

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0178
COMPANY NAME : SEDANIA INNOVATOR BERHAD
FINANCIAL YEAR : December 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("Board") of Sedania Innovator Berhad ("Sedania" or the "Company") recognises the key role it plays in charting the strategic direction of the Company. To ensure the effective discharge of its functions, responsibilities and stewardship role, the Board has delegated certain duties and responsibilities to various Board Committees, i.e. Audit and Risk Management Committee ("ARMC"), Nominating Committee ("NC"), Remuneration Committee ("RC"), Employees' Share Option Scheme Committee and Sustainability Committee ("SusComm") respectively, each with clearly defined terms of reference ("TOR") that are available for viewing under the "Investors – Corporate Governance" section of the Company's website at www.sedaniainnovator.com.</p> <p>The Board has assumed the following principal responsibilities in discharging its fiduciary and leadership functions:-</p> <ol style="list-style-type: none">1. together with the senior management, promoted good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;2. reviewing and adopting a strategic business plan for the Company, including its goals and ensuring that the strategic business plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;3. supervising and assessing management performance and overseeing the conduct of the Group's business to evaluate whether the businesses are being properly managed;4. identifying principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to address such risks;

	<ol style="list-style-type: none"> 5. setting the risk appetite within which the Board expects management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks; 6. ensuring that all candidates appointed to senior management positions are of sufficient calibre, including having in place a process to provide for the orderly succession of senior management personnel and members of the Board; 7. overseeing the development and implementation of a shareholder communications policy; 8. reviewing the adequacy and integrity of the Group's internal control and management information systems; and 9. ensuring that the Company adheres to high standards of ethics and corporate behaviour. 		
Explanation for departure :			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure :			
Timeframe :	<table border="1" style="width: 100%; height: 40px;"> <tr> <td style="width: 50%;"></td> <td style="width: 50%;"></td> </tr> </table>		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Chairman, Tan Sri Abdul Halim Bin Ali ("Tan Sri Abdul Halim") is a Senior Independent Non-Executive Director. He is a respected professional who has many years of working experience and leads the Board by setting the tone at the top, and managing the Board's effectiveness by focusing on strategy, governance and compliance.</p> <p>The Chairman's main responsibility is to ensure effective conduct of the Board through the execution of the following key roles:-</p> <ul style="list-style-type: none">(a) Building a high-performance Board by leading the evaluation of the Board's performance and ensuring that succession planning is considered on an ongoing basis;(b) Setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;(c) Leading Board meetings to ensure robust decision making;(d) Encouraging active participation and allowing dissenting views to be freely expressed by Board members to tap the wisdom of all the Board members and to promote consensus building as much as possible;(e) Facilitating the Board and Management interface by acting as the conduit between the two parties;(f) Leading the Board in the adoption and implementation of good corporate governance practices in the Company;(g) Ensuring effective communication with stakeholders;(h) Facilitating the selection and appointment of a successor to the Managing Director; and(i) Acting as a spokesperson for the Board and the Company.
Explanation for departure	:	

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Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The positions of the Board Chairman and Managing Director are held by separate individuals and they are not related to each other. Their roles are kept separate to ensure a clear division of responsibilities and an appropriate balance of power and authority. In this regard, no one individual can influence the Board's discussions and decision-making.</p> <p>Generally, the Board Chairman will lead the Board in its collective oversight of Management, while the Managing Director has overall responsibilities over the Group's operational and business units, organisational effectiveness and implementation of Board policies, directives, strategies and decisions.</p> <p>The Board Chairman has never assumed an executive position in the Company. The key roles of the Chairman are disclosed under Practice 1.2 of this report. In addition, the Managing Director by virtue of his position as a Board member, also functions as the intermediary between the Board and Management.</p>
Explanation for departure	:	
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Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Departure
Explanation on application of the practice :	
Explanation for departure :	<p>The Senior Independent Non-Executive Chairman, Tan Sri Abdul Halim is currently the Chairman of the NC as well as the member of the ARMC,RC, ESOS and SusComm respectively.</p> <p>The Board recognised that having the same person assuming the position of the Board Chairman and member of the other Board Committees gives rise to the risk of self-review and may impair the objectivity of the Board Chairman as well as the Board when deliberating on the observations and recommendations put forth by the Board Committees.</p> <p>Nonetheless, in view that Tan Sri Abdul Halim does not involve in the Company's managerial and operational matters, he is therefore able to exercise objective view and provides impartial suggestions, constructive ideas, independent advice and comments during the deliberations of the Board and Board Committees' meetings.</p> <p>The Company is of the view that the current composition of the Board and Board Committee are efficient and adequate to carry out the Board's fiduciary and other duties. The Company will assess the practicability of this Practice from time to time and work towards complying the same when necessary.</p>
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Timeframe :	

Intended Outcome

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

Practice 1.5

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

Application	: Applied
Explanation on application of the practice	<p>The Board is supported by two (2) suitably qualified and competent Company Secretaries who were appointed on 31 May 2018, as follows:-</p> <ul style="list-style-type: none">• Ms. Chua Siew Chuan, FCIS; and• Mr. Cheng Chia Ping, ACIS. <p>Both the Company Secretaries have professional qualifications and are qualified to act as company secretaries under Section 235(2) of the Companies Act 2016 (“CA 2016”). One of them is a Fellow member of the Malaysian Institute of Chartered Secretaries and Administrators (“MAICSA”) whilst the other is an Associate member of the MAICSA.</p> <p>The brief profiles of the Company Secretaries are as follows:-</p> <p>(1) <u>Ms. Chua Siew Chuan (“Ms. Chua”), FCIS</u></p> <p>Ms. Chua has been elected as a Fellow Member of MAICSA since 1997. She has more than 40 years of experience in handling corporate secretarial matters, with working knowledge of many industries and government services. She is the Past President of MAICSA and is currently the Chairperson of the Technical Compliance & Governance Committee and the Deputy Chairperson of the National Disciplinary Tribunal.</p> <p>She is one of the representatives of MAICSA on the Corporate Practice Consultative Forum (“CPCF”) and the CPCF Secretarial Practice Sub-Committee set up by the Companies Commission of Malaysia (“CCM”). She is also the representative of MAICSA as the Secretary of the Council of Corporate Secretaries International Association.</p> <p>Ms. Chua is a Chartered Secretary by profession. She is the Managing Director of Securities Services (Holdings) Sdn. Bhd., a prominent corporate secretarial service provider in Malaysia. Ms. Chua is also the named company secretary for a number of public listed companies, public companies, private limited companies and societies.</p>

	<p>(2) <u>Mr. Cheng Chia Ping (“Mr. Cheng”), ACIS</u></p> <p>Mr. Cheng is an Associate Member of the MAICSA since 2012. He has more than 15 years of experience in handling corporate secretarial matters, with working knowledge of many industries and non-profit organisations.</p> <p>Mr. Cheng is a Chartered Secretary by profession. He is a Senior Manager (Corporate Secretarial) of Securities Services (Holdings) Sdn. Bhd., a prominent corporate secretarial service provider in Malaysia. Mr. Cheng is also the named company secretary for a number of public listed companies, public companies, private limited companies and societies.</p> <p>For the financial year ended 31 December 2022 (“FYE 2022”), the Company Secretaries had attended relevant continuous professional development programmes as required by MAICSA and CCM for practising company secretaries. Both the Company Secretaries possessed a valid Practising Certificate issued by MAICSA and CCM for FYE 2022.</p> <p>By virtue of their experience, the Company Secretaries have been able to competently provide sound advice to the Board on matters relating to the powers, roles and responsibilities of Directors, compliance with corporate law, securities laws, ACE Market Listing Requirements (“ACE LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the Malaysian Code on Corporate Governance (“MCCG”).</p> <p>The Board has unrestricted access to the advice and support of the Company Secretaries in relation to the Board policies and procedures, compliance of applicable rules and regulations by the Group and CG related practices.</p> <p>For FYE 2022, the Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
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<p>Timeframe</p>		

Intended Outcome

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

Practice 1.6

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

Application	: Applied
Explanation on application of the practice	<p>Annual calendar of Board Meetings, Board Committees meetings and Annual General Meeting is circulated in advance of the new financial year to facilitate the Directors in planning their meeting schedule for the year. Special Meetings of the Board and Board Committees are convened between the scheduled meetings to consider urgent matters that require expeditious decision or deliberation by the Board and Board Committees.</p> <p>The Notice of the Board and Board Committees meetings were served to the members of the Board and Board Committees via email at least seven (7) days prior to the Meeting unless there is an exceptional case.</p> <p>In order for the Board and Board Committees meetings to be more effective and in-depth deliberations of matters are achieved, the meeting agenda are sequenced in such a way taking into consideration the complexity of the proposal and/or whether they are items for approval, discussion or notation by the Board and Board Committees.</p> <p>For FYE 2022, the Management continued leveraging on the usage of technology where meeting papers were circulated to the Directors in electronic form via email instead of distribution of hard copies prior to the Board and Board Committees' Meetings so as to accord sufficient time for the Directors to peruse the meeting paper. A full agenda and comprehensive meeting papers are circulated to all Directors at least five (5) business days prior to the meetings.</p> <p>The Company Secretary(ies) and/or their representatives attended all Board and Board Committees meetings and ensure that meetings are properly convened, accurate and proper records of the proceedings and resolutions passed during the meetings are taken and maintained accordingly, including Directors' abstention from deliberation and decision on related matters.</p> <p>Whenever necessary, key senior management or external advisors/consultants are also invited to attend Board and Board Committees meetings to provide further clarity on agenda items being discussed to enable the Board and Board Committees to arrive at a considered and informed decision.</p>

	<p>Minutes of meetings are circulated to all Board and Board Committees members in a timely manner and signed by the Board Chairman/Board Committee Chairman/Chairperson as a correct record of the proceedings of the meetings based on confirmation from all the Board/Board Committee members.</p> <p>The proceedings and resolutions passed in each Board and Board Committee meeting are minuted and filed in the statutory minutes books kept by the Company Secretaries at the registered office of the Company to be made available for inspection under the CA 2016.</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has a Board Charter which clearly outlines the respective roles and responsibilities of the Board, Board Committees, individual directors and Management, as well as issues and decisions reserved for the Board, membership and operation of the Board, adopting principles of good CG and practice, in accordance with applicable laws in Malaysia.</p> <p>The Board Charter is applicable to all Directors of the Company and, amongst other things, provides that all Directors must avoid conflicts of interest between their private financial activities and their part in the conduct of company business.</p> <p>The Board Committees in performing their responsibilities delegated by the Board are guided by the TOR of the respective Board Committees as approved by the Board.</p> <p>The Board Charter shall be reviewed periodically and may be amended by the Board from time to time to ensure that the practices of the Board are consistent with the prevailing code of corporate governance, laws and/or regulations and reflects the Board's commitment to best practice in corporate governance.</p> <p>The Board Charter was revised by the Board on 28 March 2022 to ensure compliance with the MCCG.</p> <p>The Board Charter is available for viewing under the "Investors – Corporate Governance" section of the Company's website at www.sedaniainnovator.com.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has formalised a Code of Conduct and Business Ethics (“the Code”) for its Directors and employees to promote an ethical framework, policies and conduct throughout the Group. The Code serves as a guidance on the standard of behaviour expected of all employees in discharging their duties and/or dealings with the Company to maintain high standards of business ethics and integrity. The guiding principles of the Code are as follows:-</p> <ul style="list-style-type: none">• Core values and culture;• Duties of good faith, fidelity, diligence and integrity;• Workplace culture and environment; and• Discipline, disciplinary processes and sanctions. <p>All employees have been provided with the Code. As part of the enforcement process, all employees are required to declare that they will adhere to the provisions of the Code.</p> <p>The Code is available for viewing under the “Investors – Corporate Governance” section of the Company’s website at www.sedaniainnovator.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 3.2

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

Application	: Applied
Explanation on application of the practice	<p data-bbox="544 707 1420 1030">: The Group has in place a whistleblowing policy (“Policy”) which provide an avenue for all employees of the Group and members of the public to report genuine concerns or issues including but not limited to, reporting of fraudulent financial information, actual or suspected fraud, misappropriation of monies, misrepresentation, concealment of facts or information with the intention to mislead, violation of laws and regulations, endangerment of employees or public health and safety, violation of Company policies, taking or giving kickbacks, bribes, favours, privileges, criminal offences, blackmailing, amongst others.</p> <p data-bbox="544 1064 1420 1176">Any employee who has reasonable belief that there is serious malpractice relating to the matter disclosed, may direct such complaint and report through the following formal reporting channels:-</p> <div data-bbox="544 1198 1420 1960" style="border: 1px solid black; padding: 10px;"> <p data-bbox="544 1198 1420 1254">(1) <u>Open Door Discussion</u></p> <p data-bbox="544 1276 1420 1713">Employees are encouraged to raise any issues to the next level of management directly with their immediate managers, or the Group’s Compliance Officer, if any employee has reason to believe that his/her manger is involved or has a conflict of interest. Third parties can directly contact the appropriate business managers at the Group to lodge any report in relation to this Policy. The Management in receipt of the report will document it through an open-door intake form and lodge the intake form to the Group’s Compliance Officer which then will be forwarded to the Chief Executive Officer and ARMC to review and further investigation, to maintain a centralised incident management database.</p> <p data-bbox="544 1736 1420 1792">(2) <u>E-mail</u></p> <p data-bbox="544 1814 1420 1926">Whistleblowers may report any issues via the Group’s public whistleblowing email at whistleblowing@sedaniainnovator.com.</p> </div>

	<p>The Management will ensure that any employee of the Group who raises a genuine complaint in good faith shall not be penalised for such disclosure and the identity of such complainant shall be kept confidential.</p> <p>The Policy was revised by the Board on 20 July 2022 and the same is available for viewing under the “Investors – Corporate Governance” section of the Company’s website at www.sedaniainnovator.com.</p> <p>For FYE 2022, there was no reported whistleblowing matter.</p> <p><u>Anti-Bribery and Corruption Policy (“AB & C Policy”)</u></p> <p>In line with the amendment to the ACE LR of Bursa Securities to encapsulate anti-corruption measures in support of the National Anti-Corruption Plan 2019-2023 of Malaysia, the Board had established and adopted the AB & C Policy in which the Group is committed to conducting the business ethically, as well as complying with all applicable laws, which include compliance with the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and any of its amendments or re-enactments that may be made by the relevant authority from time to time.</p> <p>The AB & C Policy provides principles, guidelines and requirements on how to deal with bribery and corrupt practices that may arise in the course of daily business and operation activities within the Group.</p> <p>This AB & C Policy applies to all individuals working for the Group and all companies within the Group at all levels and grades, the Board and any third party associated with the Group.</p> <p>The AB & C Policy was revised by the Board on 30 August 2022 and the same is available for viewing under the “Investors – Corporate Governance” section of the Company’s website at www.sedaniainnovator.com.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>In line with strengthening sustainability and providing more comprehensive and strategic oversight of the Group's economic, environmental, social and governance ("EESG") matters, the Group had established a Board level SusComm effective from February 2022 which shall be responsible for developing an effective response towards material EESG matters to sustain and improve financial values created for stakeholder.</p> <p>Moreover, the SusComm also strategises the progressive immersion of sustainability within the organisational culture, business model, business strategies and business processes including risk management and mitigation. The composition of the SusComm comprises the existing three (3) members of the ARMC who are all INEDs, the Executive Director and the Group Chief Executive Officer.</p> <p>The Chairman and the Board provides oversight over sustainability in the Group as well as the Group's operations as a whole in regard to the EESG related matters while the Managing Director and the Executive Director manage the implementation of sustainability in the Group's business divisions, assisted by members of key senior management. They enforce Sedania's sustainability strategy from the top management to operations level, and the progress and performance of the Group's sustainability plans are reported back to the command of chain to ensure a sound decision making for sustainability.</p> <p>The Group strives to operate a socially, ethically and environmentally-sound business across the value-chain, which is aligned with the Group's strategy for long-term profitability and economic prosperity. In pursuing this ambition, the Group remain resolved to undertake the responsibility to meet and solve customer challenges and market needs.</p>

	<p>The Board has also in place a Sustainability Policy to address and guide the sustainability issues of the Group’s information technology business and operational activities, which includes responsibly and ethically attending to material EESG matters identified by the Group. The Sustainability Policy also sets out the sustainability principles, procedures and obligations into the Group’s larger sustainability framework.</p> <p>The TOR of the SusComm is available for viewing under the “Investors – Corporate Governance” section of the Company’s website at www.sedaniainnovator.com.</p>	
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Intended Outcome

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

Practice 4.2

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

Application	: Applied									
Explanation on application of the practice	<p>While formulating the sustainability agenda, the Group is constantly in engagement with the stakeholders to understand their evolving needs and expectations. These processes provide the Board and Management with insights for decision-making on the Group's business and sustainability strategies.</p> <p>Sedania defines stakeholders as individuals or groups who are impacted by, or have the potential to impact the Group's operations, financial performance and reputation. The Group have identified its key stakeholders based on their ability to impact the Group's business activities as well as their interests in the Group.</p> <p>To facilitate stakeholder engagement, the Group employ a range of communication methods, including meetings, media publications, events, reports, and other forms of outreach to streamline its stakeholder engagement efforts. The corporate website is regularly updated with the latest news, financial results, press releases, reports, and Board developments, ensuring that stakeholders can access up-to-date information about Sedania in a timely and accessible manner.</p> <p>A summary of Sedania's stakeholder management approach is presented in the table below:-</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Stakeholders</th> <th style="text-align: left;">Engagement Methods</th> <th style="text-align: left;">Frequency</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">Shareholders & investors</td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> - AGM/EGM - Quarterly & Annual Reports - Periodic announcements - Investor briefings - Electronic communication/ emails </td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> - Annually - Quarterly/ Annually - Ad Hoc - Ad Hoc - Ad Hoc </td> </tr> <tr> <td style="vertical-align: top;">Customers</td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> - Electronic communication - Project Management - Advertisement and marketing promotions - Corporate website/ Social Media </td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> - Throughout the year - Throughout the year - Throughout the year - Throughout the year </td> </tr> </tbody> </table>	Stakeholders	Engagement Methods	Frequency	Shareholders & investors	<ul style="list-style-type: none"> - AGM/EGM - Quarterly & Annual Reports - Periodic announcements - Investor briefings - Electronic communication/ emails 	<ul style="list-style-type: none"> - Annually - Quarterly/ Annually - Ad Hoc - Ad Hoc - Ad Hoc 	Customers	<ul style="list-style-type: none"> - Electronic communication - Project Management - Advertisement and marketing promotions - Corporate website/ Social Media 	<ul style="list-style-type: none"> - Throughout the year - Throughout the year - Throughout the year - Throughout the year
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	Suppliers/ Vendors/ Contractors	<ul style="list-style-type: none"> - Order placements - Meetings - Supplier audits - Project management 	<ul style="list-style-type: none"> - Monthly - Ad Hoc/ As needed - Throughout the year - Ad Hoc/ As needed
	Employees	<ul style="list-style-type: none"> - Zoom check-in & check out - Townhalls - Departmental meeting - Teambuilding events & festive celebrations - Appraisals, performance review/incentives e.g. ESOS - Electronic communication/ email 	<ul style="list-style-type: none"> - Daily (during pandemic) - Ad Hoc (2-3 times a year) - On going - Ad Hoc - Yearly - Throughout the year
	Government/ Regulatory Authorities	<ul style="list-style-type: none"> - Statutory contributions - Income tax filing - Annual return - SST Reporting - Local authorities 	<ul style="list-style-type: none"> - Monthly - Annually - Semi-Annually - Bimonthly - Ad Hoc
	Media	<ul style="list-style-type: none"> - Media events - Press interviews/ releases 	<ul style="list-style-type: none"> - Ad Hoc/ As needed
	Local communities	<ul style="list-style-type: none"> - Community engagement - CSR Programmes: championing local causes and charities, staff volunteering, environmental initiatives to minimise local pollution 	<ul style="list-style-type: none"> - Ad Hoc - Ad Hoc
Explanation for departure :			
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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 that they stay abreast and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	The Board continuously kept abreast of the latest developments in the industry, as well as emerging sustainability issues that are relevant to the Group. During FYE 2022, the Directors attended various training programmes to ensure they are well equipped with the necessary skills and knowledge to perform their duties.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:	During the FYE 2022, the NC had completed the Board and Board Committee Evaluation Form with inclusion of the criteria on how the Board addressed the material sustainability risks and opportunities. However, the performance evaluation of Senior Management of the Group has yet to adopt such sustainability criteria.	
Explanation for departure	:		
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Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	A designated person namely Noorisa Suraya Jamal, the Covering Head of Legal & Secretarial of the Company, has been appointed by the Company on 1 October 2021 to provide dedicated focus to manage sustainability strategically in the operations of the Company.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC take cognisance on the importance of having the right group of people, with an appropriate mix of skills, knowledge and experience and independence elements that fit the Company's objectives and strategic goals. The NC reviews the size and the composition of the Board in respect of the mix of skills and independence annually.</p> <p>In accordance with the TOR of the NC, the NC is tasked to review and recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board after taking into consideration the candidates' skills, knowledge, expertise and experience, time commitment, character, competence, professionalism and integrity. For the position of independent non-executive directors, the NC should also evaluate the candidates' ability to discharge such responsibilities as expected from independent non-executive director.</p> <p>To ensure a candidate for nomination, election or re-election as a Director of the Company fulfil the fit and proper criteria, the Board had on 30 May 2022 adopted a Directors' Fit and Proper Policy to serve as a guide to the NC and the Board in their review and assessment of those candidates.</p> <p>For the purpose of determining the eligibility of the Directors, Datuk Noor Azrin Bin Mohd Noor and Puan Norliza Binti Kamaruddin, who are standing for re-election as Directors of the Company ("Retiring Directors") at the forthcoming Ninth Annual General Meeting ("9th AGM") of the Company to be held on 24 May 2023, the NC had reviewed and assessed each of the Retiring Directors from the annual assessment, evaluation of the Board for the FYE 2022 as well as the fit and proper criteria. The NC, upon taking into consideration the results of the following annual assessment and evaluations for the FYE 2022, recommended the re-election:-</p> <ul style="list-style-type: none">(a) Director's Self and Peer Evaluation;(b) Evaluation of the Board and Board Committees;(c) Independent Director's Self-Assessment Checklist; and(d) Director's Declaration of Fit and Proper.

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

Intended Outcome

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

Practice 5.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>For FYE 2022, the Board comprises six (6) members, of which, four (4) or 66.67% were Independent Non-Executive Directors (“INEDs”) and the remaining two (2) or 33.33% were Executive Directors (“EDs”).</p> <p>This composition fulfils the requirement as set out in Rule 15.02(1) of the ACE LR of Bursa Securities, which stipulates that at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, are independent directors.</p> <p>This also applies to Practice 5.2 of the MCCG where at least half of the Board comprises independent directors. This independent element brings an objective and independent judgement to the decision-making process of the Board.</p> <p>The Board members comprise high calibre individuals with diverse professional backgrounds, skills and extensive experience and knowledge in their respective fields. Together, the directors with their wide range of competencies, capabilities, technical skills and relevant business experience add value in governing the strategic direction of the Company.</p> <p>The EDs are generally responsible for making and implementing operational decisions whilst the INEDs support the skills and experience of the EDs, contributing to the formulation of policy and decision-making with their knowledge and experience in other business sectors to ensure that proper check and balances are in place in Board decisions and implementation of policies.</p> <p>The Board is of the view that the current composition is appropriate given the nature of business and scale of operations of the Group. The current Board structure also ensures that no individual or group of individuals dominates the Board’s decision making.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 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, the board should provide justification and seek annual shareholders’ approval through a two-tier voting process.

Application	:	Applied
Explanation on application of the practice	:	There is no Independent Director serving beyond nine (9) years. The Board Charter explicitly mentioned that the tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. The Independent Director may continue to serve on the Board beyond the nine (9)-year tenure provided the Independent Director is re-designated as a Non-Independent Director. If the Board intends to retain the Director as an Independent Director, the Board shall undertake a rigorous review to determine whether the “independence” of the Director had been impaired. The findings from the review shall be disclosed to shareholders for them to make an informed decision, which is decided by way of two-tier voting process in seeking annual shareholders’ approval to retain such an Independent Director beyond nine (9) years.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has entrusted the NC with the duty to review candidates for the Board and key senior management positions taking into consideration the candidates' skills, knowledge, expertise and experience, time commitment, character, competence, professionalism, integrity and with due regards to gender diversity as well. While the RC is responsible to determine the remuneration packages for these appointments.</p> <p>In the event that a candidate is required for the appointment of Director, the NC would use a variety of approaches and sources to ensure that it identifies the most suitable candidates and will not limit themselves by solely relying on the recommendations from existing Board members, management or major shareholders. The candidate will also be evaluated by the NC based on the Directors' Fit and Proper Policy before making any recommendation to the Board for approval.</p> <p>During the FYE 2022, Encik Rizalzin Hashim Bin Mohammed was appointed as the Director of the subsidiary companies namely Sedania As Salam Capital Sdn. Bhd., Sedania Technologies Sdn. Bhd. and Offspring Inc Sdn. Bhd. ("Offspring") with effect from 1 January 2022 while Mr. Choy Khin Ming was appointed as the Director cum Chairman of Offspring with effect from 1 November 2022.</p> <p>Save as disclosed above, there was no other new Director and key senior management personnel being appointed to the Company and the Group.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board together with the senior management would consider various sources, including recommendation from the Board, major shareholders and also independent sources to identify suitably qualified candidates, if relevant, if it wishes to search for appropriate candidate to fulfil Board positions. The NC would then assess their suitability based on the relevant criteria as may be identified by the NC from time to time. The selection of new Board members takes into account the qualification, experience and willingness to contribute time and efforts towards the Company.</p> <p>Nominations may also come from a wide variety of sources, including Directors, senior employees of the Group, customers, shareholders, industry associations, recruiting firms and others.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC had reviewed and assessed the eligibility of the Retiring Directors upon taking into consideration the results of the following annual assessments:-</p> <ul style="list-style-type: none"> (a) Director's Self and Peer Evaluation; (b) Evaluation of the Board and Board Committees; (c) Independent Director's Self-Assessment Checklist; and (d) Director's Declaration of Fit and Proper. <p>Having satisfied with the performance of the Retiring Directors, the NC and in turn, the Board has recommended to the shareholders, the re-election of the Retiring Directors at the forthcoming 9th AGM.</p> <p>The profile of the Retiring Directors, which include the nature of interest with the Company, if any, are set out in the 2022 Annual Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The NC is chaired by Tan Sri Abdul Halim, a Senior INED appointed by the Board.</p> <p>The NC Chairman has led the NC to undertake annual assessment of effectiveness of the Board and Board Committee as a whole, as well as ensuring that the contribution and performance of each individual Director is independently assessed.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board currently has one (1) woman Director, equivalent to 16.67% women representation on Board.</p> <p>The Board is satisfied with the current composition of its member and is of the view that the Board is able to discharge its duties effectively with the current mix of skills, knowledge, experience and strength.</p> <p>The Board recognises the benefit of gender diversity and affirmed that gender diversity will be one of the criteria to be considered by the NC during their evaluation process on potential candidates(s) for Board memberships.</p> <p>Alternative Practice:-</p> <p>The Board is of the view that everyone who is qualified shall be given fair and equal treatment. However, the Board is committed to progressively diversify the Board towards attaining 30% women representation.</p> <p>The issue of diverse perspective and insight could still be attained with the presence of one (1) female Director on Board during the board decision making process. She has been actively participated in the board discussion process, by contributing her ideas, experience and expertise in the financial reporting process.</p> <p>As such, the Board believes that the intended outcome could still be met.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board is cognisant of the gender diversity recommended by MCCG and believes that diversity in the Board’s composition will bring values to Board deliberation.</p> <p>The Board does not have a specific policy on gender, ethnicity and age group for candidates to be appointed to the Board and does not have specific policy on setting target for female candidates in the workplace. The Board is of the view that all candidates shall be given fair and equal treatment.</p>	
		<p>Alternative Practice:-</p> <p>The Board acknowledges the importance of boardroom diversity and views that while promoting boardroom diversity is essential, the normal selection criteria based on competencies, skills, extensive experience and knowledge to strengthen the Board should remain a priority.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The NC would conduct annual Board evaluation to review the skills and experience of each individual Director and assess the effectiveness of the Board and Board Committee as a whole. The Board evaluation comprises Board and Board Committees' assessments, assessment of independence of Independent Directors, and the contribution of each individual Director. The evaluations involve individual Directors and Committee members completing a set of evaluation questionnaires regarding the processes of the Board and its Committees, their effectiveness and where improvements could be considered by the Company. The criteria for assessing the independence of an Independent Director include the relationship between the respective Independent Director and the Group, and his involvement in any significant transaction with the Group. The Board also undertook a self-assessment in which they assessed their own performance. All assessments and evaluations carried out by the NC were properly documented.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:

Timeframe	:		
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Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established a formal and transparent process for approving the remuneration of the INEDs and EDs, whereby the RC is responsible to oversee the function of remunerating the Board in a manner that attracts, retains and motivates Directors. The RC is also responsible for developing the Group's remuneration policy framework and recommending the remuneration package of Directors and members of the senior management to the Board.</p> <p>The RC carries out reviews when appropriate and refers to remuneration surveys and consultants to assist in determining the appropriate level of reward which is competitive and consistent with the corporate objectives.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied												
Explanation on application of the practice	:	<p><u>Remuneration Committee</u></p> <p>The members of the RC comprise exclusively of INEDs that assist the Board in reviewing and recommending the proposed remuneration packages of Directors and senior management of the Company. The composition of the RC is as follows:-</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th><th>Directorate</th></tr></thead><tbody><tr><td>Norliza Binti Kamaruddin</td><td>Chairperson</td><td>Independent Non-Executive Director</td></tr><tr><td>Tan Sri Abdul Halim Bin Ali</td><td>Member</td><td>Senior Independent Non-Executive Director</td></tr><tr><td>Datuk Syed Izuan Bin Syed Kamarulbahrin</td><td>Member</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>The RC's authority and duties as well as functions are clearly defined in the TOR of the RC, which is available for viewing under the "Investors – Corporate Governance" section of the Company's website at www.sedaniainnovator.com.</p> <p>Summary of Works</p> <p>The following works were undertaken by the RC during the financial year under review: -</p> <p>(i) Reviewed the proposed revision to the remuneration packages of the Chief Executive Officer of the Company;</p>	Name	Designation	Directorate	Norliza Binti Kamaruddin	Chairperson	Independent Non-Executive Director	Tan Sri Abdul Halim Bin Ali	Member	Senior Independent Non-Executive Director	Datuk Syed Izuan Bin Syed Kamarulbahrin	Member	Independent Non-Executive Director
Name	Designation	Directorate												
Norliza Binti Kamaruddin	Chairperson	Independent Non-Executive Director												
Tan Sri Abdul Halim Bin Ali	Member	Senior Independent Non-Executive Director												
Datuk Syed Izuan Bin Syed Kamarulbahrin	Member	Independent Non-Executive Director												

	<ul style="list-style-type: none"> (ii) Reviewed the proposed bonus payment to the Chief Executive Officer of Offspring., a 51%-owned subsidiary of the Company; (iii) Reviewed the proposed revision to the remuneration packages of the Managing Director of the Company; (iv) Reviewed the proposed revision to the remuneration packages of the Executive Director of the Company; (v) Reviewed the payment of Directors' fees payable to the Directors of the Company and its subsidiaries for the FYE 2022 and recommended the same to the Board for consideration; (vi) Reviewed the payment of benefits payable to the Non-Executive Directors of the Company and recommended the same to the Board for consideration; and (vii) Reviewed the revised TOR of the RC.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	

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	Datuk Noor Azrin Bin Mohd Noor	Executive Director	-	-	926	-	11.8	112.1	1,049.9	60	-	926	-	11.8	112.1	1,109.9
2	Datuk Noor Syafiroz Bin Mohd Noor	Executive Director	-	-	460	-	67.0	58.9	585.9	-	-	460	-	67.0	58.9	585.9
3	Tan Sri Abdul Halim Bin Ali	Independent Director	60	13	-	-	8.0	-	81	60	13	-	-	8.0	-	81
4	Datuk Syed Izuan Bin Syed Kamarulbahrin	Independent Director	30	13	-	-	8.0	-	51	30	13	-	-	8.0	-	51
5	Norliza Binti Kamaruddin	Independent Director	30	13	-	-	8.0	-	51	30	13	-	-	8.0	-	51
6	Yoong Weng Hong Peter Andrew	Independent Director	30	6	-	-	8.0	-	44	30	6	-	-	8.0	-	44
7	Dato' Wan Mohd Fadzmi Bin Che Wan Othman Fadzilah	Independent Director	-	-	-	-	-	-	-	12	-	-	-	-	-	12
10	Mohamad Rozaimy Bin Abd Rahman	Independent Director	-	-	-	-	-	-	-	12	-	-	-	-	-	12
11	Rizalzin Hashim Bin Mohammed (Appointed w.e.f. 1 January 2022)	Executive Director	-	-	-	-	-	-	-	72	-	240	-	-	29.8	341.8
12	Choy Khin Ming (Appointed w.e.f. 1 November 2022)	Independent Director	-	-	-	-	-	-	-	10	-	-	-	-	-	10

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board feels that it is inappropriate to disclose the remuneration of Senior Management and has opted not to do so, in view of the competitive nature of the human resource market and to support the Company's efforts in attracting and retaining executive talents.</p> <p>The Board is of the view that, given that such disclosure will give rise to recruitment and talent retention issues, it is in the best interests of the Company not to disclose the remuneration of its top five Senior Management on a named basis.</p> <p>Alternative Practice:</p> <p>The Board vide the RC will ensure that the remuneration of senior management is fair and commensurate with the performance of the Company and the contribution made by the Senior Management.</p> <p>Secondly, the remunerations of Directors are disclosed on a named basis. As such, the Board believes that the intended outcome could still be met in view that the recruitment/ removal of senior management personnel falls under the authority of the Managing Director and subject to the review by the NC as well.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The ARMC is chaired by Datuk Syed Izuan Bin Syed Kamarulbahrin, who is a separate person from the chair of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The TOR of the ARMC has been updated accordingly to formalise the Company's policy that requires a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC.</p> <p>None of the members of the Board or Board Committees were former key audit partners. Notwithstanding the above provision and in order to uphold the utmost independence, the Board and Board Committees have no intention to appoint any former key audit partner as a member of the Board and Board Committees.</p> <p>The TOR of the ARMC is available for viewing under the "Investors – Corporate Governance" section of the Company's website at www.sedaniainnovator.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC has policies and procedures to assess the suitability, objectivity and independence of external auditors taking into account relevant professional and regulatory requirements and the relationship with the auditors as a whole, including the provision of any non-audit services. The outcome of the assessment would form a basis of the ARMC in making recommendation to the Board on the re-appointment of the external auditors for the ensuing year at the AGM.</p> <p>The ARMC meets the External Auditors concurrently three times a year to discuss their audit plan, audit findings and the Company's financial statements. The ARMC also had meeting with the External Auditor without the participation of the Management team of the Group. This encourages independence and open dialogue between both parties.</p> <p>Upon completion of its assessment, the ARMC was satisfied with Messrs. BDO PLT's competency i.e. suitability and independence during the financial year under review and recommend to the Board the re-appointment of Messrs. BDO PLT as external auditors for the financial year ending 31 December 2023. The Board had in turn recommended the same for shareholders' approval at the forthcoming Ninth Annual General Meeting ("9th AGM") of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted														
Explanation on adoption of the practice	:	<p>The ARMC comprises solely of INEDs.</p> <p>The composition of the ARMC is set out in the ARMC Report as follows:-</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>Directorship</th> </tr> </thead> <tbody> <tr> <td>Datuk Syed Izuan Bin Syed Kamarulbahrin</td> <td>Chairman</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>Tan Sri Abdul Halim Bin Ali</td> <td>Member</td> <td>Senior Independent Non-Executive Director</td> </tr> <tr> <td>Norliza Binti Kamaruddin</td> <td>Member</td> <td>Independent Non-Executive Director</td> </tr> </tbody> </table>			Name	Designation	Directorship	Datuk Syed Izuan Bin Syed Kamarulbahrin	Chairman	Independent Non-Executive Director	Tan Sri Abdul Halim Bin Ali	Member	Senior Independent Non-Executive Director	Norliza Binti Kamaruddin	Member	Independent Non-Executive Director
Name	Designation	Directorship														
Datuk Syed Izuan Bin Syed Kamarulbahrin	Chairman	Independent Non-Executive Director														
Tan Sri Abdul Halim Bin Ali	Member	Senior Independent Non-Executive Director														
Norliza Binti Kamaruddin	Member	Independent Non-Executive Director														

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC has conducted self and peer evaluation to assess the performance and skillsets of the individual ARMC members and their peers. The evaluation results were compiled by the Company Secretaries and tabled for the NC's review. Based on the results of the assessments, all members of the ARMC are financially literate and are able to analyse and interpret financial statements to effectively discharge their duties and responsibilities.</p> <p>Continuous professional development for Directors were included and disclosed in the Corporate Governance Overview Statement on pages 85 and 86 of the 2022 Annual Report. Updates on developments in accounting and governance standards are presented by the external auditors at the ARMC meetings.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a framework for risk management and internal control. Set out in the 2022 Annual Report, the Board’s Statement on Risk Management and Internal Control (“SORMIC”) for the FYE 2022, outlines the nature and scope of risk management and internal control of the Group and covers all the Group’s operations.</p> <p>On 29 February 2016, the Audit Committee was renamed to Audit and Risk Management Committee with an enhanced role of risk management oversight.</p> <p>The Board has delegated to ARMC the task of undertaking a periodic review of the effectiveness, adequacy and integrity of the Group’s risk management framework and internal control systems.</p> <p>The ARMC is responsible to assess proper processes exist for determining, monitoring and reviewing the risk profile of the Groups and the effective communication to the relevant business units.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The key features of the Company's risk management and internal control framework, which covers their adequacy and effectiveness are disclosed under the SORMIC on pages 108 to 114 of the 2022 Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group's internal audit ("IA") function is outsourced to an independent professional consulting firm, Talent League Sdn. Bhd., who reports directly to the ARMC.</p> <p>The IA Consultant has unrestricted access to all functions, records, documents, personnel, or any other resources or information, at all levels throughout the Group. Being an independent third party, the IA Consultant is able to perform the internal audit function with impartiality, proficiency and due professional care.</p> <p>The IA's review of the Group's operations encompasses an independent assessment of the Company's compliance with its internal controls and recommendations are made for further improvement.</p> <p>Having reviewed and assessed the adequacy of the scope, functions, competency and resources of the IA function of the Group, the ARMC and the Board are satisfied with the performance of the outsourced Internal Auditors and have in the interest of greater independence and continuity in the IA function, decided to continue with the outsourcing of the IA function.</p> <p>Further details of the IA Function have been disclosed under the ARMC Report of the 2022 Annual Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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 the internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group appointed Talent League Sdn. Bhd. (“Internal Auditors”), as an independent professional IA service provider to carry out its IA function.</p> <p>A team of three (3) people completes the IA structure helmed by Mr. Hong Cheong Liang, CA(M), CPA(AUS), CMIIA.</p> <p>The Internal Auditors were engaged to conduct regular reviews and appraisals of the effectiveness of the internal control system, governance and risk management within the Company and the Group in accordance with a structured and recognised framework.</p> <p>The Internal Auditors report directly to the ARMC and are provided full access to all the documents relating to the Company and Group’s Governance, Financial and Operational aspect divisions.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>(a) <u>Corporate disclosures/ Investor relations</u></p> <p>The Company is committed to ensure that all information such as corporate announcements, circulars to shareholders (if any) and financial results are disseminated to the general public in a timely and accurate manner.</p> <p>The Company releases all announcements, material and price sensitive information in a timely manner to Bursa Securities as required under the ACE LR of Bursa Securities as well as releases the Company's updates to the market and community through the Company's website, media releases and other appropriate channels. The EDs authorise and responsible for approving the release of all major communications to the regulators, shareholders and stakeholders.</p> <p>(b) <u>Corporate website</u></p> <p>To further enhance communication with investors and shareholders, the Company has an "Investors" section on the Company's website at www.sedaniainnovator.com which provides a platform for the shareholders and potential investors to direct their enquiries on the Company.</p> <p>(c) <u>AGM/General Meeting</u></p> <p>Another key avenue of communication with its stakeholders is the general meeting of the Company, which provides a useful forum for shareholders to engage directly with the Company's Directors. During the general meeting, shareholders or proxies appointed by the shareholders are at liberty to raise questions or seek clarification on the agenda items of the general meeting from the Company's Directors.</p> <p>The Chairman and/or any Directors will avail themselves to provide responses to any questions raised by shareholders at the general meetings.</p>

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

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of the 8th AGM of the Company was circulated and published on 29 April 2022, which was more than 28 days prior to the date of the 8th AGM scheduled to be held on 30 May 2022. The Notice of the 8th AGM, which sets out the businesses to be transacted at the 8th AGM, was also published in a major local newspaper.</p> <p>The notes to the Notice of 8th AGM also provide detailed explanation for better understanding on the resolutions proposed along with any background information and reports or recommendations that are relevant, where required and necessary, to enable shareholders to make informed and proper decisions in exercising their voting rights.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

All directors attend the 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 the Directors were present at the 8th AGM of the Company held physically on 30 May 2022 to engage directly with the shareholders and be accountable for their stewardship of the Company.</p> <p>The proceedings of the 8th AGM included the presentation of financial statements to the shareholders, and a question and answer session in which the Chairman of the AGM would invite shareholders to raise questions on the Company's financial statements and other items for adoption at the AGM, before putting a resolution to vote.</p> <p>The EDs ensure that sufficient opportunities are given to shareholders to raise issues relating to the affairs of the Company and that adequate responses are given.</p> <p>The Chairman of the Board Committees were also readily available to address the questions posted by the shareholders at the general meetings.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The 8th AGM of the Company was held physically within Klang Valley and not in remote location.</p> <p>As an alternative practice, the Company has made the following arrangements: -</p> <p>(1) <u>Venue of 8th AGM at Klang Valley</u></p> <p>Based on an analysis of the shareholders as at 18 May 2022, the Company noted that substantial number of shareholders of the Company are located in the Klang Valley. Therefore, the venue of the 8th AGM has been fixed at a central location in Petaling Jaya, with easily accessible transportation links to ease the shareholders' attendance.</p> <p>(2) <u>Appointment of Proxy(ies)</u></p> <p>For shareholders who are not able to attend the 8th AGM, they are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in his/her stead at the 8th AGM. Shareholders who are unable to attend the 8th AGM and yet wishes to exercise their votes was encouraged to appoint the Chairman of the Meeting to vote on their behalf by indicating the voting instruction in the Proxy Form.</p> <p>(3) <u>Electronic Communication</u></p> <p>As stated in the Notice of 8th AGM, the Company has leverage on technology to publish the said Notice and Proxy Form on the corporate website of the Company. The submission of proxy forms could now be made vide any mode which is of most convenient to them, be it in hard copy form or in electronic form.</p>

	In view of the above, the Board believes that the intended outcome could still be made accordingly.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: The Company's 8th AGM is attended by all members of the Board, the Company Secretary and all members of the Senior Management Team. At the commencement of the 8th AGM, the Chairman briefed the shareholders, corporate representatives and proxies who were present of their rights to speak and vote at the meeting. Shareholders were allowed to submit their questions electronically through the online platform provided by the share registrar, Tricor via its TIH Online website at https://tiah.online prior to the AGM, and the Board endeavoured to answer the questions received at the 8th AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice :	
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The outcome of the 8th AGM was announced to Bursa Securities immediately upon the conclusion of the 8th AGM. The Minutes of the 8th AGM were circulated to shareholders via the company's website no later than 30 business days after the general meeting.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

N/A
