internal Auditors present their Internal Audit Reports, which include their findings and recommendations for improvements, to the ARMC for its review and deliberation. The ARMC also appraised the adequacy of the comments, actions and measures to be taken by the Executive Management in resolving the audit issues reported and recommended for further improvement.</p> <p>The Internal Auditors also carried out follow-up reviews to monitor the implementation of the said action plans and measures for reporting to the ARMC.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

There is 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 JMDs / Group CEO, 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 / Group CEO 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company has consistently been able to circulate its notice for an Annual General Meeting ("AGM") to the shareholders at least 28 days prior to the meeting, well in advance of the requirement under Section 316 of the Companies Act, 2016 and Paragraph 7.15 of the Main Market Listing Requirements to provide shareholders with adequate time to consider the resolutions will be tabled during the AGM and to facilitate informed decision making by the shareholders.</p> <p>The notice for an AGM is accessible by the shareholders via Bursa Malaysia Securities Berhad's website as well as the Company's website. The said notice is also advertised in one (1) nationally circulated daily newspaper.</p> <p>The Company also provide details of the AGM to the shareholders regarding the eligibility of the shareholders, their rights to appoint proxies and other relevant information pertaining to the AGM. In addition, there are explanatory notes providing detailed explanations for each resolution to be tabled to enable shareholders to make informed decisions in exercising their voting rights.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 13.2**

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All Directors attended the virtual 23rd AGM held on 28 September 2022.</p> <p>Barring unforeseen circumstances, all Directors (which include the Chairs of all mandated Board committees) shall be attending the 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>	
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 13.3

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 23rd AGM held on 28 September 2022 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 24th AGM will be conducted on a fully virtual basis too to save costs.</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 23rd 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 23rd AGM.</p> <p>All Directors attended the virtual 23rd AGM held on 28 September 2022 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 two (2) 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> <p>The Chairman has ensured that the shareholders and proxies of the Company are given sufficient opportunity to participate and pose questions during the AGM/ Extraordinary General Meeting of the Company.</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 23rd 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 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

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

### Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Company's minutes of the 23rd AGM held on 28 September 2022 detailing the meeting proceedings, together with the list of questions and answers provided during the AGM (including the Minority Shareholders Watch Group's questions and Company's responses) were uploaded to the Company's website at <a href="http://www.sentoria.com.my">www.sentoria.com.my</a> within 30 business days after the AGM.
<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>	:	

## **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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