

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0226
COMPANY NAME : ANEKA JARINGAN HOLDINGS BERHAD
FINANCIAL YEAR : August 31, 2024

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	:	The Board of Directors ("the Board") oversees the business goals and strategic direction of Aneka Jaringan Holdings Berhad ("the Company") and its subsidiaries ("the Group"). The Board establishes these goals and strategies annually and will adjust them as the Board sees fit. Management carries out these business goals and strategies by integrating them into the Key Performance Indicator ("KPI") targets for the respective functional departments.
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 1.2

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	:	The Chairman is guided by the Board Charter of the Group which outlines the Chairman's responsibilities. These responsibilities include providing leadership to the Board, leading the Board in respect to the adoption and implementation of good corporate governance practices within the Group and ensuring that the Board can effectively discharge its duties.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 position of Chairman of the Board is held by an Independent Non-Executive Director ("INED"), Dato' Ir. Tan Gim Foo while the position of Managing Director ("MD") is held by Mr. Pang Tse Fui.
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

<p><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></p>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: <p>The Chairman of the Board, Dato' Ir. Tan Gim Foo is currently a member of the Audit and Risk Management Committee ("ARMC") and Nomination Committee ("NC"). He also serves as the Chairman of the Remuneration Committee ("RC").</p> <p>The roles and responsibilities of the Chairman of the Board and the Chairman/members of ARMC, NC, and RC are separate and distinct. The activities of these Board Committees are carried out in accordance with their respective Terms of References ("TORs") and other applicable policy(ies), codes, and/or regulatory requirements.</p> <p>Any recommendations/proposals of the Board Committees were based on collective decisions. The Chairman of the Board Committees reports to the Board on key issues deliberated in their respective meetings. The Board will consider, deliberate on and make decisions on the matters brought to its attention collectively.</p> <p>While Dato' Ir. Tan Gim Foo is involved in the Board Committees, he exercises independent and objective judgement and is not involved in the Company's management and operational matters.</p> <p>The Board reviews the composition of the Board Committees annually and as when the need arises to ensure that they are functioning effectively. The Board may consider refreshing the composition of the Board Committees at an appropriate time upon due consideration.</p>
<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.

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	:	The Company Secretaries, Ms. Tan Fong Shian and Ms. Liew Chak Hooi, are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"). The Company Secretaries are guided by the Board Charter of the Company which outlines their roles and responsibilities.	
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	:	The board papers are circulated to the Directors five (5) business days prior to the meeting for review barring any unforeseen circumstances. The Directors will also receive a copy of the minutes of the meetings in a timely manner.	
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	:	The Board Charter is available on the Company's website. The document is reviewed regularly and updated as needed.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established a Code of Conduct and Ethics, which is available on the Company's website and is adopted by the Directors. The Board is guided by the Code of Conduct and Ethics on matters related to ethical business practices including but not limited to managing conflict of interests, preventing corruption, insider trading, and abuse of power.	
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 had established a Whistle-Blowing Policy which had been implemented in the Company's operations by Management. It is available on the Group's website.</p> <p>The ARMC and the Board will review the Whistle-Blowing Policy on a regular basis and update it as needed.</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 establishes the business strategies and plans of the Group which encompass the Group's efforts to enhance its sustainability in terms of environmental, social, and governance ("ESG"). Subsequently, the Executive Directors ("EDs") communicate these strategies and plans to the Management of the Group for execution.	
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	:	The Board ensures that Management communicates the Group’s sustainability activities to its internal and external stakeholders. All sustainability initiatives are disclosed in the sustainability statement of the Company’s Annual Report 2024 (“AR 2024”).	
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	:	The Board ensures that its members remain informed about the sustainability issues relevant to the Group and its business. The Board, with the assistance of the NC, reviews the training needs of the Directors including topics regarding sustainability issues.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	<p>An annual evaluation had been carried out on the Board’s effectiveness in addressing the Group’s material sustainability matters.</p> <p>For the financial year ended 31 August 2024 (“FY 2024”), while the sustainability goals had been communicated to Management, the Group has not incorporated them into the Group’s KPIs.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC annually reviews the composition of the Board, and the tenure of each Director.</p> <p>The NC also conducts review of Directors who are standing for re-election prior to recommendation to the Board for consideration and recommendation to the Shareholders for approval upon satisfactory evaluation.</p> <p>The Directors standing for re-election at the forthcoming Annual General Meeting ("AGM") are Dato' Ir. Tan Gim Foo ("Dato' Tan") and Ir. Chong Ngit Sooi ("Mr. Chong"), who are the Independent Non-Executive Chairman and ED respectively.</p> <p>The NC and the Board reviewed the annual evaluation and the declarations by Dato' Tan who does not have any conflict of interest or potential conflict of interest with the Company or its subsidiaries, except for the common directorships disclosed in the Directors' Profiles section of the Company's Annual Report. The NC and the Board were satisfied with the contribution of Dato' Tan who had provided independent views, advice, and judgements.</p> <p>The NC and the Board also reviewed the annual evaluation and declaration by Mr. Chong who does not have any conflict of interest or potential conflict of interest with the Company and its subsidiaries, and were satisfied with the management and contribution of Mr. Chong.</p> <p>The Board recommends the re-election of Dato' Tan and Mr. Chong.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	Throughout FY 2024, the Board comprises of three (3) INEDs and three (3) EDs.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	No INEDs are serving beyond a cumulative term limit of nine (9) years.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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 NC is guided by the Company’s Directors’ Fit and Proper Policy in its duties of appointing or re-appointing Directors. The NC considers various factors including but not limited to the candidate’s knowledge, experience, skills, integrity, ability, gender and ethnic diversity, and any potential conflict of interest.</p> <p>The recruitment of Key Senior Management (“KSM”) is primarily based on the assessment of the candidate’s skill set and attitude towards the job without regard to gender or ethnicity.</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	:	The Directors are appointed based on their skills, knowledge, experience, competency, character, and technical and financial knowledge as the main priority. Consideration is also given to the overall composition of the Board to ensure a balanced governance. Potential candidates for the position of Directors are thoroughly vetted and sourced from a wide array of sources including independent sources. No new director was appointed during FY 2024.
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	:	<p>The information of the Directors standing for re-election and their shareholdings in the Company were set out respectively in the Notice of AGM, Board of Directors' Profiles, and Analysis of Shareholdings in the Company's Annual Report.</p> <p>The NC and the Board reviewed the annual evaluation and the declarations by Dato' Tan who does not have any conflict of interest or potential conflict of interest with the Company or its subsidiaries, except for the common directorships disclosed in the Directors' Profiles section of the Company's Annual Report. The NC and the Board were satisfied with the contribution of Dato' Tan who had provided independent views, advice, and judgements.</p> <p>The NC and the Board also reviewed the annual evaluation and declaration by Mr. Chong who does not have any conflict of interest or potential conflict of interest with the Company and its subsidiaries, and were satisfied with the management and contribution of Mr. Chong.</p> <p>The Board recommends the re-election of Dato' Tan and Mr. Chong.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The position of the Chairman of the NC is held by Dato' Noraini binti Abdul Rahman who is an INED.	
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	:	The Board has one (1) female director, standing at 16.67% of the overall Board composition.	
		The Board acknowledges the benefits of diversity in Board composition to enable effective discussions and consideration of management issues. The selection of female candidates will, in part, depend on the pool of women candidates with the necessary skills, knowledge, and experience. Ultimately, the decision to appoint female candidates will be based on merit and contribution that the selected candidates will bring to the Board and the Company. If suitable candidates are identified in the future, the Board and the Company may seek to increase female representation.	
<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 Company's Directors are appointed through an objective assessment of their skills, knowledge, experience, integrity, and ability while also considering other factors, such as gender and ethnic diversity, as well as potential conflict of interest that may arise. Currently, the Board has appointed a qualified female Independent Director to sit on the Board, recognising the importance of having a diverse Board to ensure effective governance of the Company.</p> <p>The recruitment of KSM is based on assessment of the candidate's skill set and attitude towards the job, notwithstanding the gender or ethnicity.</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 Directors are required to complete annual evaluation forms to assess the effectiveness of the Board and Board Committees in carrying out their duties. The NC subsequently tables and reviews the assessment outcomes, along with any comments made by the Directors in their evaluations and reports a summary of the discussion to the Board during the Board meeting.</p> <p>The NC is content that the skills, experience, integrity, and contribution of the Directors are adequate, and believes that the Board is currently functioning effectively.</p> <p>The Board will conduct an annual review of the composition of the Board and the tenure of Directors and, if necessary, conduct such reviews periodically to ensure that the Board continues to function effectively and comply with the regulatory requirements.</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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The policies and procedures regarding the remuneration of the Directors and KSM are not published on the Group's website due to the sensitivity of this matter.	
	:	The Company has established internal KPIs to monitor the Company's performance, while the remuneration of the Directors and KSM is benchmarked against the prevailing market rates.	
<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

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

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

Practice 7.2

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

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

Application	:	Applied	
Explanation on application of the practice	:	The RC is chaired by Dato' Tan and comprises of three (3) INEDs. The RC is guided by its TOR which is available on the Company's website.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The disclosure of the remuneration of individual Directors on a named basis is detailed in the table below.

No	Name	Directorate	Company ('000)							Group ('000)							
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	
1	Dato' Ir. Tan Gim Foo	Independent Director	57	Input info here	Input info here	Input info here	Input info here	Input info here	15	72	57	Input info here	Input info here	Input info here	Input info here	15	72
2	Pang Tse Fui	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	384	Input info here	Input info here	75	459
3	Ir. Chong Ngit Sooi	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	384	Input info here	Input info here	75	459
4	Loke Kien Tuck	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	384	Input info here	Input info here	75	459
5	Dato' Noraini binti Abdul Rahman	Independent Director	47	Input info here	Input info here	Input info here	Input info here	Input info here	7	54	47	Input info here	Input info here	Input info here	Input info here	7	54
6	Wee Kee Hong	Independent Director	50	Input info here	Input info here	Input info here	Input info here	Input info here	12	62	50	Input info here	Input info here	Input info here	Input info here	12	62
7	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	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	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	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	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	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	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	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	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	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 remuneration of the top five (5) KSM is not disclosed in consideration of the sensitivity of this information and its potential impact on the Company's human resources. The Company also believes that this non-disclosure will not affect the Shareholders' interests.</p> <p>The Board, through the NC, will ensure that the remuneration of the top five (5) KSM is fair and commensurate with their contributions, taking into account the performance of the Company.</p> <p>The Company will continuously reassess the need for full disclosure and will reconsider this practice if it believes that the disclosure would be beneficial for the Shareholders.</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.

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The position of Chairman of the ARMC is held by an INED, Mr. Wee Kee Hong, while the position of Chairman of the Board is held by Dato' Tan, who is also an INED.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the requirement stated in Practice 9.2 and the same had been incorporated into the TOR of ARMC.</p> <p>As for now, none of the members of the Board were former partners of the external audit firm of the Company within the cooling off period of three (3) years. Therefore, no such individuals have been appointed as a member of the ARMC.</p> <p>The TOR of the ARMC is available for reference in the Company's website at www.anekajaringan.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The ARMC is guided by its TOR, which specify that one of the roles and responsibilities of the ARMC is to assess the External Auditor’s independence, objectivity, and suitability.</p> <p>The ARMC monitored and reviewed the performance and independence of the External Auditor and was satisfied that the External Auditor maintained their independence throughout the audit engagement.</p> <p>The External Auditor also confirmed that they are and have remained independent throughout the conduct of their audit engagement in accordance with the relevant regulations.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The ARMC comprises solely of three (3) INEDs.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The members of the ARMC possess a diverse range of skills and expertise to enable the committee to effectively discharge its duties. Mr. Wee Kee Hong, who serves as the Chairman of the ARMC, is a member of the Malaysian Institute of Accountants, while the other two (2) members include a professional engineer and a retired High Court Judge of Malaya respectively.</p> <p>The Directors were briefed on any changes to the accounting standards that may affect the Group's financial statements from time to time.</p> <p>The members of the ARMC commit to continuous professional development to stay updated on relevant developments in accounting and auditing standards, practices, and rules as and when required.</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 Group’s Enterprise Risk Management (“ERM”) Policy and Procedures outlines the governance structure and groupwide risk management procedures implemented to identify, evaluate, and manage various levels and types of risks the Group faces in its business operations.</p> <p>Additionally, the Group has also established an internal control system, which is disclosed in the Statement on Risk Management and Internal Control in AR 2024 (“SORMIC”).</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Group incorporates a ERM Policy and Procedures which is included in the SORMIC. The statement details the risk management framework and internal control system and the adequacy and effectiveness of the risk management framework and internal control system.	
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	:	Management outsources its internal audit function to Sterling Business Alignment Consulting Sdn. Bhd. (“Sterling”) which is an independent professional consultancy firm. The ARMC evaluates its appointment of the Internal Auditors based on various criteria including their competency, independence, and ability to conduct the internal audit effectively. The Internal Auditors adopt the Committee of Sponsoring Organisations of the Treadway Commission Internal Control – Integrated Framework (“COSO Framework”) in their internal audit.	
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>To ensure greater independence and objectivity, the Group’s internal audit function was outsourced to an independent professional consultancy firm, Sterling, during the financial year under review. Sterling is a corporate member of the Institute of Internal Auditors Malaysia (“IIAM”).</p> <p>Sterling does not have any relationships or conflicts of interests that could compromise its ability to conduct its duties objectively and independently. Additionally, Sterling rotates its lead Internal Auditors for each Internal Audit Review, depending on the scope of the review.</p> <p>Dr. So Hsien Ying serves as the Principal Consultant/Director of Sterling, boasting over 20 years of internal audit experience. She holds the title of a Certified Internal Control Professional from Internal Control Institute, USA. Furthermore, she possesses both a master’s degree and bachelor’s degree and is an associate member of IIAM. The staff involved in the internal audit reviews possess professional qualifications and/or a university degree.</p> <p>Sterling deploys between three (3) to four (4) Internal Auditors per visit when conducting the internal audit reviews. Sterling adopts the COSO Framework as its basis for evaluating the Group’s internal control system. Additionally, Sterling adheres the International Professional Practices Framework (“IPPF – 2017”) in executing its duties.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board is cognisant of the significance of continuous communication between the Company and its stakeholders to foster mutual understanding of each other's expectations. It recognises the importance of maintaining ongoing engagement with the stakeholders to establish trust and understanding. This is achieved by ensuring that all material business events of the Company are being communicated to stakeholders, allowing them to make informed decisions. These communications are done through announcements and quarterly results released through Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com and are also made available at the Company's website at www.anekajaringan.com .
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 AGM is issued at least 28 days prior to the meeting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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 members of the Board and various Board Committees as well as relevant KSM of the Company shall attend the general meetings of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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>During the financial year under review, the general meetings of the Company were conducted on a fully virtual basis and entirely via remote participation and voting via the online meeting platform provided by its Share Registrar.</p> <p>Shareholders are entitled to appoint proxy(ies)/representative(s)/ Chairman of the meeting to vote on their behalf in their absence during these general meetings.</p> <p>Appropriate measures are taken to ensure the adoption of good cyber hygiene practices.</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	: During the financial year under review, the Company's general meetings were conducted on a fully virtual basis and entirely via remote participation and voting via the online meeting platform provided by its Share Registrar. Shareholders, proxies, authorised representatives, and attorneys have the option to submit questions to the Board in advance of the general meetings or pose questions to the Board in real time via submission of typed text. The Board responded to the questions received for the general meetings.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	<p>During the financial year under review, the Company's general meetings were conducted on a fully virtual basis and entirely via remote participation and voting via the online meeting platform provided by its Share Registrar.</p> <p>Shareholders, proxies, authorised representatives, and attorneys may submit questions to the Board in advance of the general meetings or pose questions to the Board via real time submission of typed text.</p> <p>The Board responded to the questions received for the general meetings.</p> <p>Questions posed by Shareholders shall be made visible to all meeting participants during the meeting itself.</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	:	Minutes of the general meetings held during the financial year under review were made available on the Company's website within the stipulated time frame.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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