

CORPORATE GOVERNANCE REPORT

STOCK CODE : 2259
COMPANY NAME : TALAM TRANSFORM BERHAD
FINANCIAL YEAR : March 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman ensures that decisions are taken on a sound and well-informed basis, by ensuring that all strategic and critical issues are considered by the Board, and that Directors receive the relevant information on a timely basis.</p> <p>The Executive Directors together with the Group Chief Executive Officer formulates strategic vision and business directions for the Company.</p> <p>The Directors promote sustainability by ensuring that the strategic plan of the Company supports long-term value creation which includes strategies on economic, environmental and social considerations.</p> <p>The Code on Ethics and Conduct is adopted across the Group to promote and implement good corporate culture within the Group which reinforces ethical, prudent and professional behaviour.</p> <p>A Risk Management and Internal Control Framework was established for the Group. This framework encompasses the Board and senior management's oversight in risk management of the Group and to ensure the Group's business objectives are supported by a sound strategy that is directed by a clear risk appetite statement approved by the Board. The Risk Management Committee, in assisting the Board, will submit a yearly report on the risks positions of the Group.</p> <p>To ensure the senior management has the necessary skills, experience and personal attributes, the Executive Directors and Group Chief Executive Officer in assisting the Board, had carried out annual performance assessment on the senior management staff. The Management's proposals which required Board's approval would be tabled at Board meetings for discussion and adoption prior to implementation. Any update on the proposals will be tabled at the</p>

	<p>Board meetings for notation.</p> <p>The quarterly financial reports are tabled to the Board within 2 months from the end of every quarter. Members of the Audit Committee and Board would seek clarification on the quarterly financial report during the Audit Committee and Board meetings.</p> <p>Annual Report is the key channel of communication with shareholders and other stakeholders. Another important avenue for communication and dialogue is the Annual General Meeting of the Company. Any Investor Relations matters are addressed to the Executive Directors, Mr Yaw Chun Soon and Ms Chua Kim Lan and the Group Chief Executive Officer, Dato' Mohamad Razali Bin Mohamad Rahim.</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, Mr Tsen Keng Yam is responsible for the leadership, effectiveness, conduct and governance of the Board. In fulfilling this role, the Chairman:-</p> <ol style="list-style-type: none">(1) Lead the Board in establishing and monitoring good corporate governance practices in the Company.(2) Lead the Board and ensure effectiveness in all aspects of its role.(3) Ensure an efficient organisation and conduct of the Board's functions and meetings.(4) Facilitate the effective contribution of all Directors at Board meetings.(5) Chair the Board meetings and encourage active participation and allowing dissenting views to be freely expressed and discussed.(6) Chair the general meetings of the Company and provides clarification on issues that may be raised by the shareholders.(7) Promote constructive and respectful relations between Directors, and between the Board and Management.(8) Ensure effective communication with shareholders and relevant stakeholders.
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 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman is Mr Tsen Keng Yam while the Group Chief Executive Officer is Dato' Mohamad Razali Bin Mohamad Rahim and the Executive Directors, Ms Chua Kim Lan, Mr Yaw Chun Soon, Mr Chan Tet Eu, are all holding separate positions and their respective roles and responsibilities are governed in the Company's Board Charter. The role of the Chairman and the Executive Directors/Group Chief Executive Officer are clearly defined in the Board Charter.	
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 :	Departure
Explanation on application of the practice :	
Explanation for departure :	The Chairman, Mr Tsen Keng Yam who is an independent and non-executive member of the Board is also the Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Company.
	The Chairman meets the requirement of the Audit Committee's Chairman position as he possesses the relevant experience and qualification as a member of the Malaysian Institute of Accountants but more importantly, he is able to contribute positively to the Company as Chairman/Member of the Board Committees.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe :	Choose an item.

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, Mr Soo Kah Pik, is a qualified Company Secretary with a Practising Certificate from the Companies Commission of Malaysia and is a member of the Malaysian Institute of Accountants. He is also the Secretary for all Board Committees.</p> <p>The Company Secretary has attended trainings and seminars to keep abreast of relevant statutory and regulatory requirements. In doing so, he can advise the Board on latest issues relating to corporate governance matters and relevant laws, rules and regulations affecting the Group as well as ensuring compliance with the statutory requirements of the Companies Act 2016, the Main Market Listing Requirements and other regulatory bodies.</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 1.6

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>Timely circulation of proper notice of meetings together with the agenda and meeting materials of 5 clear days is to allow reasonable time for Directors to view the Board papers prior to the Board meetings.</p> <p>Minutes of a Directors' meeting would be distributed to all Directors in a timely manner for review and thereafter, for confirmation at the next board meeting. The signed board minutes are then entered into the minutes book kept by the Company Secretary.</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 Company's Board Charter clearly identifies the respective roles and responsibilities of the Board, Board Committees and individual directors including Executive Directors and Non-Executive Directors and Management. It also clearly identifies the issues and decisions reserved for the Board.</p> <p>The Board would regularly review this charter and the terms of reference of the Board Committees to ensure that they remain consistent with the Board's objectives and responsibilities, relevant standards of corporate governance, new laws and regulations.</p> <p>The Board Charter is published on the Company's website at www.ttransform.com.my.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Code of Ethics and Conduct ("CEC") are applicable to the Board of Directors and employees of the Group. All Directors and employees are required to read, understand and abide by the CEC.</p> <p>The main principles of the CEC include the following:-</p> <ol style="list-style-type: none">(1) Avoid conflict of Interest(2) Exercise caution and due care to safeguard confidential information(3) Avoid insider trading(4) Ensure accuracy and reliability of records(5) Avoid discrimination or prejudice in the workplace(6) Avoid acts of misconduct <p>The Code of Ethics and Conduct is published on the Company's website at www.ttransform.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 Board has established and adopted a Whistle Blowing Policy, to provide an avenue for raising concerns related to possible improprieties in matters of financial reporting, compliance and other malpractices at the earliest opportunity, in an appropriate manner and without fear of retaliation.</p> <p>The Whistle Blowing Policy provides contact details of the Head of Internal Audit Department, as the avenue for stakeholders to raise the above concerns.</p> <p>The Whistle Blowing Policy is published on the Company's website at www.ttransform.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	:	The Board together with the Management takes responsibility in managing the sustainability matters of the Group and has established a Sustainability Committee ("SC") which oversees the formulation, implementation and effective management of its sustainability matters and also ensures that they are in line with its business strategies. The SC is chaired by the Executive Director of Corporate Affairs, Mr Yaw Chun Soon and the members comprises of the Company's two other Executive Directors, Group Chief Executive Officer and key senior management. The Executive Directors and Group Chief Executive Officer will update the Board of the key economic, environmental and social risks and opportunities.
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>The Company will communicate with its internal and external stakeholders through stakeholder engagement on its sustainability strategies, priorities and targets, which is monitored closely and implemented by the Sustainability Committee (“SC”) to promote and effectively embed a culture of sustainability in its business activities. The SC will take into account the updated feedback from the stakeholders to determine if the identified material sustainability matters continue to be relevant to our business.</p> <p>The Company identifies its key stakeholder groups and their respective areas of interest as well as methods by which the Group can engage with them.</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 Sustainability Committee (“SC”) is supported by various working groups responsible for implementing the initiatives within the organisation and periodically assesses the identified material sustainability matters to better understand the management of the risks and opportunities they present, including climate-related issues risks and opportunities. This will also ensure that the Group prioritises issues that have the greatest impact on the economy, environment and the society.</p> <p>In order to ensure the Board is always kept abreast with sustainability issues and have sufficient understanding in sustainability matters relevant to the Group and its business, Directors are updated by the SC periodically. They are also expected to attend sustainability related programmes including conferences, seminars and training to stay abreast and understand the sustainability issues, including climate-related risks and opportunities.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.4

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>Each senior management staff on the Executive Committee is an employee of the Group who individually undergo annual performance appraisal conducted by their superiors. These appraisals, determination of ratings and the resulting level increments and performance bonus (if any) are conducted and determined after taking into account various factors including their contributions towards the Company’s overall policies (including sustainability). The Board has taken measure to include specific sustainability components as part of the Board of Directors’ evaluation for 2023.</p> <p>While a specific component of sustainability is not in the Performance Evaluation in 2021, the elements of it are incorporated in the annual evaluation. Therefore, the Nomination Committee has considered amongst others, the roles played by the Directors in addressing sustainability matters during the annual performance evaluation. Moving forward, the Nomination Committee also considered its role in charting the course for the Company in setting out the strategic plans for the Company and stewarding the implementation process in alignment with the Sustainability Policy adopted by the Company.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.5- 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	:	The Board has mandated the Executive Director of Corporate Affairs as the Chairman of the Sustainability Committee ("SC") to promote and embed sustainability in the Group. The SC prepares and carries out routine reporting at least once a year to the Board.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination Committee ("NC") ensures that the composition of the Board is periodically assessed to ensure it continues to be in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>From the annual evaluation of the Board, individual Directors and Board Committees, the NC will consider the possible re-election of Directors who will be retiring but is eligible to seek for re-election at the annual general meeting. Upon satisfactory evaluation of the director's performance and contribution to the Board and Board Committees, the NC will endorse the director for re-election and make a recommendation to the Board of Directors to support such re-election for approval by shareholders at the annual general 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

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board has 7 members comprising of 3 Independent Directors which represents 43% of the Board composition. As such, the Company has complied with Chapter 15.02(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) to have at least 2 Directors or 1/3 of its Board, whichever is higher, to be Independent Directors.</p> <p>In line with the Malaysian Code on Corporate Governance 2021, the Board shall endeavour to have at least half of its Board members of the Company to be Independent Directors.</p> <p>Following the recent amendments to the MMLR in connection with the independence of Directors which will take effect on 1 June 2023, the Nomination Committee has commenced the restructuring exercise on the composition of the Board and will seek suitable calibre candidates as Independent Non-Executive Directors of the Company to comply with the aforesaid requirements.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Within 1 year

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	:	Applied
Explanation on application of the practice	:	<p>The Board noted that one of the recommendation of the Malaysian Code on Corporate Governance 2021 ("MCCG 2021") states that the tenure of an independent director shall not exceed a cumulative term of 9 years. However, upon completion of the 9 years' tenure in office, the director may continue to serve on the Board as an independent director, subject to shareholders' approval on an annual basis.</p> <p>The Board has adopted the policy which limits the tenure of its Independent Directors to 9 years in its Board Charter. However, 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. Hence, the Board will justify, recommend and seek annual shareholders' approval in order to retain the relevant Directors as an Independent Director after servicing a cumulative term of more than 9 years in line with the recommendation of the MCCG 2021.</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 5.4 - 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>The Board has established a Board Diversity Policy in guiding the Board on the appointment of new Board members and senior management.</p> <p>The Board Diversity Policy is published on the Company’s website at www.ttransform.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 5.6

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	:	There was no appointment of new Directors for the financial year ended 31 March 2022. However, the Board would consider sourcing suitably qualified candidates via independent sources such as director recruitment agencies when the need arises.	
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	:	There was no appointment of new Director for the financial year ended 31 March 2022. For past appointment of directors, the justification and related information on their appointment have been disclosed in the respective 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

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee is currently chaired by an Independent Director, Datuk Dr Ng Bee Ken.	
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 Company currently has one woman Director on its Board and has met the requirement imposed by Bursa Malaysia Securities Berhad of having at least 1 woman director on its Board by 1 June 2023 pursuant to its letter dated 19 January 2022.</p> <p>The Board is putting its efforts in getting other suitable women who could meet the objective criteria, merit and with due regard for diversity in skills, experience, age, gender, race, ethnicity and cultural background to join as Director.</p> <p>The Board would consider sourcing suitably qualified women candidates as directors via independent sources such as director recruitment agencies.</p> <p>The Board will consider more female representative on the Board when the vacancies arise or suitable candidates are identified in line with the Group's strategic objectives.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has 1 female director and 6 male directors aged between 37 to 76 while the key senior management comprises of 1 female staff and 3 male staff aged between 60 to 62.</p> <p>The Board will consider appropriate targets in the achievement of its Board Diversity Policy including gender balance on the Board and will take the necessary measures to meet these targets from time to time as appropriate. The Board will consider more woman representative in the Board’s composition for boardroom diversity when suitable female candidate becomes available.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Board evaluation conducted comprised of Directors' Evaluation Form, Board Skills Matrix Form, Board & Board Committee Evaluation Form and Independent Directors' Self-Assessment Checklist. The assessment criteria include contributions to interaction, roles and duties, knowledge and integrity, governance and risk management whilst the criteria for assessing the independence of an Independent Director include the relationship between the Independent Director and the Group, tenure of independence and his involvement in any significant transaction with the Group. In the evaluation, the Board concluded that the performance and effectiveness of the Board and Board Committees as well as the individual Directors were satisfactory.</p> <p>The Board Committees are evaluated based on assessment criteria which include the right size and composition, effective recommendation and timely reporting to the Board, expertise, competence, experience and communication skill.</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 Company has established a Directors' Remuneration Policy and Employees' Remuneration Policy to attract and retain the right talent in the Board and senior management to meet the Group's short and long term goals.</p> <p>The above policies will be reviewed periodically by the Remuneration Committee. A copy each of the Directors' Remuneration Policy and Employees' Remuneration Policy are available on the Company's website at www.ttransform.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	:	<p>The Board has established a Remuneration Committee (“RC”) to review and recommend matters relating to the remuneration of the Directors and Group Chief Executive Officer.</p> <p>The RC’s Terms of Reference (“TOR”) requires the RC to review and deliberate on the remuneration for the Directors and Group Chief Executive Officer who shall commensurate with their performance and contribution to the Company, and recommend to the Board for approval.</p> <p>The remuneration of the senior management will be reviewed and appraised by the Executive Directors together with the Group Chief Executive Officer.</p> <p>A copy of the Remuneration Committee’s TOR is available on the Company’s website at www.ttransform.com.my.</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

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	:	<p>The details of the remuneration received by the 7 Directors of the Company on named basis are disclosed in the attachment below and in the Corporate Governance Overview Statement of the Company's Annual Report 2022.</p> <p>The remuneration breakdown of the individual directors for the financial year ended 31 March 2022 includes fees, salary, fixed monthly allowance, meeting allowance, benefits in-kind, ex-gratia and other emoluments.</p>

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	Tsen Keng Yam (Chairman)	Independent Director	25,000	75,500	-	-	-	500	101,000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon	Non-Executive Non-Independent Director	25,000	51,500	-	-	-	500	77,000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Dato' Kamaruddin Bin Mat Desa	Independent Director	25,000	51,000	-	-	-	500	76,500	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Datuk Dr Ng Bee Ken	Independent Director	25,000	51,500	-	-	-	500	77,000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Chua Kim Lan	Executive Director	25,000	-	228,000	-	17,400	28,783	299,183	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Yaw Chun Soon	Executive Director	25,000	-	228,000	-	4,800	28,783	286,583	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Chan Tet Eu	Executive Director	25,000	-	90,000	-	-	12,223	127,223	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure												
Explanation on application of the practice	:													
Explanation for departure	:	<p>The Company had disclosed the top 5 senior management staff's remuneration for the financial year ended 31 March 2022 on aggregate basis without being named and in each successive band of RM50,000.00 as follows:-</p> <table border="0"> <thead> <tr> <th style="text-align: left;"><u>Range of Remuneration</u></th> <th style="text-align: center;"><u>Number of Top 5 senior management staff</u></th> </tr> </thead> <tbody> <tr> <td>RM50,000 to RM100,000</td> <td style="text-align: center;">2</td> </tr> <tr> <td>RM100,001 to RM150,000</td> <td style="text-align: center;">2</td> </tr> <tr> <td>RM350,000 to RM400,000</td> <td style="text-align: center;">1</td> </tr> <tr> <td>TOTAL</td> <td style="text-align: center;">5</td> </tr> <tr> <td></td> <td style="text-align: center;">=====</td> </tr> </tbody> </table> <p>Note: Successive bands of RM50,000.00 are not shown entirely as they are not represented.</p> <p>The remuneration of the senior management staff includes salary, benefits-in-kind, ex-gratia and other emoluments.</p> <p>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 significantly to the understanding and evaluation of the Company's governance, and may also pose security risks.</p> <p>The transparency and accountability aspects of corporate governance applicable to the remuneration of these staff are deemed appropriately served by the above disclosures.</p>	<u>Range of Remuneration</u>	<u>Number of Top 5 senior management staff</u>	RM50,000 to RM100,000	2	RM100,001 to RM150,000	2	RM350,000 to RM400,000	1	TOTAL	5		=====
<u>Range of Remuneration</u>	<u>Number of Top 5 senior management staff</u>													
RM50,000 to RM100,000	2													
RM100,001 to RM150,000	2													
RM350,000 to RM400,000	1													
TOTAL	5													
	=====													
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>														

Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Chairmanship of both the Board and Audit Committee is assumed by the same person, Mr Tsen Keng Yam. The Board is of the view that Mr Tsen is suitable to hold both positions as he can still bring objective judgment during the Board meetings with regards to the findings and recommendations made by the Audit Committee. Furthermore, he possesses the relevant experience and qualification as a member of the Malaysian Institute of Accountants to ensure an efficient conduct of the Board and Audit Committee's functions and meetings.
	:	Following the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") in connection with the independence of the Directors which will take effect on 1 June 2023, the Nomination Committee has commenced the restructuring exercise on the composition of the Board and will seek suitable and calibre candidates as Independent Non-Executive Directors of the Company. This will include identifying suitable Independent Directors to take over the Chairmanship of the Board and Audit Committee separately to comply with the requirement of Practice 9.1 of the Malaysian Code on Corporate Governance 2021.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Within 1 year

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	:	None of the members of the Audit Committee ("AC") was a former key audit partner of the Company in the last 3 years before being appointed as a member of the AC. The Company has incorporated this matter as part of the Audit Committee's Terms of Reference which can be found in the Company's website at www.ttransform.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

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 Audit Committee assessed the suitability, objectivity and independence of the external auditor based on the External Auditors’ Performance and Independence Checklist on an annual basis.</p> <p>The Company has also established an External Auditors Policy to outline the guidelines and procedures for the Audit Committee to assess and monitor the external auditor. In line with good corporate governance practices, the Audit Committee has met 2 times with the external auditor during the financial year in the absence of Executive Board members and Management to discuss audit plans, audit findings and financial statements of the Company in order to safeguard the quality and reliability of the audit financial statements.</p> <p>The external auditor which has been with the Company for 14 years will be recommended to the shareholders for re-appointment for the ensuing year at the 97th 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	:	Adopted
Explanation on adoption of the practice	:	All the Audit Committee members comprised solely of Independent Directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All members of Audit Committee (“AC”) are financially literate and are able to understand matters under the purview of the AC including financial reporting process to effectively discharge their duties.</p> <p>All members of the AC have been briefed by our external auditor of the latest accounting and audit standards applicable to the Group during the financial year. The AC members have also attended seminars entitled “AOB Conversation with Audit Committee” and “Horticulture Empowerment & Melon Project”.</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 is overall responsible for the establishment as well as the oversight of the Group's risk management and internal control to manage the Group's significant risks, to achieve the Group's business and corporate objectives.</p> <p>A Risk Management Committee ("RMC") has been set up to develop and maintain an effective risk management system for the Group.</p> <p>A structured process has been established to identify and assess risks arising from the Group's operations, as well as the effectiveness of the control measures and internal control practices.</p> <p>The Executive Directors and Group Chief Executive Officer together with the Chief Financial Officer are responsible for managing risks in accordance to regulatory guidelines and internal policies approved by the Board.</p> <p>The RMC meets at least once a year to deliberate on the findings of financial and non-financial risks and recommendations of the internal controls.</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 Statement of Risk Management and Internal Control (“SORMIC”) is disclosed in the Company’s Annual Report 2022.</p> <p>The key features of the framework, as well as a discussion of the key risk areas faced by the Group, are disclosed in the SORMIC in the Annual Report 2022.</p> <p>Attestation has been made by the Board with regard to the adequacy and effectiveness of the framework.</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 Company has established an Internal Audit Department (“IAD”) which assists the Audit Committee in the discharge of its duties and responsibilities. The role of the IAD is to provide independent and objective reports on the organisation’s management, records, accounting policies and controls to the Board.</p> <p>The internal audits include evaluation of the processes where significant risks are identified, assessed and managed. Such audits also ensure that instituted controls are appropriate, effectively applied and achieve acceptable risk exposures consistent with the Group’s Risk Management and Internal Control Framework.</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 internal auditors are free from any relationships or conflict of interest or undue influence of others to override professional and business judgment, which could impair their objectivity and independence. The independence of the internal audit function is derived from its direct reporting and unrestricted access to the Audit Committee. The Head of Internal Audit (“HIA”) reports directly and functionally to the Audit Committee and ultimately to the Board, and administratively to the Executive Directors / Group Chief Executive Officer of the Company.</p> <p>During the financial year, there were 2 internal audit staff with relevant qualifications and experience in the internal audit functions. The HIA, Mr Chong Yoon Khong has completed Level 1 of the Association of Chartered Certified Accountants (ACCA) course and has been in the Accounts Department of the Group since 1993. He is also supported by an internal audit staff who has been in the Internal Audit Department of the Group for almost 12 years on top of the additional 4 years in similar field in another public listed company and hence, has the relevant qualification and experience in the conduct of the internal audit works.</p> <p>The internal audit function is governed by an Internal Audit Charter that was approved by the Board. The charter sets out the objectives, authority and scopes of the internal audit function. During the financial year, the internal audit function is carried out in accordance with the International Standards for the Professional Practice of Internal Auditing.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

There is 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 shareholders and other stakeholders are informed of the financial performance and major developments in the Group by timely release of the Quarterly Results, material announcements, Circulars, Annual Reports and press releases.</p> <p>The Board also ensures shareholders are given the opportunity to speak and seek clarification during the Company's Annual General Meeting, which is an effective and transparent communication platform for them. Each item of special business included in the notice of the general meetings is accompanied by a full explanation of the effects of a proposed resolution.</p> <p>Investor relations activities such as meetings with fund managers & analyst and interview by the media will be attended by the Executive Directors, Mr Yaw Chun Soon and Ms Chua Kim Lan together with the Group Chief Executive Officer, Dato' Mohamad Razali Bin Mohamad Rahim.</p> <p>The Company also has a website at www.ttransform.com.my, as an avenue for dissemination of 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 (“AGM”) to shareholders is dated 29 July 2022, which is more than 28 days’ notice for holding the Company’s AGM on 22 September 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 Meetings. The Chairmen of the Audit Committee, Nomination Committee, Remuneration Committee, Executive Committee and Risk Management Committee are present at the meetings to provide responses 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 Company’s 96th Annual General Meeting (“AGM”) held last year was conducted fully virtual to minimise the risk of COVID-19 infections. This was in line with the Guidance Note on the Conduct of General Meetings for listed issuers issued by the Securities Commission Malaysia. In this case, the Company has leverage the use of technology in the form of live streaming to facilitate remote shareholders’ participation at the AGM and voting in absentia.</p> <p>In order to have better interaction and more meaningful discourse between the Board, Management and shareholders, the Company will be holding a physical AGM on 22 September 2022 at the Pusat Konvensyen, Triumph Convention Centre which is located at our head office’s premises. The AGM venue is near the city centre and not in remote location.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Company has used the Annual General Meeting ("AGM") as the avenue to communicate with its shareholders whereby they can question or seek clarification from the Board and Management. The Company receives questions in advance in writing from shareholders including the Minority Shareholders' Watch Group, all of which are addressed at the AGM.</p> <p>The AGM also enables the Board and Management to update shareholders of the financial year's business and finances as well as to provide some input on what the business and property market outlook would be like. Furthermore, the Company ensures that all disclosure requirements mandated by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as voluntary disclosures (where necessary) are made to provide the investing public with relevant 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

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

Practice 13.5

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	<p>In 2021, due to the COVID-19 pandemic and implementation of various phases of Movement Control Order by the Malaysian Government, the Company leverage on available technology and conducted its Annual General Meeting (“AGM”) in that year virtually. This included real-time interactions such as questions and answers session, remote participation and voting. Questions posed by shareholders were made visible to all participants during the AGM. The questions raised by shareholders were answered by the Executive Directors on the spot during the AGM.</p> <p>While the use of virtual systems to enable remote participation is helpful in certain circumstances, considering the internet and system stability issues which is outside the control of the Company and its Share Registrar, the preferred option for an AGM will be an in-person meeting as it allows for better interaction and more meaningful discourse between the Board, Management and shareholders and best serves the intent of the Malaysian Code on Corporate Governance 2021 in relation to shareholders engagement. Where possible, the Company will implement a hybrid system of conducting an AGM provided the stability of technology can be assured.</p> <p>In relation to engagement with shareholders be it a physical AGM or a virtual AGM, a presentation will be made about the Company’s performance for the year under review. Some information may also be provided about plans going forward. The AGM allows shareholders to ask questions and seek clarifications on the Company’s financials, business, operations and governance matters.</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	: Applied
Explanation on application of the practice	: The Minutes of the 96th Annual General Meeting (“AGM”) in 2021 were made available on the Company’s website within 30 business days after the conclusion of the 96th AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

Click or tap here to enter text.

