

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 7230  
**COMPANY NAME** : TOMEI CONSOLIDATED BERHAD  
**FINANCIAL YEAR** : December 31, 2021

### **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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board takes full responsibility and retained full and effective control over the affairs of the Group. This includes:</p> <ul style="list-style-type: none"><li>a) Reviewing and approving the strategic business plan of the Group;</li><li>b) Monitoring corporate performance and the conduct of the Group's business and ensuring compliance to best practices and principles of corporate governance through the Audit Committee;</li><li>c) Identifying and implementing appropriate systems to manage principal risks through the Risk Management Committee;</li><li>d) Ensuring succession planning for top management;</li><li>e) Ensuring a transparent Board nomination and remuneration process;</li><li>f) Reviewing the effectiveness of the Group's system of risk management as well as the adequacy and integrity of the Group's internal control system and management information system for compliance with applicable standards and laws and regulations;</li><li>g) Developing and implementing an investor relation program or shareholders' communications policy for the Company;</li><li>h) Developing an ethical standard for the Group through code of conduct and ensure its compliance;</li><li>i) Setting the Company's sustainability strategies, priorities and targets;</li><li>j) Ensure that all directors are able to understand financial statements and form a view on the information presented; and</li><li>k) Ensure the integrity of the Company's financial and non-financial reporting.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

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

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of the Board, Yang Mulia Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad plays a crucial role in providing overall business direction of the Group. The Chairman conducts and set the tone during the Board meeting and facilitate meaningful deliberation of the Board agenda	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of the Group plays a crucial role in providing overall business direction. The implementation of business direction and strategy and day to day management falls under the leadership and responsibility of the Group Managing Director.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

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

## Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Chairman of the Board is not a member of the Audit Committee, Risk Management Committee, Nomination Committee or Remuneration Committee. However, he is being invited to the Board Committees meeting to observe the proceeding and conduct of the Board Committees meeting. He is deemed as an objective person with vast knowledge and experience and the committees welcome his presence and input as and when they are needed.</p> <p>The Chairman of the Board is only an invitee to the Board Committees and he is there to observe the proceedings of the Committees meeting. The Committees are still functioning independently with the members expressing their views objectively without prejudice. The Chairman of the Board ensures that adequate time are given for thorough deliberations of the Committee's recommendation or observations at the Board level and decisions are taken on a sound and well-informed basis. The final decision/approval still lies with Board which comprise of 50% of independent directors. Therefore, we are of the opinion that there is no impairment of objectivity.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board is supported by a qualified and competent Company Secretary. The Company Secretary organises and attends all Board and Board Committee meetings. The Company Secretary updates and advises the Board on all new relevant regulatory requirements and ensuring the compliance to corporate governance best practices including those issued by Bursa Malaysia Securities Berhad or Securities Commission.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	All information on meetings is disseminated to the Board at least 5 business days before the date of meeting to enable the Board to make an informed decision. All minutes of meeting are properly circulated for the Board’s review after the respective meeting and approved by the Board in the following meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		



### Intended Outcome

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	:	The Board Charter which provides the detail functions of the Board is made public on the Group’s website to guide your Board in discharging its duties and responsibilities. The Board Charter is reviewed periodically and amended when necessary to reflect the changes on the conduct of the Board. Board Charter is made available publicly on the Company’s website	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

### Intended Outcome

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	:	The Board has developed an ethical standard for the Group through its Code of Conduct established to facilitate and ensure its compliance by the Board and all the employees within the Group. This includes a strategic mission and vision statements and core values to guide the Company forward. The Board reviews the Code of Conduct regularly to ensure that new requirements and suggestion of best practices are being updated and incorporated into the code. The Code of Conduct of the Group is made available publicly on the Company’s website.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

### Intended Outcome

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	:	The Group has promoted its core value of “Accountability, Teamwork, Integrity and Passionate” to all its employees and carrying out various activities to encourage its compliance. The Group also has a whistleblowing policy which is implemented throughout the Group. The policy provides an avenue for its employees and other stakeholders including shareholders, suppliers and customers to report genuine concerns on acts committed by employees and/or directors arising from unethical behavior, malpractices, illegal acts or failure to comply with regulatory requirements without fear of reprisal provided they act in good faith when reporting such concerns.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company has published in annual reports its sustainability statement / report since 2018.</p> <p>The Group's business decision is made based on its corporate vision emphasizing on the sustainability area of business practices, customers, employees and the communities. Along these objectives, the Group's approach has been tailored in meeting and promoting sustainability from various aspects including the environment social and governance taking into consideration the interest of all the stakeholders in order to promote a conducive and sustainable business environment.</p> <p>The Company has fine-tuned its operations and made some progress towards becoming a sustainable organisation since 2018. The Company shall continue its journey towards a truly sustainable organisation in the coming years.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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	:	Tomei's sustainability pillars are focused on the following four areas:  1) Responsible business practices 2) Meeting customers' expectation 3) Developing employees 4) Well-being of employees and communities  Details of the Group's practices are disclosed in the Sustainability Statement.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

### Intended Outcome

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

### Practice 4.3

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board attended seminar/course/training programme on sustainability and climate change topics conducted by external consultant.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.4

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	A detailed study is required for developing the criteria for the performance evaluations of the Board and the Management to address the material sustainability risks and opportunities.	
		The Company does not have any alternative practice currently.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

**Intended Outcome**

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

**Practice 4.5- Step Up**

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

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

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



## Intended Outcome

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

## Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nominating Committee ("NC") continue to discharge their functions and to ensure that the board composition and tenure of each director are reviewed periodically. The NC also ensure that the re-election of at least one third of its directors is carried out annually and evaluation of the directors are done objectively.</p> <p>The Board recognised that the Directors' performance is used as a basis in recommending their re-election to the shareholders.</p> <p>During the FY 2021, the following Directors are subject to retirement pursuant to the Constitution of the Company at the 17th AGM of the Company to be held on 19 May 2022:</p> <ul style="list-style-type: none"><li>(a) Ng Yih Chen</li><li>(b) Puan Sri Nonadiah Binti Abdullah</li><li>(c) Lau Tiang Hua</li></ul> <p>Mr. Ng Yih Chen, Puan Sri Nonadiah Binti Abdullah and Mr. Lau Tiang Hua had indicated their willingness to seek for re-election at the 17th AGM of the Company to be held on 19 May 2022.</p> <p>The NC are of the view that the Directors had discharged their duties effectively and had provided valuable contribution to the leadership of the Group. With that, upon the recommendation of the NC, the Board resolved to recommend the re-election of abovementioned Directors at the 17th AGM of the Company.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

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

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

**Practice 5.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Group’s Board of Directors comprises eight (8) members of whom four (4) are Non Independent Directors and four (4) are Independent Directors.</p> <p>The Nomination Committee is of the opinion the current Board composition has the right mix of skills and experience required by the Group.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	All the four (4) Independent Directors of the Group have exceeded the tenure of nine (9) years of service with the Group. The Board through the Nomination Committee has assessed and satisfied with the independence of the Independent Directors and has recommended for them to continue serving in their current capacity. Therefore, they will submit themselves for re-appointment by the shareholders in the coming Annual General Meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

**Intended Outcome**

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.

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

### Intended Outcome

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

### Practice 5.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	The appointment of the Board members and senior management are made taking into consideration of their expertise and skillset required by the Group. The current Board members and senior management of the Group consist of members from a wide range of discipline and background, providing an in-depth and diversity in experience to the Group's operation.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

### Intended Outcome

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

### Practice 5.6

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Currently, this practice is not applicable as the Group has not appointed any new members to the Board since the Company was quoted on Bursa Malaysia Securities Berhad in the year 2006. The Nomination Committee has assessed on the performance of every Board member annually and is satisfied with the performance of all the Board members.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Currently, the practice with regards to appointment of new director is not applicable as the Group has not appointed any new members to the Board since the Company was quoted on Bursa Malaysia Securities Berhad in the year 2006. For re-appointment of director to the Board, has assessed and satisfied with the independence of the Independent Directors and has recommended for them to continue serving in their current capacity</p> <p>To ensure shareholders have sufficient information on re-appointment of director, the profiles of the directors with details of background, qualification and experience of the directors, including relationship with the key directors if any, are disclosed and published in the Annual Report and Company's website at <a href="http://www.tomei.com.my">www.tomei.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**Intended Outcome**

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

**Practice 5.8**

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 chaired by Datuk M Chareon Sae Tang @ Tan Whye Aun who is an Independent Non-Executive Director of the Group.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	As at the date of this report, more than 30% of its Board members are women directors.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.10**

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	:	The Board does not have a specific policy on gender, ethnicity and age group for the appointment of its Board of Directors and senior management. Nevertheless, the current composition of the Board and senior management does reflect a mix diversity of gender, ethnicity and age among its Directors and senior management.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

## Intended Outcome

Stakeholders are able to 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>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The Nomination Committee evaluates each of the Board members individually and the Audit Committee annually taking into consideration their skillsets and commitment required of them to discharge their duty and is satisfied with the performance of all the Board members and Audit Committee.</p> <p>Each director completes their Performance Evaluation Form on annual basis and submits to the Company Secretary, who tabulates the results for tabling and assessment at the Nomination Committee meeting. The Directors are required to declare their interest in the Company as well as their directorship in other public companies and other listed issuers. In addition, all Directors also need to confirm if there is any sanction or penalty imposed onto them by relevant regulatory bodies during the financial year or offences convicted within the past five (5) years.</p> <p>The assessment of Audit Committee was conducted through peer and self evaluation.</p> <p>The Nomination Committee is satisfied that the Board, each individual director and the Audit Committee has discharged their duties effectively.</p>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:

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

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

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

### Practice 7.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Group’s remuneration policy for directors and senior management is tailored towards attracting and retaining Directors and senior management with relevant experience and expertise needed to assist in managing the Group effectively. The remuneration policy is being reviewed annually by the Remuneration Committee.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Remuneration Committee' has a written term of reference to guide the discharging of its duties and responsibilities which includes:-</p> <ul style="list-style-type: none"><li>- ensuring a transparent and formal procedure is established in the development and assessment of the level of compensation that would be sufficient to attract and retain good calibre Directors.</li><li>- reviewing the composition of the various types of components of remuneration package such as fees, allowances, basic salaries, bonuses and other benefits-in-kind for Directors.</li><li>- ensuring that the components of the Directors' remuneration package are linked to performance, responsibility levels and is comparable with market norm.</li></ul> <p>The terms of reference of the Remuneration Committee is disclosed on the Company's website at <a href="http://www.tomei.com.my">www.tomei.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	





**Intended Outcome**

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Company has disclosed its directors' detailed remuneration individually on named basis.

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	TAN SRI DATUK DR NG TECK FONG (Demised on 21 March 2021)	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	135.600	Input info here	3.992	Input info here	139.592
2	DATUK NG YIH PYNG	Executive Director	10.800	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	10.800	Input info here	614.650	Input info here	10.333	Input info here	635.783
3	DATIN CHOONG CHOW MOOI	Executive Director	10.800	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	10.800	Input info here	496.095	Input info here	13.325	Input info here	520.220
4	NG YIH CHEN	Executive Director	10.800	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	10.800	Input info here	454.281	Input info here	23.950	Input info here	489.031
5	NG SHEAU YUEN	Executive Director	10.800	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	10.800	Input info here	454.674	Input info here	17.400	Input info here	482.874
6	NG SHEAU CHYN	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	474.659	Input info here	23.950	Input info here	498.609
7	YANG MULIA RAJA TAN SRI DATO' SERI AMAN BIN RAJA HAJI AHMAD	Independent Director	65.000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	65.000	2.000	Input info here	Input info here	Input info here	Input info here	67.000
8	PUAN SRI NONADIAH BINTI ABDULLAH	Independent Director	54.000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	54.000	1.500	Input info here	Input info here	Input info here	Input info here	55.500
9	DATUK M CHAREON SAE TANG @ TAN WHY E AUN	Independent Director	54.000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	54.000	2.000	Input info here	Input info here	Input info here	Input info here	56.000
10	LAU TIANG HUA	Independent Director	63.000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	63.000	2.000	Input info here	Input info here	Input info here	Input info here	65.000
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### Intended Outcome

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

### Practice 8.2

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The remuneration detail for the members of senior management other than the Executive Directors is disclosed on an aggregated basis only as the Board is of the view that it would not be in the best interest of the Company to disclose these details given the competitiveness in the market for good senior manager in the retail industry.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	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.

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

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of the Audit Committee of the Group, Mr Lau Tiang Hua is an Independent Non Executive Director and not the Chairman to the Board. The Chairman of the Board of the Group, Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad is an Independent Non-Executive Chairman. This segregation of duties ensures the effectiveness and independence of the Audit Committee and enabled the Board to objectively review the Audit Committee's findings and recommendations.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Company has not appointed any former partner of the external audit firm of the Company as a member of the Audit Committee and the Terms of Reference of the Audit Committee of the Company has been revised to include this policy.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.3

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Audit Committee discusses with the external auditors on both the audit plan and their scope of audit before the commencement of audit work. The Audit Committee also being briefed by the auditor on their audit report upon the completion of audit. In addition, the Audit Committee meets up with the external auditors at least two (2) times a year without the presence of the Management to discuss and obtain feedback on sensitive audit issues. In determining the independence of the external auditors, the Audit Committee has reviewed all aspects of relationships between the Group and the external auditors including the processes, policies and safeguards relating to audit independence and agreed on the audit strategy and the audit fee. The external auditors also declare their independence to the Audit Committee during their audit planning.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The Audit Committee comprises three (3) members and who are made up of the Independent Non-Executive Directors of the Company.

## Intended Outcome

There is an effective and independent Audit Committee.

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

## Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Audit Committee members of the Group have attended the Mandatory Accreditation Program (MAP) prescribed by Bursa Securities. They are also being regularly briefed on the Group's operation and takes proactive steps to visit both manufacturing and retailing operation to gain in depth understanding of the business at least once during their tenure in office. On 4 April 2022, the Audit Committees members attended the training titled "Economic Impact on Malaysia from rising geopolitical risks". The profile of the Audit Committee members is disclosed in the profile of the Board of Directors section in the Annual Report.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established an effective risk management and internal control framework to guide the implementation of its business decision well within the acceptable risk of the Group. The details of the risk management and internal control policy are disclosed in the section Statement on Risk Management and Internal Control of the Annual Report.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

### Intended Outcome

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

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

### Practice 10.2

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The main key elements and features of risk management and internal control framework are disclosed in the Statement of Risk Management and Internal Control section of the Annual Report.  The Risk Management Committee reviews the risk management framework annually to ensure that it remains adequate and effective.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 10.3 - Step Up**

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

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The Risk Management Committee comprises four (4) members majority whom are Independent Non-Executive Directors of the Company.

## Intended Outcome

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

## Practice 11.1

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Internal Audit function independently, objectively and regularly review key processes, check compliance with policies/procedures, evaluate the adequacy and effectiveness of internal control, risk management and governance processes established by Management and/or the Board within the Group. The annual audit plan, established primarily on a risk based approach, is reviewed and approved by the Audit Committee annually. At its quarterly meetings, the Head of Internal Audit department presented to the Committee for its deliberation, the progress of the audit plan, including the status of Internal Audit assignments, key findings from audit reports, audit recommendations by the internal auditors, and the representations made, and the corrective actions taken by Management in addressing and resolving issues and ensured that all issues were adequately addressed on a timely basis. The Head of the Internal Audit Department reports directly to the Audit Committee. Your Board, however, is still responsible for ensuring the adherence of the scope of the internal audit function.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



## Intended Outcome

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

## Practice 11.2

The board should disclose—

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Group has in place an internal audit function and is independent of the activities it reviews. The Head of the Internal Audit Department reports directly to the Audit Committee. The internal audit personnel are free from any relationships and no conflict of interest, which could impair their objectivity and independence. The Internal Audit Department comprised 4 internal auditors and is headed by Ms. Lee Wai Kwan. She holds a Bachelor (Honours) in Accounting and Finance from Middlesex University, UK. The internal audit works are guided by a detailed annual Internal Audit Plan. The annual Audit Plan is approved by the Audit Committee and thereafter updated as and when necessary after prior approval of the Audit Committee. In discharging its function, the Internal Audit Department adopted the International Professional Practices Framework as well as established auditing guidelines/audit programmes to enhance its efficiency and effectiveness.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board keeps stakeholders informed via announcements, timely release of quarterly financial results, press releases, annual reports and circulars to shareholders. As there may be instances where investors and shareholders may prefer to express their concerns to an independent director, the Board has appointed Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad as the Senior Independent Non-Executive Director to whom concerns may be directed. Information of the Group is also accessible through the Company's website at <a href="http://www.tomei.com.my">www.tomei.com.my</a> which is updated on regular basis and the Directors welcome feedback channelled through this website. Information available on the website includes among others the Group's Annual Reports, quarterly financial announcements, major and significant announcements and press releases on latest corporate development of the Group. The Board through the Management also takes effort to meet up with investors on regular basis to provide up to date information about the Group.</p> <p>The Annual General Meeting ("AGM") serves as the principal forum for dialogue and communication between your Directors and the shareholders. At the AGM, shareholders are given direct access to your Board and are encouraged to participate in its proceedings and seek clarification on the performance of the Group.</p> <p>The Company implements a poll voting for all the resolutions set out in the Notice of AGM via electronic means at the AGM to expedite verification and counting of votes. In addition, the Company appoints one (1) scrutineer to validate the votes casted at the AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

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

### Intended Outcome

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

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

### Practice 12.2

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Group's business decision is made based on its corporate vision emphasizing on the sustainability area of business practices, customers, employees and the communities. Along these objectives, the Group's approach has been tailored in meeting and promoting sustainability from various aspects including the environment, social and governance taking into consideration the interest of all the stakeholders in order to promote a conducive and sustainable business environment.  Details of the Group's policies are disclosed in the Sustainability Statement.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.1**

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of the 17<sup>th</sup> Annual General Meeting (“AGM”) for year 2022 of the Company is circulated at least 28 days prior to the meeting to enable the shareholders with sufficient time to consider the resolutions that will be discussed and decided at the 17<sup>th</sup> AGM of the Company.</p> <p>The notice of the 17<sup>th</sup> AGM shall outline the resolutions to be tabled at the AGM together with explanatory notes and background information to enable the shareholders to make informed decisions in exercising their voting rights.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	All Directors of the Company attend the General Meeting. Shareholders are given direct access to the Board and are encouraged to participate in its proceedings and seek clarification on the performance of the Group. The Chair of all the Board Committee may take any questions arise and provide responses to shareholders during the meeting.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The General Meeting of the Company is held in Kuala Lumpur. The venue chosen for the meeting is easily accessible to shareholders and comes with ample car park. There is no necessity for remote shareholders participation. In the event shareholders' meetings are conducted on virtual basis, the Company arranges the necessary infrastructure to ensure that the meeting facilities interactive participation between the Board and the shareholders.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

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

## Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	All the shareholders could raise questions including but not limited to the Company's financial and non-financial performance and long-term strategies.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



## Intended Outcome

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

## Practice 13.5

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

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

provide brief reasons on the choice of the meeting platform.		
Application	:	Applied
Explanation on application of the practice	:	The Company conducts its 17 <sup>th</sup> AGM physically. In instances where shareholders' meetings are conducted on virtual basis, the Company arranges the necessary infrastructure to ensure that the meeting facilitates interactive participation between the Board and the shareholders. All questions posed by shareholders are visible on the platform and properly attended to.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

**Intended Outcome**

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

**Practice 13.6**

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The minutes of shareholders' meeting is announced to Bursa Malaysia and also made available on the Company website at <a href="http://www.tomei.com.my">www.tomei.com.my</a>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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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