

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 0265  
**COMPANY NAME** : INFOMINA BERHAD  
**FINANCIAL YEAR** : May 31, 2023

### **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 of Directors ("<b>the Board</b>") takes full responsibility for the performance of the Company and its subsidiaries ("<b>the Group</b>") and plays an integral role in leading the Group towards achieving its short and long-term objectives, setting corporate strategies for growth and new business development. Every Director keeps abreast of his/ her responsibilities as a Director and of the conduct, business activities and development of the Group.</p> <p>The Board has delegated the day-to-day operations of the Group to the Managing Director ("<b>MD</b>"), Executive Directors ("<b>EDs</b>") and Key Senior Management ("<b>KSM</b>"). They manage the Group in accordance with the strategies and policies approved by the Board.</p> <p>The roles and responsibilities of the Board are as follows:-</p> <ol style="list-style-type: none"><li>1. Together with Management, promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;</li><li>2. Reviewing and setting a strategic plan for the Group to ensure that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;</li><li>3. Reviewing, challenging and deciding on Management's proposals for the Group, and monitoring its implementation by Management;</li><li>4. Overseeing the conduct of the Group's business to ensure it is properly managed, including supervising and assessing corporate behaviour and conduct of the business of the Group;</li></ol>

5. Identifying the principal risks and ensuring implementation of appropriate internal controls and mitigation measures to achieve a proper balance between risks incurred and potential returns to the shareholders;
6. Setting the risk appetite within which the Board expects Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risk;
7. Reviewing the information and risk management and internal control system and the effectiveness of management;
8. Ensuring KSM has the necessary skills and experience, and there are measures for orderly succession planning for the Company's Board and KSM which are reviewed on an annual basis, and to ensure that there are appropriate policies for training, appointment and performance monitoring of KSM;
9. Developing and implementing an investor relations programme or shareholders' communications policy for the Group to enable effective communication with stakeholders;
10. Reviewing and approving financial statements;
11. Reviewing and approving the Company's annual report;
12. Ensuring the integrity of the Company's financial and non-financial reporting; and
13. Undertaking a formal and objective annual evaluation to determine the effectiveness of the Board, the Board Committees and each individual Director.

The Board has set up the following Board Committees with different functions delegated to assist the Board in carrying out its duties and responsibilities:-

- (a) Audit and Risk Management Committee ("**ARMC**"); and
- (b) Nominating and Remuneration Committee ("**NRC**").

Apart from the above Board Committees, the Board may from time to time establish other Board Committees to assist the Board in discharging its responsibilities more effectively.

Each Board Committee is empowered to examine particular issues within its Terms of Reference ("**TOR**") and make the necessary recommendations to the Board for its consideration and decision making.

<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>	:	<p>The Board is led by Puan Saleena Binti Mohd Ali, an Independent Non-Executive Chairperson.</p> <p>She is responsible for marshalling the effective functioning of the Board, including the collective oversight of management. She leads and manages the Board with a keen focus on governance and compliance. In turn, the Board monitors the functions of the Board Committees in accordance with their respective TOR, to ensure its own effectiveness.</p> <p>The responsibilities of the Chairperson of the Board, amongst others, are as follows:-</p> <ol style="list-style-type: none"><li>1. Setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;</li><li>2. Leading the Board in establishing and monitoring good corporate governance practices in the Group;</li><li>3. Leading Board meetings and discussions and acting as a facilitator at Board and ensuring appropriate level of interaction among Board members;</li><li>4. Encouraging active participation at Board meetings and allowing dissenting views to be freely expressed;</li><li>5. Promoting constructive and respectful relations between Directors and KSM;</li><li>6. Ensuring compliance with all relevant regulations and legislation; and</li><li>7. Representing the Board to shareholders and ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.</li></ol>
<b>Explanation for departure</b>	:	

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

<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>	:	<p>The roles and responsibilities of the Chairperson and the MD are distinct, separate and clearly defined in the Board Charter. Both positions are held by different individuals to ensure a clear and proper balance of power and authority.</p> <p>Puan Saleena Binti Mohd Ali, the Independent Non-Executive Chairperson, leads and manages the Board by focusing on governance and compliance matters of the Group.</p> <p>Mr Yee Chee Meng, the MD, spearheads the day-to-day management of the businesses and operations of the Group and is responsible for the development and implementation of the Board's decisions, policies and strategies.</p> <p>The separation in the roles of the Chairperson and MD strengthens the Board's role in exercising objective oversight over management and alleviates conflicts.</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

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>	: The Chairperson of the Board is neither a member of the ARMC nor the NRC.  However, she attended the meetings of the ARMC and NRC held during the financial year ended ("Financial Year") 31 May 2023 ("Financial Year 2023") as an observant and provides valuable insights on the matters discussed during the meetings. Notwithstanding her attendance at the Board Committees' meetings, she is not involved in the decision-making of resolutions, proposals and matters tabled for approval at these Board Committees. Further, her independent role will not impair the objectivity of the Board Committees.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	: The Board acknowledges the best practice under the Malaysia Code on Corporate Governance ("MCCG") and will seek input from the Chairperson during the Board meetings instead of Board Committees' meetings to promote a higher level of objectivity and independency for discussions in the respective Board Committees' meetings.
<b>Timeframe</b>	: Within 1 year



## 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>	<p>The Board is supported by two (2) external competent Company Secretaries, namely Ms Yeng Shi Mei, a member of the Malaysian Institute of Chartered Secretaries and Administrators, and Ms Chong Lay Kim, a licensed secretary by Registrar of Companies. Both the Company Secretaries are qualified under Section 235(2) of the Companies Act 2016 (“<b>CA 2016</b>”) and are experienced in discharging their duties and responsibilities to the Board.</p> <p>The Company Secretaries work closely with the Board and Board Committees, and play an important role in implementation of corporate governance by advising the Board and its Committees in compliance with the ACE Market Listing Requirements (“<b>ACE LR</b>”) of Bursa Malaysia Securities Berhad (“<b>Bursa Securities</b>”), the CA 2016 and other relevant laws and regulations.</p> <p>The Company Secretaries ensure that deliberations at Board and Board Committees’ meetings are well documented, and subsequently communicated to Management for appropriate actions.</p> <p>The roles and responsibilities of the Company Secretaries are, among others, the following:-</p> <ol style="list-style-type: none"><li>1. Ensuring that the Board procedures are followed while a meeting is conducted;</li><li>2. Managing all Board and Board Committees meeting logistics, and attending and recording minutes of all Board and Board Committees meetings;</li><li>3. Advising the Board on its roles and responsibilities;</li><li>4. Advising the Board on corporate disclosures and compliance with company law and securities regulations and ACE LR;</li><li>5. Managing procedures pertaining to Annual General Meeting (“<b>AGM</b>”); and</li></ol>

	<p>6. Monitoring corporate governance developments and assisting the Board in adopting good corporate governance practices to meet the Board’s needs and stakeholders’ expectation</p> <p>The Company Secretaries keep themselves abreast of relevant corporate governance and regulatory requirements by undertaking continuous professional development.</p>	
<p><b>Explanation for departure</b></p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	:	
<p><b>Timeframe</b></p>	:	

## Intended Outcome

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

## Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Directors may hold meetings for the despatch of business and adjourn and otherwise regulate their meetings as they think fit. The annual meeting schedule for Board and Board Committees meetings is prepared and circulated in advance to facilitate Directors' planning.</p> <p>The Chairperson of the Board, together with Management and the Company Secretaries, undertake the primary responsibility for preparing the agenda items for the Board meetings. The agenda items include, amongst others, matters specifically reserved for the Board's decision, high-priority strategic issues and where required, operational issues.</p> <p>The notice of Board meetings, meeting papers and any other relevant documents are made available at least five (5) business days in advance, or shorter notice where it is unavoidable to the Board to facilitate meaningful deliberation and decision-making during each meeting. The information provided is of a quality which is appropriate to enable decision-making on the issues at hand.</p> <p>In order to ensure information and documents are disseminated in a timely and efficient manner, the Company has leveraged on technology to deliver documents to the Directors.</p> <p>Each Director, prior to attending the meetings, review all materials provided by the Company relating to matters to be considered at the meetings.</p> <p>The Board Committee meetings are conducted separately from the Board meetings to enable objective and independent discussions during the meetings. In addition, KSM is invited to the meetings to explain and clarify the items tabled to the Board and Board Committees.</p> <p>The Chairperson of the Board ensures that adequate time is allocated for discussion of issues tabled to the Board for deliberation.</p> <p>Upon completion of each Board meeting, the Company Secretaries will circulate the minutes to the Directors for review before approving it as soon as practicable. The Board ensures that the minutes of meetings accurately reflect the deliberations and decisions of the Board,</p>

	<p>including dissenting view and Directors' abstention from deliberation and decision on a particular manner, as well as the rationale behind those decisions.</p> <p>The summary of Written Resolutions, which have been passed since the last Board meeting, is circulated for notation of the Board and recorded in the minutes of meetings.</p> <p>Such minutes having been signed by the Chairperson of the next succeeding meeting shall be sufficient evidence of such proceedings.</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 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Charter was adopted by the Board on 4 October 2022 in preparation for the listing of the Company. The Company was listed on the ACE Market of Bursa Securities on 25 November 2022.</p> <p>The Board Charter provides guidance to the Board in the fulfilment of its roles, duties and responsibilities which are in line with the principle of good corporate governance.</p> <p>The roles and responsibilities of the Board, Board Committees, Chairperson, MD, EDs, Independent Directors ("<b>IDs</b>") as well as KSM are clearly defined in the Board Charter.</p> <p>The Board takes full responsibility for the oversight and overall performance of the Group. The Board reserves a formal schedule of matters for the Board's deliberation and approval for the following matters:</p> <ul style="list-style-type: none"><li>(a) Strategic issues and planning, including sustainability;</li><li>(b) Budget and performance reviews;</li><li>(c) Quarterly financial results and audited financial statements;</li><li>(d) Dividend policy or declaration of dividends;</li><li>(e) Capital expenditures;</li><li>(f) Material borrowings;</li><li>(g) Treasury policies;</li><li>(h) Key human resources issues;</li><li>(i) Material acquisitions and disposals of undertakings and properties;</li><li>(j) Proposed appointment of External Auditors and their audit fees;</li><li>(k) Related party transactions ("<b>RPTs</b>"), recurrent RPT and conflict of interest, and any other transaction, procedures or course of conduct that raises question on management integrity and any recommendations relating thereto as set out in the TOR of ARMC; and</li><li>(l) New venture.</li></ul>

	<p>The Board Charter is subject to periodical review by the Board to reflect the current needs and nuances of the Company to ensure it remains consistent with the Group’s policies and procedures, the Board’s objective and responsibilities as well as continued compliance with legal and corporate governance requirements, ACE LR of Bursa Securities and the Company’s Constitution.</p> <p>A copy of the Board Charter is available on Company’s corporate website at <a href="http://www.infomina.co">www.infomina.co</a>.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board has adopted a Code of Conduct and Ethics ("<b>CCE</b>") on 4 October 2022 which outlines the standards of conduct and business ethics that shall be observed by all Directors and employees of the Group.</p> <p>The CCE offers guidance for professional conduct, which includes the following key areas:-</p> <ul style="list-style-type: none"><li>(a) Employees' Responsibilities to the Company;</li><li>(b) Employees' Responsibilities to workplace;</li><li>(c) Commitment to the Environment;</li><li>(d) Privacy and Confidentiality;</li><li>(e) Use of the Company's Name, Facilities and Relationship;</li><li>(f) Conflict of Interest;</li><li>(g) Misuse of Position;</li><li>(h) Misuse of Information;</li><li>(i) Completeness and Accuracy of Relevant Records;</li><li>(j) Fair and Equitable Treatment;</li><li>(k) Utmost Good Faith and Integrity;</li><li>(l) Workplace Intimate Relationship; and</li><li>(m) Misconduct; and</li><li>(n) Business Continuity Plan</li></ul> <p>The Group is committed to prohibit bribery and corruption in the business conduct within the Group. The Anti-Bribery and Anti-Corruption Policy and Guidelines ("<b>ABAC Policy</b>") was adopted by the Board on 4 October 2022 to set guided principles for employees, Directors and associates in relation to dealing with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business.</p> <p>The Directors of the Company have a stewardship responsibility to communicate the requirements of the ABAC Policy and to guide the</p>

	<p>organisation in dealing with concerns arising from wrongful activities or wrongdoings.</p> <p>A copy of the CCE and ABAC Policy are made available on the Company's corporate website at <a href="http://www.infomina.co">www.infomina.co</a> and will be reviewed by the Board periodically to ensure that they remain relevant and appropriate taking into consideration the needs of the Company as well as any changes to the Malaysian Code on Corporate Governance ("<b>MCCG</b>"), ACE LR of Bursa Securities or any other regulatory requirements.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		



### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has adopted a Whistleblowing Policy &amp; Guidelines with the intention to promote a high standard of standards of ethical, moral, and legal conduct that provides avenue for all employees of the Group and members of the public to raise concerns or disclose any improper conduct within the Group and to take appropriate action to resolve them effectively.</p> <p>The Board upholds the following policies in dealing with concerns arising from wrongful activities or wrongdoings:-</p> <ol style="list-style-type: none"><li><b>1. To encourage active and moral obligation to report wrongdoings</b> All employees and others are required to report any ongoing or suspected wrongful activities or wrongdoings at the earliest possible stage through the proper channel of reporting so that immediate action can be taken.</li><li><b>2. To use internal disclosure to report wrongdoings</b> As far as reasonable, internal disclosure is encouraged and used to avoid public crisis.</li><li><b>3. To protect the whistleblower</b> Where the disclosure is made in good faith, the whistleblower will be protected against victimisation or other adverse treatment.</li><li><b>4. To ensure appropriate and fair disciplinary actions</b> All actions taken against the alleged wrongdoers would be fair and without prejudice.</li><li><b>5. To require that an effective whistleblowing guideline be established and maintained by the Company</b> Whistleblowing guidelines must be sufficient to:-<ul style="list-style-type: none"><li>• Establish formal and robust whistleblowing guidelines</li><li>• Prohibit legal sanctions for retaliatory action taken against the whistleblower;</li><li>• Establish timely, feedback, response and remedial and/or corrective action;</li></ul></li></ol>

	<ul style="list-style-type: none"> <li>• Ensure that the policy is properly communicated to all employees;</li> <li>• Establish procedures to maintain records confidentiality and retention; and</li> <li>• Embedded integrity, transparency and accountability within the business.</li> </ul> <p>The Whistleblowing Policy &amp; Guidelines was adopted by the Board on 4 October 2022 and is made available on the Company's corporate website at <a href="http://www.infomina.co">www.infomina.co</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

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 Board takes into consideration sustainability issues when it oversees the planning, performance and long-term strategy of the Group and views the commitment to do so as part of its broader responsibility to all its various stakeholders.</p> <p>The Group strives to achieve a sustainable balance between meeting its business goals, preserving the environment to sustain the ecosystem and the welfare of its employees and the communities in which it operates.</p> <p>At Management level, the responsibility to implement and manage the Group's sustainability agenda lies with the Head of Human Resources, who is assisted by the Finance Department and Corporate Communications Department which manage the day-to-day sustainability efforts and activities.</p> <p>The Group's efforts to promote sustainable initiatives for the communities in which it operates, the environment and the employees are set out in the Sustainability Statement in pages 39 to 45 of the Company's Annual Report 2023.</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 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges that our stakeholders are impacted by and have a vested interest in the Group’s business operations. Effective stakeholder communication is key to an inclusive Environmental, Social and Governance (“ESG”) initiatives. The feedback and concerns from stakeholders are crucial in identifying, prioritising and managing the material ESG topics which may have an impact on the Group’s business sustainability in the long term.</p> <p>A variety of engagement channels are used to monitor, measure and manage stakeholders' concerns and expectations timely and effectively. The Group’s sustainability activities are communicated to its internal and external stakeholders through various engagement channels include, among others, the Company’s corporate website, Annual Report, AGM, analyst briefings and etc.</p> <p>For further details on stakeholder engagement, please refer to the Sustainability Statement in page 40 of the Company’s Annual Report 2023.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<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 4.3

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>	:	<p>The Board are committed to stay abreast with sustainability issues associated with the ever-evolving operating environment which are relevant to its business to ensure the Board have the sufficient understanding and knowledge of sustainability issue. This may include, but is not limited to internal and external trainings and development programmes on sustainability-related topics, as well as reading materials from international guidance and standards released.</p> <p>The Board received updates on the progress of the Group's ESG journey from the MD and was briefed on the changes of the ACE LR of Bursa Securities pertaining to sustainability reporting requirements by the Company Secretaries.</p> <p>The Board through the NRC will continue to identify suitable sustainability-related training programmes for the Board and Management.</p> <p>The training programmes attended by each Director in the Financial Year 2023 are set out in page 54 of the Company's Annual Report 2023.</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 4.4

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>	:	Governance of sustainability was a criterion of the Board's performance evaluation for Financial Year 2023 of which sustainability-related questionnaire had been embedded in the Board and Board Committee's evaluation form to evaluate the Board's performance in addressing material sustainability risks and opportunities.	
		There were no sustainability key performance indicators and targets embedded in the annual performance evaluation of the KSM thus far.	
		The Board takes heed on the performance evaluations of the KSM in addressing material sustainability risks and opportunities and will consider to include this as one of the criteria in the future annual performance evaluation exercise.	
<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>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Board through the NRC, has appointed Encik Azham Bin Mat Yasir, Head of Human Resources of the Company, is assisted by Finance Department and Corporate Communications Department to managed the day-to-day sustainability efforts and activities.</p> <p>The Head of Human Resources will be responsible for monitoring the implementation of sustainability-related policies, measures and actions in achieving the Group's sustainability milestones and goals.</p>



## 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 NRC assists the Board in conducting annual review on the Board composition, assessed the suitability of the candidates for re-election of Directors by shareholders under the annual re-election provisions or retirement in accordance with the Company's Constitution, with due consideration to the extent to which the interplay of the Director's expertise, skills, knowledge, tenure and experience with those of other board members, fit and proper criteria, as well as their roles as committee members. The re-election of a Director is contingent on satisfactory evaluation of the Director's performance and contribution to the Board as well as the receipt of the fit and proper declarations in accordance with the Directors' Fit and Proper Policy from the retiring Directors.</p> <p>In accordance with Clause 76(3) of the Company's Constitution, one-third of the Directors for the time being shall retire annually and all Directors shall retire once at least in each three (3) years but shall be eligible for re-election. The Directors appointed during the financial year are subject to retirement at the next AGM held following their appointments in accordance with Clause 78 of the Company's Constitution. The schedule for retirement by rotation is based on the Directors who have been longest in office since the Director's last appointment or re-election.</p> <p>At the Tenth AGM of the Company held on 11 November 2022, the following Directors who retired by rotation pursuant to Clause 78 of the Company's Constitution have been re-elected as Directors of the Company:-</p> <ul style="list-style-type: none"><li>(i) Nor'Azamin Bin Salleh;</li><li>(ii) Saleena Binti Mohd Ali;</li><li>(iii) Tay Weng Hwee; and</li><li>(iv) Muhriz Nor Iskandar Bin Mohamed Murad.</li></ul> <p>The NRC had in July 2023 assessed the performance and contributions of the following Directors ("<b>Retiring Directors</b>") for Financial Year 2023 who are subject to retirement pursuant to the Company's Constitution at the forthcoming Eleventh AGM:-</p>

	<p>(i) Lim Leong Ping @ Raymond Lim;  (ii) Nasimah Binti Mohd Zain; and  (iii) Yee Chee Meng.</p> <p>All the Retiring Directors have expressed their intention to seek for re-election at the forthcoming Eleventh AGM.</p> <p>The NRC was satisfied with the performance of the Retiring Directors and recommended to the Board for consideration and subsequently to the shareholders for approval at the forthcoming Eleventh AGM.</p> <p>As the Company was debuted on the ACE Market of Bursa Securities on 25 November 2022, none of the Independent Non-Executive Directors (“INEDs”) have served the Board for a cumulative period of 9 years as of 31 May 2023.</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 5.2

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 current Board comprises eight (8) members with four (4) being INEDs, three (3) EDs, and a MD.</p> <table border="1"> <thead> <tr> <th>DIRECTORS</th> <th>DESIGNATION</th> </tr> </thead> <tbody> <tr> <td>Saleena Binti Mohd Ali</td> <td>Independent Non-Executive Chairperson</td> </tr> <tr> <td>Yee Chee Meng</td> <td>Managing Director</td> </tr> <tr> <td>Lim Leong Pin @ Raymond Lim</td> <td>Executive Director</td> </tr> <tr> <td>Mohd Hoshairy Bin Alias</td> <td>Executive Director</td> </tr> <tr> <td>Nasimah Binti Mohd Zain</td> <td>Executive Director</td> </tr> <tr> <td>Tay Weng Hwee</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>Nor'Azamin Bin Salleh</td> <td>Independent Non-Executive Director</td> </tr> <tr> <td>Muhriz Nor Iskandar Bin Mohamed Murad</td> <td>Independent Non-Executive Director</td> </tr> </tbody> </table> <p>The assessment of independence of the INEDs are conducted annually via Independent Directors' Self-Assessment Form. All the INEDs of the Company met the relevant criteria for independence as defined under Rule 1.01 and Guidance Note 9 of the ACE LR of Bursa Securities.</p> <p>The Directors are of the opinion that the current Board size and composition is appropriate for the scope and nature of the Group's business and operations and for facilitating effective discussions and decision making. No individual or group dominates the Board's decision making. The Board maintains an appropriate balance of expertise, skills and attributes among the Directors. This is reflected in the diverse backgrounds and competencies of the Directors. All the Directors of the Company do not hold more than five (5) directorships in listed issuers as required under Rule 15.06 of the ACE LR of Bursa Securities.</p>	DIRECTORS	DESIGNATION	Saleena Binti Mohd Ali	Independent Non-Executive Chairperson	Yee Chee Meng	Managing Director	Lim Leong Pin @ Raymond Lim	Executive Director	Mohd Hoshairy Bin Alias	Executive Director	Nasimah Binti Mohd Zain	Executive Director	Tay Weng Hwee	Independent Non-Executive Director	Nor'Azamin Bin Salleh	Independent Non-Executive Director	Muhriz Nor Iskandar Bin Mohamed Murad	Independent Non-Executive Director
DIRECTORS	DESIGNATION																			
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Muhriz Nor Iskandar Bin Mohamed Murad	Independent Non-Executive Director																			
<b>Explanation for departure</b>	:																			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																				

<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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Company was listed on the ACE Market of Bursa Securities on 25 November 2022.  As of 31 May 2023, none of the Independent Directors has served the Board for a cumulative period of nine (9) years.	
<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 5.4 - 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.*

<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.

<b>Application</b>	:	Applied																																						
<b>Explanation on application of the practice</b>	:	<p>The Company practices meritocracy in the appointment of Board members and KSM.</p> <p>The NRC is delegated with the responsibilities of assessing and recommending potential candidates to be appointed as Directors and KSM based on the required mix of skills, knowledge, expertise, experience, professionalism, commitment, integrity, character and competencies in meeting the needs of the Company. For the position of INED, the NRC will evaluate the candidates' ability to discharge such responsibilities as expected from INED. The ultimate decision on the appointment is solely at the discretion of the Board.</p> <p>In January 2023, the Board adopted the Directors' Fit and Proper Policy, which will enhance the governance of the Company in relation to the Board's quality and integrity, as well as ensure that each Director has the character, experience, integrity, competence, time and commitment to effectively discharge his role as a Director.</p> <p>The Board is supportive of diversity in terms of age, cultural background and gender in the workplace. The gender, ethnicity and age of the Directors and KSM as at 31 May 2023 are set out follows:-</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th rowspan="2"></th> <th colspan="2">Gender</th> <th colspan="2">Ethnicity</th> </tr> <tr> <th>Male</th> <th>Female</th> <th>Malay</th> <th>Chinese</th> </tr> </thead> <tbody> <tr> <td>No. of Directors</td> <td>6</td> <td>2</td> <td>5</td> <td>3</td> </tr> <tr> <td>No. of KSM</td> <td>3</td> <td>1</td> <td>1</td> <td>3</td> </tr> </tbody> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th rowspan="2"></th> <th colspan="4">Age</th> </tr> <tr> <th>30-39 years</th> <th>40-49 years</th> <th>50-59 years</th> <th>60-69 years</th> </tr> </thead> <tbody> <tr> <td>No. of Directors</td> <td>1</td> <td>2</td> <td>4</td> <td>1</td> </tr> <tr> <td>No. of KSM</td> <td>1</td> <td>0</td> <td>3</td> <td>0</td> </tr> </tbody> </table> <p>The prescribed criteria for the appointment and re-election of Directors are stipulated in the Company's Board Charter, TOR of the NRC and</p>		Gender		Ethnicity		Male	Female	Malay	Chinese	No. of Directors	6	2	5	3	No. of KSM	3	1	1	3		Age				30-39 years	40-49 years	50-59 years	60-69 years	No. of Directors	1	2	4	1	No. of KSM	1	0	3	0
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	Directors' Fit and Proper Policy which are available on the Company's website at <a href="http://www.infomina.co">www.infomina.co</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>	:	



### 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>	:	<p>The NRC was established on 4 October 2022 and all the Directors were appointed before the listing of the Group on the ACE Market of Bursa Securities on 25 November 2022. As such, the NRC had not gone through the procedures on identifying and the selection of candidates for appointment of Directors since its establishment.</p> <p>The appointment of INEDs in January 2022 were recommended by the Company's Financial Advisor, Newfields Advisors Sdn Bhd. The solicitors in relation to the Company's Initial Public Offering exercise had conducted an in-depth assessment and due diligence such as interview session, solvency and company searches prior to their appointment as INEDs of the Company.</p> <p>The Board is mindful of this practice and would consider referrals from external sources to identify suitably qualified candidates when the need arises in the future and will not solely rely on recommendations from existing Board members, KSM and/or major shareholders.</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 5.7

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>During the Financial Year 2023, there is no change to the composition of the Board.</p> <p>The Board ensures that shareholders are kept informed on any changes in the composition of the Board and Board Committees via announcements on Bursa Link within the prescribed timeline under the ACE LR of Bursa Securities.</p> <p>The information on the re-election of the Retiring Directors as well as the Board's statement on the re-election of the Directors are set out in the Explanatory Notes to the Notice of the Eleventh AGM for shareholders to make an informed decision on the re-election of the Retiring Directors.</p> <p>The profile of the Directors who are due for retirement and eligible for re-election are set out in the Company's Annual Report 2023.</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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The NRC comprises three (3) members, whom are INEDs and is chaired by Mr Tay Weng Hwee.</p> <p>The profile of Mr Tay Weng Hwee is available on page 16 of the Company's Annual Report 2023.</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 5.9

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>As at 31 May 2023, the Board comprises two (2) women Directors which constitutes 25% female representation on the Board.</p> <p>The Board acknowledged the importance of boardroom diversity and workforce gender diversity policy and encourages a mix of gender in the Board and Senior Management to ensure there is a healthy talent pipeline.</p> <p>Notwithstanding that the Company undertook the appointment of an additional female Director within one year from the date of the Company's listing on the ACE Market of Bursa Securities to meet the recommendation of 30% female Board members, the Board is of view that the current Board size and composition is appropriate for the scope and nature of the Group's business and operations and for facilitating effective discussions and decision making.</p> <p>In this connection, the Board unanimously agreed to defer the appointment of a female Director until further notice.</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**

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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board believes the Company's existing processes have served the purpose of a formal policy on diversity and at the same time ensuring that all Directors are appointed on merit.	
		The Board acknowledges the importance of boardroom diversity and the recommendation of the MCCG pertaining to the establishment of a gender diversity policy.	
		The Board would consider adopting a gender diversity policy for the board and KSM in the future.	
<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

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 Board has adopted a formal and objective annual evaluation and delegates the duty to perform the annual assessment on the effectiveness of the Board, its committees and the contribution of each individual Director ("<b>Board Assessment</b>") of the Company to the NRC.</p> <p>The Board Assessment for Financial Year 2023 was conducted by way of questionnaires covering the following assessment criteria and facilitated by the external Company Secretaries from Tricor Corporate Services Sdn Bhd:-</p> <ul style="list-style-type: none"><li>(a) Evaluation on the Board composition and structure, quality of information and decision making, boardroom activities, Board relationship with Management, ESG and the Board Committees.</li><li>(b) Evaluation on the ARMC quality and composition, skills and competencies, meeting administration and conduct as well as evaluation of Internal Audit Function.</li><li>(c) Directors' self and peer evaluation on fit and proper, contribution and performance as well as calibre and personality.</li></ul> <p>ESG related questionnaires had been embedded into Board Assessment in measuring and monitoring the Board's value-added role in ESG oversight.</p> <p>The external Company Secretaries started the Board Assessment process with the creation of the questionnaires, coordinating the distribution of questionnaires to each Director and thereafter, collated and summarised the results received from the respective Directors and tabled them to the NRC for review and discussion. The Board Assessment results were then presented to the Board for further discussion and endorsement. The deliberations of the NRC and the Board on the Board Assessment outcome were properly documented.</p>

	<p>The results of the Board assessment for the Financial Year 2023 revealed that the current mix of skills and experience of the Board of Directors and the respective Board Committees as a whole had met the requirements of the Company and the overall performance of the Board, the Board Committees and the members of the Board was effective and satisfactory.</p> <p>Nonetheless, the Board has identified the following areas for improvement in future:-</p> <ul style="list-style-type: none"> <li>(i) Boardroom gender diversity;</li> <li>(ii) Conflict of Interest Policy;</li> <li>(iii) Business Strategies and Direction; and</li> <li>(iv) ESG matters.</li> </ul>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>As of 31 May 2023, the Board has yet to adopt a Remuneration Policy which serves as a guide on determining the remuneration of Directors and KSM of the Company.</p> <p>Nonetheless, the performance of Directors is measured by the Directors' contribution to both the Board and the Company.</p> <p>In determining the remuneration packages of Directors and KSM, the NRC takes into consideration the following:-</p> <ul style="list-style-type: none"> <li>i. technical competency, skills, expertise and experience;</li> <li>ii. qualification and professionalism;</li> <li>iii. integrity;</li> <li>iv. roles and responsibilities;</li> <li>v. Company's performance in managing material sustainability risks and opportunities; and</li> <li>vi. aligned with the business and risks strategies, and long-term objectives of the Group.</li> </ul> <p>A fair, reasonable and competitive remuneration package was provided to the EDs and KSM to ensure that the Company attracts and retains high calibre EDs and KSM who have the skills, experience and knowledge to increase entity value to the benefit of all shareholders.</p> <p>The fees and any benefits payable to the INEDs shall be subject to annual shareholder approval at the General Meeting ("<b>GM</b>") of the Company.</p>



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

<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 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 NRC, which comprises solely INEDs, foster objectivity in the deliberation and decision-making of the NRC.</p> <p>The NRC assists the Board among others, review the Group's policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Directors and KSM on an annual basis and makes recommendations to the Board for approval.</p> <p>The NRC may obtain independent advice in establishing the level of remuneration for the EDs and KSM. The remuneration packages of EDs and KSM comprise a fixed salary and allowances as well as bonus approved by the Board whilst the remuneration of the INEDs comprises annual fees, meeting allowance and reimbursement of expenses for their services in connection with Board and Board Committee meetings.</p> <p>Despite the remuneration packages of the EDs were decided by the Board as a whole, the EDs are abstained from the deliberation and decision of their own remuneration.</p> <p>Further, Directors who are shareholders and controlling shareholders with a nominee or connected Director on the Board would be abstained from voting on the resolution to approve the Directors' fees at the AGM.</p> <p>The TOR of the NRC is available on the Company's website at <a href="http://www.infomina.co">www.infomina.co</a>.</p> <p>The Company will table separate resolutions on the approval of INEDs' remuneration at the forthcoming Eleventh 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**

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 detailed disclosure on a named basis for the remuneration package of individual Directors of the Company for the Financial Year 2023, including fees, salaries, allowances, defined contributions, benefits-in-kinds and others, is set out below and disclosed in page 56 of the Company's Annual Report 2023.

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	Saleena Binti Mohd Ali	Independent Director	72	4	0	0	0	0	76	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Yee Chee Meng	Executive Director	0	0	1200	800	60	253	2313	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Lim Leong Ping @ Raymond Lim	Executive Director	0	0	750	150	14	98	1012	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Mohd Hoshairy Bin Alias	Executive Director	0	0	308	150	0	59	517	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Nasimah Binti Mohd Zain	Executive Director	0	0	308	150	0	59	517	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Nor'Azamin Bin Salleh	Independent Director	72	4	0	0	0	0	76	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Tay Weng Hwee	Independent Director	60	4	0	0	0	0	64	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Muhriz Nor Iskandar Bin Mohamed Murad	Independent Director	60	4	0	0	0	0	64	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### Intended Outcome

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

### Practice 8.2

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Company adopts a remuneration system that is responsive to the market elements and performance of the Group and business divisions.</p> <p>The Board acknowledged the need for transparency in the disclosure of its KSM's remuneration. Nonetheless, the Board is of the opinion that such disclosure might be detrimental to the Group's business interests given the highly competitive human resource environment in which the Group operates where intense headhunting for candidates with the requisite expertise, knowledge and relevant professional experience is the norm.</p> <p>As such, disclosure of specific remuneration information could give rise to recruitment and talent retention issues going forward.</p> <p>The disclosure of the remuneration of the KSM of the Group is currently made on an aggregate basis on page 57 of the Company's Annual Report 2023.</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.

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>	:	<p>The Board has established an ARMC comprises solely INEDs.</p> <p>The ARMC is led by Encik Nor'Azamin Bin Salleh who was appointed as its Chairperson since 4 October 2022, whilst the Chairperson of the Board is Puan Saleena Bin Mohd Ali.</p> <p>The Company's Board Charter and the TOR of the ARMC set out the separation between the roles of the Chairpersons of the Board and the ARMC.</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 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>	:	<p>The ARMC has incorporated in its TOR on the policy that "Any former partners of the external audit firm of the Company must observe a cooling off period of at least three (3) years before being appointed as a member of the ARMC. This shall apply to all former partners of the external audit firm and/or the affiliate firm (including those providing advisory services, tax consulting, etc.) of the Company or any entity within the Group" as recommended under Practice 9.2 of the MCCG.</p> <p>This is to avoid potential undue influence the former audit partner may exert over the External Auditors. This does not apply if the External Auditors is from different audit firm.</p> <p>As at 31 May 2023, the Group has not appointed any former key audit partner to be a member of the ARMC.</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 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>	:	<p>The Board, through the ARMC, had reviewed and approved the adoption of External Auditor Policy in January 2023 which outlines the guidelines and procedures for the ARMC to assess the suitability, objectivity and independence of the External Auditor annually. The following criteria are set out in the policy:-</p> <ul style="list-style-type: none"><li>(i) Selection and appointment of External Auditor;</li><li>(i) Review of External Auditor for Re-appointment;</li><li>(ii) Independence of External Auditor; and</li><li>(iii) Non-audit Services.</li></ul> <p>The annual assessment is conducted by way of written form, covering the competence, audit quality, resource capacity and timeliness in performing the audit.</p> <p>For the Financial Year 2023, there is no non-audit service rendered by Messrs Baker Tilly Monteiro Heng PLT ("<b>Baker Tilly</b>"), the Company's External Auditors. The ARMC had obtained assurance from Baker Tilly, confirming that they are and have been, independent throughout the conduct of the audit engagement with the Company in accordance to the terms of relevant professional and regulatory requirements.</p> <p>In addition, the audit partner of Baker Tilly is regulated by the MIA guidelines in which the audit partner is subject to a seven-year rotation to ensure independence of external auditors.</p> <p>As guided by its TOR, the ARMC assessed and evaluated the performance of Baker Tilly for Financial Year 2023 and was satisfied with the quality, performance, suitability, objectivity and independence of Baker Tilly. After the review, the ARMC recommended to the Board and shareholders on the re-appointment of Baker Tilly for the ensuing year.</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 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>	:	<p>The ARMC comprises three (3) members, all of whom are INEDs. The members of the ARMC are as follows:-</p> <table border="1"><thead><tr><th>No</th><th>Name</th><th>Membership</th></tr></thead><tbody><tr><td>1</td><td>Nor' Azamin Bin Salleh</td><td>Chairperson</td></tr><tr><td>2</td><td>Tay Weng Hwee</td><td>Member</td></tr><tr><td>3</td><td>Muhriz Nor Iskandar Bin Mohamed Murad</td><td>Member</td></tr></tbody></table>	No	Name	Membership	1	Nor' Azamin Bin Salleh	Chairperson	2	Tay Weng Hwee	Member	3	Muhriz Nor Iskandar Bin Mohamed Murad	Member
No	Name	Membership												
1	Nor' Azamin Bin Salleh	Chairperson												
2	Tay Weng Hwee	Member												
3	Muhriz Nor Iskandar Bin Mohamed Murad	Member												

## 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>	:	<p>The Company complies with Rule 15.09(1)(c) of the ACE LR of Bursa Securities, where all members of the ARMC are financially literate and are able to analyse and interpret financial statements in order to effectively discharge their duties and responsibilities.</p> <p>The Chairperson of the ARMC holds a Bachelor of Commerce Degree from The Australian National University, Australia and Master of Business Administration from The Open University, United Kingdom. He is also a member of the Malaysian Institute of Accountants and the Institute of Corporate Directors Malaysia. The qualification and experience of the respective ARMC members are disclosed in the Board of Directors' Profile in pages 10 to 17 of the Company's Annual Report 2023.</p> <p>The ARMC assists the Board in reviewing the Group's financial reporting process and accuracy of its financial results and scrutinising information for disclosure to ensure reliability and compliance with the applicable financial reporting standards.</p> <p>An annual assessment on the performance of the ARMC during the term of office for Financial Year 2023 was undertaken by the Board through the NRC in July 2023 and the Board was satisfied that all ARMC members possess the requisite experience, skills and knowledge to discharge their duties in accordance with the TOR of the ARMC.</p> <p>All members of ARMC undertake and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules as and when required to enable them to effectively discharge their duties.</p>

	Details of the training of the Directors are available on page 54 of the Company's Annual Report 2023.	
<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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board regards risk management and internal control as an integral part of the overall management processes in the Group to safeguard shareholders' interests. The ARMC assists the Board in discharging its roles and responsibilities to oversee the effectiveness and adequacy of the risk management and internal control system of the Group.</p> <p>An Enterprise Risk Management Framework ("<b>ERM Framework</b>") was established prior to the listing of the Company on ACE Market of Bursa Securities to understand the key risk factors, provides guidance on dealing with risks and ensure that risks are managed proactively in a structured and consistent manner. The ERM Framework consists of three (3) elements which reflects the principles outlined in the ISO 31000:2018 and the best practices on Risk Management as below:-</p> <ul style="list-style-type: none"><li>(i) Context Establishment (internal and external);</li><li>(ii) Risk Assessment (Identify, analyse and evaluate); and</li><li>(iii) Risk Action Implementation and Monitoring (Develop and measure key action plans status);</li></ul> <p>To maintain total independence in the management of the Group's internal control environment and ensure compliance with the ACE LR of Bursa Securities, the Company's internal audit function is outsourced to Tricor Axcelasia Sdn Bhd ("<b>Tricor Axcelasia</b>"), an independent professional services provider who is free from any relationships or conflict of interest that could impair their objectivity and independence.</p> <p>Tricor Axcelasia reports directly to the ARMC and assists the ARMC in managing the risks and establishment of the internal control system and processes of the Group by providing an independent assessment on the adequacy, efficiency and effectiveness of the Group's risk management and internal control system and processes.</p> <p>Further details pertaining to the review on the Group's internal control system and its effectiveness are set out in the Statement on Risk Management and Internal Control ("<b>SORMIC</b>") on pages 64 to 67 of the Company's Annual Report 2023.</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**

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>	:	<p>The Board has formalised a risk management and internal control framework to enable Management to identify, evaluate, control, monitor and report to the Board the principal business risks faced by the Group on an ongoing basis, including remedial measures to be taken to address the risks.</p> <p>The Board has received assurances from the MD and Finance Director that the Group’s risk management and internal control system is operating effectively in all material aspects based on the ERM Framework of the Group.</p> <p>The features of the risk management and internal control framework within the Group were disclosed in the SORMIC on pages 64 to 67 of the Company’s Annual Report 2023.</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**

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>	:	<p>The Board did not establish a separate Risk Management Committee. Instead, it was combined with the Audit Committee and named as ARMC.</p> <p>The ARMC, which comprises solely the INEDs oversees the effectiveness and adequacy of the Group's risk management framework and policies.</p>

### 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>	:	<p>The Company outsourced its internal audit function to Tricor Axcelasia ("<b>Internal Auditors</b>"), an independent professional services provider whose principal responsibility is to undertake regular and systematic reviews of the Group's internal controls system in accordance with the approved risk based internal audit plan.</p> <p>The responsibilities of the Internal Auditors include providing independent and objective reports on the state of internal controls and the significant operating units in the Group to the ARMC, with recommendations for improvement to the control procedures, so that remedial actions can be taken in relation to weaknesses noted in the systems. The Internal Auditors are also required to perform periodic testing of the Group's internal control systems to ensure that they are effective and robust.</p> <p>The Internal Audit reports for the audit engagements carried out were tabled at the ARMC meetings on a half yearly basis. Follow-up audits with Management were also conducted to ascertain the status of implementation of the agreed upon action plans.</p> <p>To ensure that the responsibilities of Internal Auditors are fully discharged, the ARMC review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work and to decide on among others the appointment and removal, scope of work, performance evaluation and budget for internal audit function.</p> <p>The details of the internal audit function are set out in the SORMIC on page 67 of the Company's Annual Report 2023.</p>
<b>Explanation for departure</b>	:	

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

<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>	:	<p>The outsourced internal audit function is undertaken by Tricor Axcelasia, which is led by Ms. Melissa Koay (“<b>Ms. Melissa</b>”), the engagement Executive Director, who is a Chartered Member of the Institute of Internal Auditors Malaysia and a member of the MIA and a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom. She is also a Certified Internal Auditors (USA). Ms. Melissa has diverse professional experience in internal audits, risk management, and corporate governance advisory.</p> <p>The number of staff deployed from Tricor Axcelasia for the internal audit reviews was 3 to 4 staff per cycle including the engagement Executive Director. The staff involved in the internal audit reviews possess professional qualification and/or a university degree. Most of them are members of the Institute of Internal Auditors Malaysia. The internal audit staff on the engagement are free from any relationships or conflicts of interest, which could impair their objectivity and independence.</p> <p>The internal audit reviews are conducted using a risk-based approach and are guided by the International Professional Practice Framework issued by the Institute of Internal Auditors.</p> <p>The ARMC carried out the annual assessment of the performance of Tricor Axcelasia in July 2023 and was satisfied with its performance for the Financial Year 2023.</p> <p>The details of the internal audit function and activities are elaborated in the ARMC Report and SORMIC of the Company’s Annual Report 2023.</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 12.1

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 is committed to practise high-quality disclosure requirements of Bursa Securities in relation to the proper and timely dissemination of information to the shareholders and recognises the importance of an effective communication channel between the Board, stakeholders, institutional investors and the investing public at large, with the objective of providing a clear and complete picture of the Group's performance and position as much as possible.</p> <p>The channels of communication, amongst others, are as follows:-</p> <ol style="list-style-type: none"><li><b>1. Corporate Website</b><ul style="list-style-type: none"><li>• The Company's corporate website, <a href="http://www.infomina.co">www.infomina.co</a> is accessible to the public and serves as another platform to communicate with the shareholders, investors and the general public.</li><li>• The Board has established dedicated sections on the Company's corporate website which channel the updates of the Company's announcements, Annual Reports, corporate governance matters as well as other corporate information for the stakeholders to make informed decisions with regards to the business of the Group.</li></ul></li><li><b>2. Annual Report and Quarterly Financial Results</b><ul style="list-style-type: none"><li>• The Annual Report provides comprehensive, updated information of the Group, which includes amongst others, Chairperson's Statement, Management Discussion and Analysis of the Group's financial performance, the profiles of members of the Board and KSM, Corporate Governance Overview Statement, Sustainability Statement and Audited Financial Statements of the Group.</li><li>• In addition, the Company announce its quarterly financial results immediately after the financial results are approved at the Board Meetings. This is important in ensuring equal and fair access to information is provided to the public investors, so that the investors are able to make informed decisions.</li></ul></li></ol>

	<p><b>3. Engagement Sessions with Stakeholders</b></p> <ul style="list-style-type: none"> <li>• Conducts regular dialogues with financial analysts as a means of effective communication, which enables the Board and Management to convey information relating to the Group’s performance, corporate strategy and other matters affecting shareholders’ interests.</li> <li>• As for the briefing of quarterly financial results to analysts, the Company ensures that the time interval between the said briefing session and the release of quarterly financial report is not too long that it dissipates interest amongst analysts.</li> <li>• The Company’s Investor Relations Department plays an important role in providing ongoing updates on the Group by conducting regular dialogues and discussions with fund managers, financial analysts and shareholders.</li> <li>• Any enquiries on investor related matters may be directed to <a href="mailto:investor@infomina.co">investor@infomina.co</a> and all relevant and appropriate issues raised will be addressed accordingly.</li> </ul> <p><b>4. AGM</b></p> <ul style="list-style-type: none"> <li>• The Board recognises the importance of AGM which serves as the principal forum for dialogue and interaction between the Board and shareholders. Subsequent to the Company’s listing on the ACE Market of Bursa Securities on 25 November 2022, the Company will conduct its forthcoming Eleventh AGM by way of physical meeting to foster effective communication between the Board, Management and shareholders.</li> <li>• The Company encourage full participation of shareholders at the AGM to ensure a high level of accountability and discussion of the Company’s strategy and goals.</li> <li>• The Company will invite the External Auditors to attend the AGM and be available to answer to shareholders’ questions about the conduct of the audit and the preparation of the auditor’s report.</li> <li>• At the AGM, a presentation will be conducted to explain the Group’s strategies, financial and non-financial performance to the shareholders.</li> </ul>
<p><b>Explanation for departure</b></p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b></p>	<p>:</p>

<b>Timeframe</b>	:		
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**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>	:	Not applicable – Not a Large Company	
<b>Explanation on application of the practice</b>	:		
<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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Upon being listed on 25 November 2022, the Company will have its Eleventh AGM in 16 November 2023.</p> <p>The AGM provides an avenue for shareholders to communicate directly with the Board whereby they can engage in a meaningful discussion with the Board and gain insights on the Group's business activities as well as financial position.</p> <p>Given the significance of AGM, notice of the Eleventh AGM along with the Administrative Guide will be issued to the shareholders on 27 September 2023, i.e. at least 28 days prior to the Eleventh AGM, to accord them with sufficient time to consider the resolutions that will be discussed and decided at the Eleventh AGM.</p> <p>The notice provides further explanation beyond the minimum content stipulated in the ACE LR of Bursa Securities for the resolutions proposed to enable the shareholders to make an informed decision in exercising their voting rights.</p> <p>Furthermore, each item of special business included in the notice of meeting will be accompanied by a detailed explanation on the details and effects of the resolutions proposed along with any background information and reports or recommendations that are relevant.</p> <p>The Company also distributed Administrative Guide along with the Notice of Eleventh AGM, which provided information to the shareholders regarding the details of the AGM, their entitlement to attend the AGM and their right to appoint a proxy.</p> <p>The extended notice period with detailed information in the notice and accompanying material will also encourage greater shareholder participation at the Eleventh AGM.</p>
<b>Explanation for departure</b>	:	

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

<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 13.2**

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>	:	<p>The Board acknowledges its role and responsibilities as steward of the Company to continuously engage and provide constructive feedbacks to all shareholders' queries.</p> <p>All Directors are expected to present at the Eleventh AGM of the Company, which will enable the Board to communicate with shareholders in a more holistic manner.</p> <p>The Chairperson of the ARMC and NRC will present at the Eleventh AGM to provide meaningful explanation or responses if there are any questions addressed to them.</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

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>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Company will hold its Eleventh AGM in Klang Valley whereby the venue is easily accessible by shareholders.</p> <p>Shareholders of the Company can vote in person or appoint not more than two proxies to attend and vote on his/her behalf.</p> <p>The Company will adopt the electronic voting for the conduct of poll on all resolutions to enable the proceedings of the Eleventh AGM to be managed in a more seamless manner. Further, the electronic voting platform provides more reliable, transparent and faster results against the manual counting of ballot papers.</p> <p>The Board has opted for a physical platform for better engagement with shareholders since the Company is newly listed, as it promotes better engagement at the general meeting.</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>	:	The Board will strive to leverage on experienced and recognised technology service providers to fully embark on the virtual exercise of the general meetings and voting in absentia as well as remote shareholders' participation in future general meetings to allow greater shareholders' participation.
<b>Timeframe</b>	:	Choose an item.



### 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>	: The Chairperson of the Board will ensure that the upcoming Eleventh AGM supports meaningful engagement between the Board, KSM and the shareholders.  During the said AGM, a presentation will be conducted to explain the Group's strategies, financial and non-financial performance to the shareholders.  At the AGM, shareholders will be given the opportunity to pose questions regarding the resolutions being proposed before voting as well as matters relating to the Group's operations.  The Chairperson will further ensure that sufficient time is allocated to address questions received from shareholders.  Subsequent to the AGM, the shareholders are allowed to pose additional questions to the Investor Relations team via the Company's website.  All resolutions set out in the notice of AGM will be voted by electronic polling and an independent scrutineer is appointed by the Company to validate the poll results.
<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.

<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>	
<b>Application</b> :	Not applicable – only physical general meetings were conducted in the financial year
<b>Explanation on application of the practice</b> :	
<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 13.6**

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 draft minutes of the Eleventh AGM will be circulated to the Board Members for comments and concurrence and thereafter, will be made available on the Company's website no later than thirty (30) business days after the AGM.
<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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