

CORPORATE GOVERNANCE REPORT

STOCK CODE : 3565
COMPANY NAME : Wce Holdings Berhad
FINANCIAL YEAR : March 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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 ensures that strategic plan of the Company and its subsidiaries ("Group") are sustainable and, the plan supports long-term value creation on aspects of economic, social and environment.</p> <p>The Chairman ensures that decisions are taken on a sound and well-informed basis and also ensures that strategic and critical matters have been considered by the Board. He also ensures that Directors have received relevant information on a timely basis.</p> <p>The Code on Ethics and Conduct was adopted by the Group to promote a culture of good corporate governance and to reinforce ethical, prudent and professional behaviour.</p> <p>Risk Management and Internal Control Framework that encompasses the Board and senior management provides an oversight in risk management of the Group to ensure the Group's business objectives are supported by a sound strategy within an accepted level of risk appetite. The Risk Management Committee, annually submits an updated risk profile of the Group to the Audit Committee.</p> <p>The Board, through the Nomination Committee ensures the Board and senior management have the necessary skills, experience and personal attributes to carry out respective duties and responsibilities. The Nomination Committee carries out an annual evaluation of the Board and Board Committee to ascertain adequacy of required mix of skills, experience and core competencies and to identify areas for improvement.</p> <p>Proposals that require Board approval are tabled at Board meeting for discussion and adoption prior to implementation. Minutes of meeting of Board Committees are tabled for notation at Board meeting. At the recommendation of the Audit Committee, the quarterly financial reports are tabled to the Board within two months from the end of each</p>

	<p>quarter and the audited annual financial statement of the Company and Group are tabled to the Board within four months from the financial year end of the Company.</p> <p>The Annual Report is a key channel of communication with stakeholders and shareholders. Another important avenue of communication with shareholders is the Annual General Meeting of the Company.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</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 1.2

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 Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board.</p> <p>The non-executive Chairman leads the Board by setting the tone at the top and managing the Board's effectiveness by focusing on strategy, governance and compliance. In turn, the Board monitors the functions of the Board Committees in accordance with their respective terms of reference to ensure effectiveness.</p> <p>The Chairman with the assistance of Company Secretaries sets the Board agenda for each meeting based on the dates of scheduled Board meetings in the annual meeting calendar, and the same is circulated to all the Board Members.</p> <p>The Chairman promotes a Boardroom environment that allows for expression of views, effective debate and contribution from Board members to facilitate informed decision-making by the Board.</p> <p>During deliberation at Board meetings, the Chairman provides his objective views and decisions to resolve situations when there are differing views between Board Members and the Management. The Senior Independent Director will attend to any concern relating to the Group where the Chairman and the Chief Executive Officer are conflicted.</p> <p>The Senior Independent Director and/or the Chief Executive Officer are the contact persons for reporting of any complaint and/or improper conduct by Directors, senior management or employees.</p> <p>Stakeholders can provide their views to the Senior Independent Director, at any point of time.</p> <p>The role and responsibilities of the Chairman of the Board is defined in the Board Charter and is available at www.wcehb.com.my.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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 position of Chairman and CEO are held by two different individuals. The Chairman, Datuk Ir. Hamzah bin Hasan leads and manages the Board by focusing on strategy, governance and compliance whereas the Chief Executive Officer, Mr Lyndon Alfred Felix manages the business and operations of the Company and group and implements the Board's decisions.</p> <p>The role and responsibilities of the Chief Executive Officer is defined in the Board Charter and is available at www.wcehb.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	With effect of 24 May 2022, the Chairman of the Board, Datuk Ir. Hamzah bin Hasan retired from being a member of the Audit Committee and the Remuneration Committee.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company Secretary is a member of both the Malaysian Institute of Certified Accountants and Malaysian Institute of Accountants, qualified to act as a company secretary under Section 235(2) of the Companies Act 2016.</p> <p>He is assisted by an outsourced professional secretarial service provider. In addition to providing an official contact point in the form of a registered office, the professional service provider assisted the Company Secretary in secretarial record keeping of statutory registers, minute books of the Group and the recording of minutes of meeting of Board and Board Committees of the Company.</p> <p>The Company Secretary manages the logistics of all Board and Board Committee meetings, ensuring proper documentation and maintenance of records.</p> <p>The Company Secretaries provide support to the Board in fulfilling its fiduciary duties and assist the Board in shaping the corporate governance of the Group, an advisory role to the Board, particularly with regard to matters on the Company's constitution, Board policies and procedures, best practices and compliance with regulatory requirements, codes and legislations.</p> <p>The Company Secretaries ensure due processes and proceedings of Annual General Meeting are in place and properly managed. During the proceeding, the Company Secretary assist the Chairman and the Board on the conduct of the meeting and also ensure that the minutes are properly recorded.</p> <p>The Company Secretaries also monitor the development of Corporate Governance and assist the Board in applying best practices to meet the Board's needs and stakeholders' expectations.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.6

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>Board meetings schedule is determined one year ahead to enable Directors to fit their schedules to the meeting dates. The calendar provides Directors with scheduled dates for meetings of the Board, Board Committees and Annual General Meeting as well as closed periods for dealings in securities of the Company by Directors based on the targeted date of announcement of the Group's quarterly results.</p> <p>Minutes of previous Board meeting were circulated to all Directors and the Directors were given at least five days for their perusal/comment/to seek clarification before being included onto the Board Papers.</p> <p>The Board Papers were then circulated to all Directors at least five business days before the Board meeting for confirmation at the start of the Board meeting as a correct record of proceedings of the previous Board meeting.</p> <p>Going paperless, by default, the Board papers are in pdf format and were e-mailed to all Board members. The paper version of the Board Paper will be sent to Board members that request for paper version.</p> <p>Deliberations and decisions at Board and Board Committee meetings are documented in the minutes including matters where Directors abstained from voting or deliberation.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter serves as a primary reference for prospective and existing Board members of their fiduciary duties as directors of the Company. It sets out the key values, principles and ethos of the Company.</p> <p>The Board Charter was reviewed and updated on 24 May 2022 and is available on the Company's website at www.wcehb.com.my.</p> <p>The roles and responsibilities of the Board of Directors, Senior Independent Director, Chairman and CEO are clearly outlined in the Board Charter.</p> <p>The Board is also responsible to ensure continuing education/training for the Directors to update their knowledge and enhance their skills through attendance at relevant programmes so as to enable active participation in Board deliberations.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Code of Conduct and Ethics was aimed to create a corporate culture that operates business in an ethical manner and to uphold high standard of professionalism and exemplary corporate conduct and is applicable to all Directors and employees of the Group.</p> <p>The Code of Conduct and Ethics promotes integrity and ethical conduct/behaviour in all aspects of the Group's operations including privacy and confidentiality of information, inside information and securities trading, conflict of interest, protection of assets and funds, business record and control, compliance to law, health and safety, fair and courteous behaviour. It also sets out prohibited activities or misconduct involving personal gifting, sexual harassment and outside interest.</p> <p>The reporting of unlawful or unethical behaviour is encouraged through the Whistle Blowing Policy and Procedure.</p> <p>The Code of Conduct and Ethics was reviewed on 8 July 2021 and is available on the Company's website at www.wcehb.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Whistle Blowing Policy fosters an environment in which integrity and ethical behaviour are maintained through protocols which allow for exposure of any violations or improper conduct or wrongdoing within the Group.</p> <p>The Policy provides an avenue for directors, employees or any external party to report any breach of any law or regulation, including business principles in a safe and confidential manner. Reporting Individual who is an employee, may choose to report anonymously in good faith is protected from unfair dismissal, victimisation, demotion, suspension, intimidation or harassment, discrimination, any action causing injury, loss or damage or any other retaliatory actions by the Group.</p> <p>Reporting can be made in writing, telephone, fax or e-mail to the Audit Committee Chairman or the Chief Executive Officer.</p> <p>The Whistle Blowing Policy was reviewed on 8 July 2021 and is available on the Company's website at www.wcehb.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is cognisant of strong relationship between business and sustainability, which is increasingly influencing market decision and a driving force to the Group to address sustainability risks and revolve our business decision into achieving resilient financial impact and positive outcome on economic, environmental and social (“EES”) performance.</p> <p>The Board oversee the management of the Group’s sustainability strategy. They are supported by the Sustainability Committee who spearheaded by our CEO, to oversee the Group’s objectives, policies and practices pertaining to sustainability matters. These include formulating sustainability strategies, identifying sustainability-related risks, evaluating sustainability performance targets and monitoring the implementation of sustainability approach. The Sustainability Committee is supported by the Senior Management and Heads of Department to execute sustainability related policies and practices.</p> <p>Please refer to the Group’s Sustainability Statement in the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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>Stakeholder inclusivity is an integral aspect of WCE Group’s approach to sustainability. Engaging stakeholders over a wide range of issues and concerns enable the Board and Management to develop a more comprehensive perspective of materiality.</p> <p>WCE Group defines stakeholders as individuals, groups and entities that are impacted by the Group’s business operations and / or, individuals, groups or entities that are capable of impacting WCE Group’s business and operations. Stakeholders are prioritised based on the degree of their influence and dependence on WCE Group. The prioritisation is reassessed periodically. Stakeholders’ views are also garnered in determining material sustainability matters for 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

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Group is committed towards raising awareness among our employees and business partners in managing our carbon footprint by reducing construction waste, lowering GHG emissions and optimising utilisation of natural resources in all sites where we operate.</p> <p>Constructing buildings and other infrastructure significantly affects the environment. Its direct impacts include land use, materials and energy, which produce GHG emissions and other wastes. Electricity is mostly sourced from the national grid and used for our office premises, construction sites and toll operation. Given that a large part of the grid in Peninsular Malaysia is supplied by fossil fired coal plants, consumption of electricity indirectly contributes to GHG emissions, particularly carbon emission.</p> <p>To be carbon neutral, we have installed rooftop solar photovoltaic (“PV”) systems at our regional offices and toll plazas as the one of the first initiatives the Group embarked on. Total solar capacity from these solar PVs are 372.02 kilowatts peak (“kWp”) and the use of renewable energy through solar PV is expected to mitigate and reduce our carbon emission.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has set out performance evaluations for Board members and Senior Management through assessment and evaluated practised annually by the Nomination Committee.</p> <p>The detailed assessment is facilitated internally and keep in pace with the changing business environment towards sustaining growth of 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

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination Committee, through the annual evaluation performed on the Board, Board Committees and individual Directors, reviewed the Board's structure, size, composition of the Board and Board Committees with due regard of the appropriate size, mix of skills, experience, core competencies as well as attendance records of the Directors.</p> <p>The Nomination Committee was satisfied that all the Directors had performed their roles and functions effectively and the Board Committees were effective as a whole in discharging their roles and responsibilities and that no changes to the composition of the Board or Board Committees has been recommendation.</p> <p>The Nomination Committee also reviewed the tenure of directors and recommended the annual re-election of the Directors having regard to the provisions of the Company's Constitution governing retirement of Directors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board currently has seven members comprising four Independent Non-Executive Directors and three Non-Independent Non-Executive Directors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board adopted a 12-year policy for Independent Non-Executive Directors as contained in the Board Charter.</p> <p>The Board is of the view that the ability of long serving independent directors to remain independent and to discharge their duties with integrity and competency should not be measured solely by tenure of service. The extended service should not affect their independence, as they are still able to provide independent judgment, experience and objectivity without being subordinated to operational considerations.</p> <p>They are able to ensure that the interest of all shareholders are indeed taken into account by the Board and that relevant issues are subjected to objective and impartial consideration by the Board.</p> <p>The Senior Independent Non-Executive Director, Datuk Oh Chong Peng will achieve a tenure of fifteen (15) years on 27 September 2022. In accordance with the Company's Board Charter, he will be re-designated as Non-Independent Non-Executive Director. However, in view of his professionalism, experience, objectivity, independent judgement and integrity, and at the recommendation of the Nomination Committee, the Board opines that his services as an effective Senior Independent Non-Executive Director is still required. The Board therefore, wishes to seek shareholders' approval at the forthcoming 21st Annual General Meeting of the Company that he be retained and continue to act as a Senior Independent Non-Executive Director of the Company.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	: The amendment to Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia that places a 12-year limit for independent director will come into effect on 1 June 2023, Datuk Oh Chong Peng will be re-designated as Non-Independent Non-Executive Director on 1 June 2023.
Timeframe	: Within one year.

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.

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

Application	:	Applied
Explanation on application of the practice	:	<p>Nomination Committee takes into account the current Board diversity in experience, skill, competency, knowledge, potential contribution and including gender, ethnicity and age when seeking potential candidates. This helps to ensure an appropriate balance between the experience perspective of the long term directors and new perspectives that bring fresh insights to the Board.</p> <p>The members of the current Board are professionals in the field of engineering, finance, accounting, economic, legal, manufacturing and experienced senior public administrator and together, they bring a wide range of competencies, capabilities, technical skills and relevant business experience to ensure that the Group continues to be a competitive leader with a strong reputation for technical and professional competence.</p> <p>To ensure that Directors have sufficient time to fulfil their roles and responsibilities effectively, the criterion determined by the Board in determining candidates for potential Directors is that they must not hold directorship of more than five public listed companies. Compliance to this criterion is expected for all Directors of the Company.</p> <p>In addition, the Nomination Committee also requires a declaration of compliance of the Company's Fit and Proper Policy by candidates to be appointed onto Board as well as Directors who are seeking appointment/election or re-election.</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>In identifying potential candidate for appointment as directors, the Nomination Committee is not limited by recommendation from existing board members, management or major shareholders. The Committee may source potential candidates from directors' registry, open advertisement or through independent search firms.</p> <p>On 24 May 2022, the Nomination Committee deliberated on Datuk Oh Chong Peng (Datuk Oh) who will achieve a tenure of 15 years on 27 September 2022 (of which Datuk Oh abstained from the deliberation). The Committee noted:</p> <p>(a) Datuk Oh's understanding of the Company's business operations and of his ability to participate and contribute actively during deliberations / discussion at meetings of the Audit Committee (AC), Nomination Committee (NC), Remuneration Committee (RC) and the Board,</p> <p>(b) He has vast experience and exposure in the areas of auditing and accountancy work,</p> <p>(c) He fulfils the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, therefore able to bring independent and objective judgement to the Board,</p> <p>(d) He has exercised due care during his tenure as an Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders, and</p> <p>(e) He has contributed sufficient time and effort, attended all the meetings of the AC, NC, RC and Board held during the financial year ended 31 March 2022 as well as met Management as and when required for informed and balanced decision making.</p> <p>After due deliberation, the Nomination Committee recommended the continuance of service of Datuk Oh as an Independent Non-Executive Director to the Board for Shareholders' approval at the forthcoming 21st Annual General Meeting 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

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	:	Profile of the Directors in the Annual Report, it included the particulars of Directors including age, tenure of service, gender, directorship in other public companies, work experiences, education background, relationship with any Director and/or major shareholders and any conflict of interest as well as their shareholdings in the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 Nomination Committee consists of three members, two of whom are Independent Non-Executive Directors and one Non-Independent Non-Executive director.</p> <p>The Chairman is Datuk Wira Hj. Hamza bin Taib, an Independent Non-Executive Director.</p> <p>The membership of Nomination Committee is set out in its Terms of Reference and is available on the Company's website, www.wcehb.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	Currently, all of the members of the Board of Directors are male.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board will ensure compliance with the Listing Requirements of Bursa Securities mandating listed issuer to have at least 1 female director on its board and will look into such appointment within the stipulated timeline.	
Timeframe	:	Within one year.	

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	As explained in Practice 5.9 above, the Board is looking to appointing a female director within the stipulated timeline. As for senior management, although gender policy was not formalised, management has ensured all department practices gender diversity.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <p>On 24 May 2022, the Nomination Committee satisfactorily carried out an annual evaluation to assess the performance and effectiveness of individual Directors, Board Committees and the Board of Directors. In respect of Independent Directors, the Committee assesses the independence of the Independent Directors.</p> <p>The assessment on individual Directors, Board of Directors and Board Committee were carried out using prescribed evaluation questionnaires and checklists, consisting mainly of Board Evaluation Form, Directors' Self Evaluation Form and Audit Committee Members' Self Evaluation Form. Independent Directors have additional questionnaire such as the Independent Directors' Self Evaluation.</p> <p>The Nomination Committee also evaluated:</p> <p>(a) Effectiveness of the Audit Committee using the Audit Committee Evaluation Questionnaire; and</p> <p>(b) Adequacy of Board skill sets using the Board Skills Matrix Form.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a Remuneration Committee with the objective of maintaining a remuneration policy that attracts, retains, and motivates high calibre executive directors/chief executive officer and senior management. The policy is also to ensure the remuneration policy of the Group appropriately compensates the contribution of the executive directors/chief executive officer and senior management of the Group.</p> <p>The Remuneration Committee reviews the remuneration of members of the Board, Board Committees, and recommends to the Board for approval.</p> <p>Terms of Reference of the Remuneration Committee is available on the Company's website, www.wcehb.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	The Remuneration Committee comprises mainly Independent Non-Executive Directors. The terms of reference of the Remuneration Committee were reviewed and updated on 22 February 2018 and is available on the Company's website, www.wcehb.com.my .
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The disclosure on named basis for the remuneration of individual director of the Company and Group.

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 Ir. Hamzah bin Hasan	Independent Director	184	8	0	0	0	0	192	184	10	0	0	13	0	207
2	Datuk Oh Chong Peng	Independent Director	180	8	0	0	0	0	188	180	8	0	0	0	0	188
3	Datuk Wira Hj. Hamza bin Taib	Independent Director	141	8	0	0	0	0	149	141	8	0	0	0	0	149
4	Tan Chor Teck	Independent Director	137	8	0	0	0	0	145	137	8	0	0	0	0	145
5	Lee Chun Fai	Non-Executive Non-Independent Director	112	8	0	0	0	0	120	112	8	0	0	0	0	120
6	Tang King Hua	Non-Executive Non-Independent Director	137	8	0	0	0	0	145	137	10	0	0	0	0	147
7	Vuitton Pang Hee Cheah	Non-Executive Non-Independent Director	94	8	0	0	0	0	102	94	8	0	0	0	0	102
8	Dato' David Frederick Wilson	Non-Executive Non-Independent Director	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	0	2	0	0	0	0	2
9	Dato' Neoh Soon Hiong	Executive Director	Not applicable	Not applicable	Not applicable	Not applicable	27	Not applicable	27	0	0	985	1,118	27	253	2,383
10	Lyndon Alfred Felix	Executive Director	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	0	0	0	0	0	0	0
11	Gnanasekaran a/l Mariasoosay	Executive Director	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	0	0	53	0	1	7	61

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	:	The Company had disclosed the top five senior management remuneration on aggregate basis without being named and in each successive band of RM50,000.00.	
		The Company chose not to disclose the remuneration of the individual senior management on named basis as the Company believes this information will not add to the understanding and evaluation of the Company's governance and may possibly pose security risks to the individuals.	
<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 8.3 - 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	:	

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 Chairman of the Audit Committee, Datuk Oh Chong Peng, is not the Chairman 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 terms of reference of the Audit Committee requires the observation of a cooling-off period of at least three years for a former key audit partner prior to the appointment as a member of the Audit Committee.</p> <p>The terms of reference of the Audit Committee and is available on the Company's website, www.wcehb.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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>Prior to the commencement of audit, the external auditors presented to the Audit Committee its Audit Plan which outlines its engagement team, audit timeline, risk assessment and audit approach and their focus on key audit matters and an update to accounting development since the previous financial year. The Audit Plan has explicit confirmation of compliance to the requirement of independence pursuant to International Standards on Auditing. Upon completion, the external auditor presented to the Audit Committee an Audit Committee Memorandum which updates the Audit Committee on the status of the audit, audit findings, potential key audit matters and outstanding matters.</p> <p>The Audit Committee also reviews the provision of non-audit services provided by the external auditors on the Company and its subsidiaries to assess if it in any way impairs their objectivity and independence as external auditor of the Company for the financial year.</p> <p>These formed part of the Audit Committee's assessment of suitability, objectivity and independence of the external auditors. Based on the outcome of its assessment, the Audit Committee decides whether or not to recommend to the Board for the shareholders' approval for the re-appointment of external auditors at the coming Annual General Meeting.</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 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 :	Not Adopted
Explanation on adoption of the practice :	

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	:	The Chairman of the Audit Committee is a member of the Malaysian Institute of Accountants and the members of the Committee have experience and expertise in legal and financial service industry to effectively discharge their duties. All members of the Audit Committee have attending training programmes to keep abreast of relevant industry development and business practices in accordance to their needs.
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 acknowledges its responsibilities for maintaining reliable system of internal controls within the Group which covers financial controls, operational and compliance controls and risk management.</p> <p>The Audit Committee is entrusted to provide advice and assistance to the Board in fulfilling its statutory and fiduciary responsibilities relating to the Company and Group's internal audit functions, risk management and compliance systems and practices, financial statements, accounting and control systems and matters that may significantly impact the financial condition or affairs of the business.</p> <p>The Risk Management System ("RMS") is used to manage key business risks and to provide assurance to the Board and stakeholders that the risks faced by the Group are adequately and effectively managed and the shareholders' investment and the Group's assets are safeguarded. The effectiveness of the Group's RMS is reviewed and improved, both at the management and the Board levels, as and when necessary.</p> <p>The Risk Management Committee ("RMC") is chaired by the Chief Executive Officer and its members comprise senior management of the Group, reports to the Audit Committee.</p> <p>Annually, the RMC reviews responses to significant risks identified including non-compliance with applicable laws, rules, regulations and guidelines and provides assurance to the Board that processes put in place continue to operate adequately and effectively. As the business risk profile changes, new area are introduced in the risk management process.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has in place an established risk management framework for managing risks affecting its business and operations. Key business risks are documented in the risk profile that addresses risks to the achievement of strategic, financial and operational objectives. The risk profile lists all identified risks and thereafter assesses the likelihood of occurring and its quantitative and qualitative impact to the Group. It also lists controls and measures used to monitor and mitigate those risks.</p> <p>Principal Risk identified during the financial year were reported in the Statement of Risk Management and Internal Control in the 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 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 service is outsourced to a professional firm that performs reviews of business processes to assess the effectiveness of internal controls and reports to the Audit Committee.</p> <p>Internal audit plan is reviewed and approved by the Audit Committee. Details of the activities of Internal Audit function is in the Audit Committee Report of the 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 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 outsourced professional firm that performs internal audit service has confirmed that it is free of any relationship or conflict of interest that could impair its objectivity and independence. The internal audit schedule in the Annual Internal Audit Plan is approved by the Audit Committee.</p> <p>The Audit Committee Report in the Annual Report provides further information of the activities of the Internal Audit service provider.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board ensures that the Company announces its quarterly results on a timely basis to the shareholders and including necessary announcements to its stakeholders.</p> <p>The Board also ensures shareholders are given opportunity to speak and seek clarification during the Company's Annual General Meeting, for effective and transparent communication with its shareholders.</p> <p>The Company also has a website at www.wcehb.com.my as an avenue to disseminate corporate and financial information.</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	:	The Notice of Annual General Meeting to shareholders is dated 28 July 2022, which is more than 28 days' notice for holding Annual General Meeting on 29 August 2022.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	All Directors attend the Company's General Meeting. The Chairman of the Audit Committee, Nomination Committee, Remuneration Committee, Executive Committee, Risk Management Committee and Sustainability Committee are present at the meeting to provide response if there are any questions addressed to them.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 20th AGM held on 24 August 2021 was conducted fully virtual from a broadcast venue through live streaming to facilitate remote shareholders' participation and online electronic polling. Physical attendance by shareholders was not allowed due to the COVID-19 outbreak.</p> <p>The 20th AGM was conducted using the Remote Participation and Voting ("RPV") facilities from Metra Management Sdn Bhd ("Metra"). Metra had put in place information security measures to prevent cyberattacks and data breaches. In addition, the details of arrangements for the AGM and instructions on how to register, participate and vote using the RPV facilities were included in the Administrative Guide ("Guide") for Shareholders in the Annual Report and a copy of the Guide could be downloaded from the Company's website. Prior to the AGM, a trial run was conducted by Metra with participation by the Company Secretary and senior management team to ensure a smooth virtual AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The 20th AGM was conducted fully virtual from a broadcast venue. Physical attendance by shareholders was not allowed due to the COVID-19 outbreak. Shareholders were encouraged to attend the AGM using the Remote Participation and Voting (RPV) facility via the Metra portal at www.metramanagement.com.my and to speak in the form of real time submission of typed texts and vote online using the electronic poll voting system.</p> <p>During the 20th AGM, the Chairman, all members of the Board, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Senior management team, Company Secretaries and External Auditors participated through video conferencing to facilitate vigorous discussion with shareholders.</p> <p>The AGM commenced with the Chairman brief the meeting of the administrative aspects of the AGM. The Chairman also reminded the meeting that voting on the resolution can be done at any time during the meeting when the voting session is declared opened and will remain open until declared closed. Questions can be submitted online using the Question & Answer platform at any time during the meeting. In the event, that the Company was unable to answer question due to time constraint, the Company will emailed out its response.</p> <p>Thereafter, the meeting proceeded with the General Managers presenting an update of the West Coast Expressway project and the Bandar Rimbayu development. Thereafter, the CFO read the Company's reply to queries raised the Minority Shareholders Watch Dog Group.</p> <p>The meeting then proceeded with the business of the meeting.</p>

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

Intended Outcome

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 :	Applied
Explanation on application of the practice :	<p>The Company's 20th AGM was held fully virtual via the Metra portal at www.metramanagement.com.my website using the RPV facility.</p> <p>The conduct of the AGM was live streamed from a broadcast venue. Physical attendance of the AGM was not allowed due to the COVID-19 outbreak.</p> <p>Shareholders have the option of submitting questions to the Board in advance of the AGM via e-mail to the Company Secretary. The questions will then addressed at the AGM.</p> <p>During the AGM, questions were posed by shareholders through the Question and Answer text box of the Metra portal and all questions were made visible to all meeting participants.</p> <p>Minutes of the AGM together with the Company's response to questions raised were later posted on the Company's website.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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	: Departure
Explanation on application of the practice	:
Explanation for departure	: The minutes of the 20th AGM was uploaded on the Company's website on 29 November 2021 after confirmation of the minutes in the following Board meeting held on 25 November 2021.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: The Company will upload minutes of the 21st AGM within 30 days after the conclusion of the AGM after obtaining Board approval via circular resolution.
Timeframe	: Within thirty days after conclusion of the 21 st AGM.

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

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

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