

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0265  
**COMPANY NAME** : INFOMINA BERHAD  
**FINANCIAL YEAR** : May 31, 2024

## OUTLINE:

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

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

### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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>Board</b>") takes full responsibility for the performance of the Company and its subsidiaries ("<b>Group</b>"). This includes leading the Group towards achieving its short and long-term objectives, setting corporate strategies for growth and new business development, as well as overseeing the governance of sustainability within the Group.</p> <p>The Board has delegated the day-to-day operations of the Group to the Chief Executive Officer cum Managing Director ("<b>CEO cum MD</b>"), Executive Directors ("<b>EDs</b>") and the Key Senior Management ("<b>KSM</b>"), who manage the Group in accordance with the strategies and policies approved by the Board. Both Management and the Board worked cohesively to successfully formulate and implement the Company's business strategy.</p> <p>The roles and responsibilities of the Board are summarised 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 that 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, 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.

To discharge its functions and responsibilities orderly and effectively, the Board has established and delegated specific authorities and responsibilities to the following Board Committees to assist in discharging its oversight function of the Management of the Group:-

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

The functions, composition, roles and responsibilities, authority and procedures of each Board Committee are set out in their respective Terms of Reference ("**TOR**") approved by the Board to ensure effective and efficient decision-making within the Group.

Each Board Committee is actively engaged in overseeing the governance matters under their purview in accordance with their respective TOR. The Board Committees are provided with the authority and adequate resources, which include among others, to obtain

	<p>external professional advice at the Company's expense to perform their duties.</p> <p>The Board acknowledges that while these Board Committees have the authority to examine issues and make recommendations to the Board, the ultimate responsibility and decision-making for all matters lies with the Board.</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 1.2

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, the Independent Non-Executive Chairperson.</p> <p>She is responsible for marshalling the effective functioning of the Board, including the collective oversight of management, 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 overall 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 promoting a culture of openness by allowing dissenting views to be freely expressed as well as obtaining suggestions and comments from the Directors;</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> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The roles and responsibilities of the Chairperson and the CEO cum 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, such that no one individual has unfettered powers of decision making.</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 CEO cum 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 CEO cum 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 held during the financial year ended (" <b>Financial Year</b> ") 31 May 2024 (" <b>Financial Year 2024</b> ") as an observant.  Notwithstanding her attendance at the ARMC meetings, she was not involved in the deliberation and decision-making of resolutions, proposals and matters tabled for approval at the ARMC meeting.  Further, her independent role will not impair the objectivity of the ARMC. The Board is also not impaired when deliberating on observations and recommendations put forth by the ARMC.
<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 Malaysian Code on Corporate Governance (" <b>MCCG</b> ") and will seek input from the Chairperson during the Board meeting instead of Board Committees' meeting to promote a higher level of objectivity and independence 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) professionally qualified and competent Company Secretaries, namely Ms Yeng Shi Mei and Ms Rebecca Kong Say Tsui. Both the Company Secretaries are member of the Malaysian Institute of Chartered Secretaries and Administrators. They are also 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, playing an important role in the implementation of corporate governance by advising the Board and its Committees on 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 to ensure that the Board operates effectively and governance practices are upheld.</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 of Bursa Securities;</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 the evolving capital market environment, as well as the changes and developments in relevant corporate governance and regulatory requirements by undertaking continuous professional development.</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

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 may adjourn or 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 to the Board at least five (5) business days in advance, or shorter notice if unavoidable, to facilitate robust deliberation and decision-making during each meeting. The information provided is of a quality which is appropriate and sufficient to enable effective 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, reviews all materials provided by the Company relating to matters to be considered at the meetings.</p> <p>The Board Committees' meetings are conducted separately from the Board meetings to enable objective and independent discussions during the meetings. In addition, KSM are invited to the meetings to present and provide explanation to the reports pertaining to the relevant agenda items for the Board and Board Committees' deliberation and approval.</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 as soon as practicable,</p>

	<p>before the Chairperson confirms the minutes at the following Board meeting.</p> <p>The Company Secretaries, where relevant, seek clarification from Management to ensure that the draft minutes appropriately captured relevant technical points and issues discussed at the meeting.</p> <p>The Directors ensure that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including dissenting views and instances where Directors abstain from deliberation and decision-making on a particular matter, as well as the rationale behind those decisions.</p> <p>A summary of written resolutions, which have been passed since the last Board meeting is circulated for the Board's notation and recorded in the minutes of the meetings.</p> <p>Such minutes, having been signed by the Chairperson of the next succeeding Board meeting shall be sufficient evidence of such proceedings.</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

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 had on 25 July 2024, reviewed and approved the updated Board Charter, which outlines the composition, roles, responsibilities and processes of the Board, individual Directors and KSM and the delegation of authority by the Board to various Board Committees.</p> <p>The Board Charter serves to provide guidance and clarity to the Board in overseeing the progression of strategic plans, overall performance of the Group and delivery of sustainable value to its stakeholders while discharging its fiduciary duties and leadership functions.</p> <p>The Board Charter also sets out the formal schedule of matters reserved for the Board's deliberation and approval, to ensure the Board retains control of key decisions and clear division of responsibilities. This includes, among others, 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 ("RPTs"), recurrent RPT and conflict of interest situation that arose, persist or may arise within the Company or Group, including any transaction, procedure or course of conduct that raises questions of management integrity, and the measures taken to resolve, eliminate or mitigate such conflicts as well as 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 periodic review by the Board to reflect the development in the relevant rules and regulations that may have an impact on the discharge of the Board’s duties and responsibilities as well as current needs and nuances of the Company. The Board Charter is accessible on the Company’s 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 Code of Conduct and Ethics ("<b>CCE</b>") enhances the standards of corporate governance of the Group and promotes ethical conduct in the conduct of business 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 Relationships;</li><li>(m) Misconduct; and</li><li>(n) Business Continuity Plan.</li></ul> <p>The Company had also put in place a Conflict of Interest ("<b>COI</b>") Policy to provide guidance in identifying and manage any actual, potential and/or perceived conflict of interest situations between the Directors (including the KSM) and the Group.</p> <p>In response to the introduction of corporate liability to the Malaysian commercial organisations for corruption under the Malaysian Anti-Corruption Commission Act 2009, the Board had established an Anti-Bribery and Anti-Corruption Policy and Guidelines ("<b>ABAC Policy</b>") that sets out the Group's principles and stance and adequate procedures</p>

	<p>against corruption and/or bribery activities in the conduct of its businesses.</p> <p>The ABAC Policy together with general internal controls of the Group comprises key policies and procedures that address the Group's corruption risks, which are aimed to mitigate corruption risks of the Group. The Directors of the Company have a stewardship responsibility to communicate the requirements of the ABAC Policy and to guide the Group in dealing with concerns arising from wrongful activities or wrongdoings. The ABAC Policy will be reviewed by the Board at least once in every three (3) years.</p> <p>The Group also has established a Corporate Disclosure Policies and Procedures that governs the communication practices for the Board, Management and all employees. The said policy explicitly prohibits insider trading. Directors and employees who have access to price-sensitive or undisclosed material information related to the Company, particularly when such information is not publicly available, must adhere to the relevant laws and regulations, including CA 2016, Capital Markets and Services Act 2007, ACE LR of Bursa Securities and other applicable laws concerning the trading of securities.</p> <p>The CCE and all the above mentioned polices are reviewed by the Board periodically to ensure its relevance and effectiveness and are available on the Company's website at <a href="http://www.infomina.co">www.infomina.co</a>.</p> <p>The last review of the COI Policy and ABAC Policy was on 25 July 2024.</p>	
<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>	
<p><b>Timeframe</b></p>	<p>:</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 had put in place a Whistleblowing Policy &amp; Guidelines to promote high standards of ethical, moral and legal conduct. This policy provides a mechanism for any employee of the Group, as well as external parties, to anonymously report genuine concerns relating to any malpractice or improper conduct within the Group's businesses to the Chairperson of the ARMC, ensuring that appropriate actions are taken to address and resolve such matters effectively.</p> <p>The Board has a stewardship responsibility to communicate the requirements of this policy and upholds the following policies to guide the Group 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></ul></li></ol>

	<ul style="list-style-type: none"> <li>▪ Prohibit legal sanctions for retaliatory action taken against the whistleblower;</li> <li>▪ Establish timely feedback, response and remedial and/or corrective action;</li> <li>▪ Ensure that the policy is properly communicated to all employees;</li> <li>▪ Establish procedures to maintain records confidentiality and retention; and</li> <li>▪ Embed integrity, transparency and accountability within the business.</li> </ul> <p>During the Financial Year 2024, there was no complaint received on malpractice or wrongdoing involving Directors, KSM or employees of the Group.</p> <p>The Board reviews the Whistleblowing Policy &amp; Guidelines periodically or as and when the need arises to ensure it is kept contemporaneous. The Whistleblowing Policy &amp; Guidelines was last reviewed on 25 July 2024 and is available on the Company's 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 assumes the ultimate responsibility for the Group's sustainability development and management. Accordingly, the Board takes into consideration the Group's 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 its stakeholders and the communities in which it operates.</p> <p>During the Financial Year 2024, the Board received updates on the progress of the Group's Environmental, Social and Governance ("ESG") journey from the CEO cum MD. Further, the Board had pursued the support of an external sustainability and ESG consultant to provide guidance and recommendations on sustainable business practices as well as to formulate a comprehensive sustainability framework for the Company to support long-term value creation and sustainability goals.</p> <p>At Management level, the responsibility to implement and manage the Group's sustainability agenda lies with the CEO cum MD, who is assisted by Group Communications Department, Finance Department and Human Resources Department to manage the day-to-day sustainability efforts and activities of the Group.</p> <p>The Group strives to achieve a sustainable balance in meeting business goals, preserving the environment to sustain the ecosystem and improving the welfare of employees and the communities where the business operates.</p> <p>The Group's efforts to promote sustainable initiatives for the stakeholders and communities in which it operates, as well as for the environment and its employees are set out in the Sustainability Statement of the Company's Annual Report 2024.</p>

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

### Intended Outcome

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

### Practice 4.2

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges that the stakeholders are impacted by and have a vested interest in the Group’s business operations. Effective stakeholder communication is essential for inclusive ESG initiatives while continuous engagement with stakeholder groups is vital for the Group to understand their expectations and the impact of the Group’s actions or decisions.</p> <p>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, internalisation programmes, analyst briefings and etc.</p> <p>The feedback and concerns from stakeholders are crucial in identifying, prioritising and managing material ESG matters that may have an impact on the Group’s long-term business sustainability.</p> <p>Further, employee awareness and understanding of the Company’s approach to sustainability has kept them engaged on sustainability issues and supported actions on sustainability across the Company.</p> <p>For further details on stakeholder engagement, please refer to the Sustainability Statement of the Company’s Annual Report 2024.</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 4.3

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 is committed to staying abreast with sustainability issues associated with the ever-evolving operating environment which are relevant to the Group’s business, to ensure the Board has sufficient understanding and knowledge of sustainability issue. This may include, but not limited to attending internal and external training and development programmes on sustainability-related topics, as well as reading materials on current international guidance and standards.</p> <p>The Company Secretaries also updated the Board on the changes of the ACE LR of Bursa Securities pertaining to sustainability reporting requirements, which are relevant to the Group and provide advice on sustainability-related corporate disclosures and compliance matters.</p> <p>The Board has pursued the support of external ESG expert to bolster their ESG competency.</p> <p>Further, 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 during the Financial Year 2024 are set out in page 69 of the Company’s Annual Report 2024.</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>	:	Please provide an explanation on how the practice is being applied.	
<b>Explanation for departure</b>	:	Governance of sustainability was a criterion of the Board's performance evaluation for Financial Year 2024, 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 including 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>	:		
<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 4.5- 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 CEO cum MD leads and drives the sustainability initiatives of the Group, including advising, discussing, reviewing and monitoring the progress of sustainability-related projects and milestones.</p> <p>During the Financial Year 2024, the Board received updates on the progress of the Group’s ESG journey from the CEO cum MD, supported by an external sustainability and ESG consultant. The consultant provided guidance and recommendations on sustainable business practices and assisted in formulating a comprehensive sustainability framework to support the Company’s long-term value creation and sustainability goals.</p> <p>The CEO cum MD is assisted by Group Communications Department, Finance Department and Human Resources Department to manage the day-to-day sustainability efforts and activities of the Group.</p> <p>The team is responsible for monitoring the implementation of sustainability-related policies, measures and actions in achieving the Group’ 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.</p> <p>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 Eleventh (11th) AGM of the Company held on 16 November 2023, the following Directors who retired by rotation pursuant to Clause 76(3) of the Company's Constitution have been re-elected as Directors of the Company:-</p> <ul style="list-style-type: none"><li>(i) Lim Leong Ping @ Raymond Lim;</li><li>(ii) Nasimah Binti Mohd Zain; and</li><li>(iii) Yee Chee Meng.</li></ul> <p>The NRC had on 25 July 2024 conducted the annual evaluation, including the fit and proper assessment and is satisfied with the performance of the following Directors ("<b>Retiring Directors</b>"), who are subject to retirement pursuant to the Company's Constitution at the forthcoming Twelfth (12<sup>th</sup>) AGM and agreed that they met the criteria</p>

	<p>of character, experience, integrity, competence and time to effectively discharge their duties and functions as Director as prescribed by the ACE LR of Bursa Securities:-</p> <p>(i) Mohd Hoshairy Bin Alias;  (ii) Nor'Azamin Bin Salleh;  (iii) Saleena Binti Mohd Ali; and  (iv) Hajar Roslin Binti Mohamad</p> <p>All the Retiring Directors have expressed their intention to seek for re-election at the forthcoming 12th 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 12th AGM.</p> <p>None of the Independent Non-Executive Directors (“INEDs”) have served the Board for a cumulative period of nine (9) years as of 31 May 2024.</p>
<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>
<p><b>Timeframe</b></p>	<p>:</p>

## 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 nine (9) members, with five (5) members being INEDs, three (3) EDs, and a CEO cum MD.</p> <table border="1"><thead><tr><th><b>DIRECTORS</b></th><th><b>DESIGNATION</b></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>Chief Executive Officer cum 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><tr><td>Hajar Roslin Binti Mohamad</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 are optimal and are satisfied that it is appropriate for the scope and nature of the Group's business and operations as well as for facilitating effective discussions and decision making.</p> <p>The Board maintains a balance mix of expertise, skills and attributes among its Directors, which is reflected in their diverse backgrounds and competencies. No individual or group dominates the Board's decision-making process. The composition and size of the Board are reviewed periodically to ensure continued appropriateness.</p> <p>All the Directors of the Company, including the INEDs, do not hold more than five (5) directorships in listed issuers in Malaysia as stipulated under Rule 15.06 of the ACE LR of Bursa Securities.</p>	<b>DIRECTORS</b>	<b>DESIGNATION</b>	Saleena Binti Mohd Ali	Independent Non-Executive Chairperson	Yee Chee Meng	Chief Executive Officer cum 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	Hajar Roslin Binti Mohamad	Independent Non-Executive Director
<b>DIRECTORS</b>	<b>DESIGNATION</b>																					
Saleena Binti Mohd Ali	Independent Non-Executive Chairperson																					
Yee Chee Meng	Chief Executive Officer cum 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																					
Hajar Roslin Binti Mohamad	Independent Non-Executive Director																					
<b>Explanation for departure</b>	:																					

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

**Intended Outcome**

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>	:	<p>The Board Charter of the Company has stipulated that the tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) 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 (9) years, it shall seek annual shareholders' approval through a two-tier voting process.</p> <p>As of 31 May 2024, none of the Independent Directors has served the Board for a cumulative term of nine (9) years.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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 identifying, 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.</p> <p>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>The NRC met and assessed candidates for the position of an additional female INED in Financial Year 2024. Based on the assessment, the NRC made recommendation to the Board for the appointment of a suitably qualified candidate as the additional INED to meet the MCGG's recommendation of having 30% female Board members.</p> <p>The Board adopted the Directors' Fit and Proper Policy to enhance the governance of the Company in relation to the Board's quality and integrity. This policy ensures that each Director possesses the character, experience, integrity, competence, time and commitment necessary to effectively discharge their role as a Director. The Directors' Fit and Proper Policy was last reviewed on 25 July 2024.</p> <p>The Board recognises that having members with different skills, background, experience, expertise and diversity is essential to ensure a broad range of viewpoints to facilitate strategic decision making and effective governance.</p> <p>The Board is supportive of diversity in terms of age, cultural background and gender not only at the Board level, but also at workplace as it is an essential measure of good governance, critically contributing to a well-functioning organisation and sustainable development of the Group.</p>

	<p>The gender, ethnicity and age of the Directors and KSM as at 31 May 2024 are set out below:-</p>			
	<b>GENDER</b>		<b>ETHNICITY</b>	
	Male	Female	Malay	Chinese
No. of Directors	6	3	6	3
No. of KSM	2	1	-	3
	<b>AGE</b>			
	30-39 years	40-49 years	50-59 years	60-69 years
No. of Directors	-	2	5	2
No. of KSM	-	-	3	-
	<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 Directors' Fit and Proper Policy, which are available on the Company's website at <a href="http://www.infomina.co">www.infomina.co</a>. The publication of the said governance documents on the Company's website provides stakeholders with easy accessibility that allows them to be better informed in the exercise of their rights.</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

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 appointment of new Directors is undertaken by the Board as a whole, following the recommendations of the NRC.</p> <p>The NRC met and assessed candidates for the position of an additional female INED in Financial Year 2024. The candidates were referred by corporate advisers and business associates. Based on the assessment and as guided by the fit and proper criteria, the NRC recommended to the Board the appointment of a suitably qualified candidate as the additional INED.</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>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, along with the Board's statement supporting their re-election and the justifications are set out in the Explanatory Notes to the Notice of the Twelfth AGM, enabling shareholders to make an informed voting decision on the re-election of the Retiring Directors.</p> <p>The profile of the Retiring Directors are set out in the Directors' Profile of the Company's Annual Report 2024.</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, all of whom are INEDs and is chaired by Mr Tay Weng Hwee. The composition of the NRC is 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>Tay Weng Hwee</td><td>Chairperson</td></tr><tr><td>2</td><td>Nor'Azamin Bin Salleh</td><td>Member</td></tr><tr><td>3</td><td>Muhriz Nor Iskandar Bin Mohamed Murad</td><td>Member</td></tr></tbody></table> <p>The profile of Mr Tay Weng Hwee is available on page 16 of the Company's Annual Report 2024.</p>	NO.	NAME	MEMBERSHIP	1	Tay Weng Hwee	Chairperson	2	Nor'Azamin Bin Salleh	Member	3	Muhriz Nor Iskandar Bin Mohamed Murad	Member
NO.	NAME	MEMBERSHIP												
1	Tay Weng Hwee	Chairperson												
2	Nor'Azamin Bin Salleh	Member												
3	Muhriz Nor Iskandar Bin Mohamed Murad	Member												
<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>	:	Applied	
<b>Explanation on application of the practice</b>	:	As of 31 May 2024, the Board comprises three (3) women Directors, which constitutes 30% female representation on the Board.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The Board believes that the Company’s existing processes have effectively serve the purpose of a formal diversity policy, while ensuring that all Directors are appointed based on merit.</p> <p>As at 31 May 2024, women representation of the Company in the Board and KSM position are 33% and 25% respectively.</p> <p>The Board acknowledges the importance of boardroom diversity and the recommendation of the MCCG pertaining to the establishment of a gender diversity policy.</p>	
		<p>The Board would consider adopting a gender diversity policy for the Board and KSM in the future.</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

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, Board Committees and the contribution of each individual Director ("<b>Board Assessment</b>") of the Company to the NRC.</p> <p>The Board, through the NRC, conducted the Board Assessment for Financial Year 2024 by way of completion of questionnaires by each Director. The Board Assessment was facilitated by the external Company Secretary, covering the following assessment criteria:-</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>The Board Assessment had been realigned to include ESG considerations to ensure accountability in the performance of the Directors in addressing the Company's material sustainability risks and opportunities.</p> <p>The external Company Secretaries started the Board Assessment process with the creation/update 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 NRC Chairperson had engaged the Directors in an open manner and</p>

	<p>facilitate the identification of priorities, agreed actions, responsibilities and timeframes upon the conclusion of the evaluation.</p> <p>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 2024 indicated that the current mix of skills and experience of the Board 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) Business strategies and direction;</li> <li>(ii) Succession planning; and</li> <li>(iii) Sustainability and ESG strategies development.</li> </ul>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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 2024, 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>The remuneration packages of EDs and KSM comprise a fixed salary and allowances as well as bonus. In determining the remuneration packages of EDs 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 remuneration package payable to the INEDs comprises annual fees, meeting allowance and reimbursement of expenses for their services in connection with Board and Board Committee meetings. The level of</p>



	<p>remuneration for respective INED is a matter to be decided by the Board as a whole and shall reflect the experience and level of responsibilities undertaken by the particular INED.</p> <p>The fees and any benefits payable to the INEDs shall be subject to annual shareholder approval at the General Meeting of the Company.</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>	<p>Please explain the measure(s) the company has taken or intend to take to adopt the practice.</p>
<p><b>Timeframe</b></p>	<p>:</p>	<p>Choose an item.</p>

### 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 of INEDs, assists the Board by reviewing, among others, the Group's policies and procedures on remuneration, including assessing the remuneration packages, reward structure and benefits for all Directors and KSM on an annual basis, to ensure the same remain competitive, appropriate and in alignment with the prevalent market practices before recommending 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, 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 were abstained from deliberation and voting on decision in respect of their own remuneration.</p> <p>Further, Directors who are shareholders and controlling shareholders with a nominee or connected Director on the Board are required to abstain from voting on the resolution relating to the payment of the Directors' fees and benefits 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>. The last review of the TOR of the NRC was on 25 July 2024.</p> <p>The Company will table separate resolutions on the approval of INEDs' remuneration at the forthcoming 12th 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 of the remuneration packages received by individual Directors of the Company on a named basis for Financial Year 2024 – including fees, salaries, allowances, defined contributions, benefits-in-kind and others, is set out in the table below.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Saleena Binti Mohd Ali	Independent Director	72	6	0	0	0	0	78	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	1,200	600	60	230	2,090	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	900	50	14	48	1,012	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	315	26	0	45	386	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	315	26	0	45	386	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	6	0	0	0	0	78	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	6	0	0	0	0	66	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	6	0	0	0	0	66	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Hajar Roslin Binti Mohamad	Independent Director	20	2	0	0	0	0	22	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 remuneration of the KSM of the Group is disclosed on an aggregate basis on page 72 of the Company’s Annual Report 2024.</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 Binti Mohd Ali.</p> <p>The Company's Board Charter and the TOR of the ARMC set out the separation of roles between the Chairpersons of the Board and the ARMC.</p> <p>Having the positions of the Chairperson of the Board and the Chairperson of the ARMC assumed by different individuals allow the Board to objectively review the ARMC's findings and recommendations. The ARMC Chairperson is also able to provide full commitment and devote adequate time to review all matters under the purview 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 9.2

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>	:	As recommended by the MCCG, the ARMC has incorporated into its TOR a policy stating that:-  "A former partner 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 is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC."  This policy is designed to avoid potential undue influence the former audit partner may exert over the External Auditors. It does not apply if the External Auditors are from a different audit firm.  To date, the Company has not appointed any former audit partner as a Director and a member of the ARMC.
<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 ARMC is responsible for assessing the capabilities and independence of the External Auditors to ensure integrity in reporting and the reliability of audit quality, as well as to recommend the appointment and re-appointment of the External Auditors to the Board.</p> <p>The External Auditor Policy of the Company outlines the guidelines and procedures for the ARMC to annually assess the suitability, objectivity, independence and performance of the External Auditor. The annual assessment is conducted by way of written evaluation form, covering the competence, audit quality, resource capacity and timeliness of the External Auditors in performing the audit.</p> <p>In safeguarding and supporting the External Auditors' independence and objectivity, the External Auditor Policy has outlined the following:-</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 ARMC had reviewed the non-audit services rendered Messrs Baker Tilly Monteiro Heng PLT ("<b>Baker Tilly</b>"), the Company's External Auditors during the Financial Year 2024. Baker Tilly had also provided written assurance to the ARMC, confirming that they are and have been, independent throughout the conduct of the audit engagement with the Company in accordance with the terms of relevant professional and regulatory requirements.</p> <p>Based on the written assurance provided by Baker Tilly, the Board was of the view that the objectivity and independence of the external auditors are not in any way impaired by reason of the non-audit services provided to the Group.</p> <p>In addition, the audit partner of Baker Tilly is regulated by the Malaysian Institute of Accountants ("<b>MIA</b>") guidelines, which is subject to a seven-year rotation to ensure the independence of the External Auditors is not impaired.</p>

	<p>As guided by its TOR, the ARMC assessed and evaluated the performance of Baker Tilly for the Financial Year 2024 and was satisfied with the quality of services, performance, adequacy of resources, suitability, objectivity and independence of Baker Tilly. The ARMC therefore, recommended the re-appointment of Baker Tilly as External Auditors for the ensuing year to the Board, subject to shareholders' approval at the forthcoming 12th AGM.</p> <p>The ARMC had private session with the External Auditors in July 2023 without the presence of any Executive Directors and Management to ensure there were no restrictions on their scope of audit. No major concerns were highlighted by the External Auditors during the private session and they had been receiving full co-operation from Management during the course of audit.</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

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 have a solid understanding of the Group's operations and are financially literate, enabling them to analyse and interpret financial statements. This ensures they are able to discharge their duties and responsibilities within the ARMC's purview effectively, including overseeing the financial reporting process, internal control and risk management systems, as well as ensuring compliance with the applicable regulations, rules, directives, and guidelines.</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 Directors' Profile of the Company's Annual Report 2024.</p> <p>The ARMC assists the Board in reviewing the Group's financial reporting process, ensuring the accuracy of its financial results and scrutinising information for disclosure to ensure reliability and compliance with the applicable financial reporting standards. The ARMC has unrestricted access to both the Internal Auditors and External Auditors, who report functionally and directly to the ARMC.</p> <p>Whilst the ARMC members are entitled to avail themselves to external advisors, they take a diligent and an informed interest in the information that is presented to them.</p> <p>The term of office and performance of the ARMC are subject to the annual review of the NRC and the Board is satisfied that the ARMC</p>

	<p>members have discharged their functions, duties and responsibilities in accordance with the TOR of the ARMC during the financial year under review.</p> <p>Given the ever changing financial reporting and corporate landscape, all members of the ARMC undertake and will continue to pursue continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and regulations as and when required to enable them to effectively discharge their duties.</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

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>The Group has established a structured Enterprise Risk Management ("ERM") Framework and Policies which is aligned with the principles of the international recognised standard of ISO 31000:2018 and the best practices stipulated in the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.</p> <p>The Group's ERM Policy and Framework outlines the following:-</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. ("Tricor Axcelasia"), 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>The ERM Framework and Policies is subject to periodic review by Tricor Axcelasia, who also leads the Group's internal audit function. This ensures that the framework remains robust, up-to-date and aligned with the evolving risk landscape.</p>

	Further details pertaining to the review of 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 81 to 85 of the Company’s Annual Report 2024.	
<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 had 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 CEO cum MD and Finance Manager that the Group's risk management and internal control systems are operating adequately and effectively for the Financial Year 2024 in all material aspects, based on the framework adopted by the Group.</p> <p>The assurance was given based on the risk management and internal control system established and maintained by the Group, work performed and reports provided by Tricor Axcelasia, the outsourced internal audit function, reviews performed by KSM and respective Board Committees as well as reliance on written confirmations by Management team.</p> <p>The Board is of the view that the Group's existing internal control and risk management systems are adequate and effective for the Financial Year 2024 to address the risks which the Group considers relevant and material to its operations. The Board continues to take pertinent measures to sustain and, where required, to continuously improve the Group's risk management and internal control systems in meeting the Group's strategic objectives.</p> <p>The features of the risk management and internal control framework within the Group were disclosed in the SORMIC on pages 81 to 85 of the Company's Annual Report 2024.</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 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> :	Not Adopted
<b>Explanation on adoption of the practice</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 11.1

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 service provider, whose principal responsibility is to undertake regular and systematic reviews of the Group's internal control systems in accordance with an 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 evaluations performed by the Internal Auditors had been contextualised to the business and industry.</p> <p>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 Internal Auditors effectively discharge their responsibilities, the ARMC reviewed the adequacy of the scope, functions, competency and resources of the internal audit function. This is to ensure that the internal audit team has the necessary authority to carry out its work and for the ARMC to decide on, among others, the appointment and removal, scope of work, performance evaluation and budget allocation for internal audit function.</p> <p>The details of the internal audit function are set out in the SORMIC on pages 84 and 85 of the Company's Annual Report 2024.</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 was led by Mr Chang Ming Chew (“<b>Mr Chang</b>”) – a Professional Member of the Institute of Internal Auditors Malaysia (“<b>IIAM</b>”), a member of the MIA and a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom. He is also a Certified Internal Auditors (USA). Mr Chang has a diverse range of professional experience in internal audits, risk management, and corporate governance advisory.</p> <p>Starting July 2024, with the departure of Mr Chang from Tricor Axcelasia, the engagement Executive Director is now Puan Noor Lilah Wati (“<b>Puan Lilah</b>”). Puan Lilah has over 20 years of experience in providing risk-based audit, enterprise risk management, corporate governance and business continuity management advisory. Puan Lilah is a certified business continuity practitioner from Business Continuity Institute and lead auditor for ISO 9000. She is also an Associate member of the IIAM.</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 IIAM.</p> <p>The internal audit reviews were conducted using a risk-based approach and were guided by the International Professional Practice Framework issued by the IIAM.</p> <p>Tricor Axcelasia, who reports directly to the ARMC, affirmed to the ARMC that their internal audit staff on the engagement are free from any relationships or conflicts of interest in respect of the Group or the Company which could impair their objectivity and independence as Internal Auditors.</p>



	<p>The ARMC carried out its annual assessment of the performance of Tricor Axcelasia in July 2024 and was satisfied with its performance for the Financial Year 2024.</p> <p>The details of the internal audit function and its summary of activities are elaborated in the ARMC Report and SORMIC of the Company's Annual Report 2024.</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

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 ensuring timely and high-quality disclosure in accordance with the spirit, intention and purpose of the applicable regulatory requirements. The Board has adopted the following communication channels:-</p> <p><b>(i) Corporate Website</b></p> <ul style="list-style-type: none"><li>▪ The Company's corporate website, <a href="http://www.infomina.co">www.infomina.co</a> is accessible by the public and serves as a 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 to provide updates on the Company's announcements, Annual Reports, Corporate Governance matters as well as other corporate information related to the Group's business, for the stakeholders to have access to all information they need to make informed decisions.</li></ul> <p><b>(ii) Annual Report and Unaudited Quarterly Financial Results</b></p> <ul style="list-style-type: none"><li>▪ The Annual Report provides comprehensive and updated information of the Group.</li><li>▪ In addition, the Company announces its unaudited quarterly financial results immediately after the financial results are approved at the Board Meetings. This is important in ensuring that public investors have equal and fair access to information, enabling them to make informed decisions in a timely manner.</li></ul> <p><b>(iii) Engagement Sessions with Stakeholders</b></p> <ul style="list-style-type: none"><li>▪ The Company 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' interest. During the year, the Group has conducted four (4) analysts' briefings, all after the release of its unaudited quarterly financial results.</li></ul>

	<ul style="list-style-type: none"> <li>▪ The Company ensures that the time interval between the analysts’ 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 continuous updates on the Group’s latest activities and developments 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 investor@infomina.co and all relevant and appropriate issues raised will be addressed accordingly.</li> </ul> <p><b>(iv) AGM</b></p> <ul style="list-style-type: none"> <li>▪ The Board recognises the importance of the AGM as the principal forum for dialogue and interaction between the Board and shareholders. The Company will conduct its forthcoming Twelfth AGM by way of virtual meeting to encourage shareholders’ participation and foster effective communication between the Board, Management and shareholders.</li> <li>▪ The Company encourages active participation of shareholders at the AGM to promote a high level of accountability and facilitate meaningful discussion on the Company’s strategy and goals.</li> <li>▪ The Company will invite the External Auditors to attend the AGM to answer shareholders’ questions with regards to the conduct of the audit and the preparation of the auditor’s report for the Group.</li> <li>▪ A presentation detailing the Group’s strategies, as well as its financial and non-financial performance will be provided to the shareholders at the AGM.</li> </ul>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

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>The AGM is the principal forum for dialogue and communication with shareholders. Shareholders are encouraged to attend the AGM as it remains an interactive platform for shareholders to engage directly with the Board and gain insights on the Group's performance as well as business activities.</p> <p>The Eleventh (11th) AGM of the Company held on 16 November 2023 was conducted physically at Sime Darby Convention Centre. The Notice of AGM was issued to shareholders on 27 September 2023, which is more than twenty-eight (28) days prior to the date of the AGM, in compliance with Rule 7.15 of the ACE LR of Bursa Securities and Practice 13.1 of the MCGG, to accord them with sufficient time to consider the resolutions and make an informed decision in exercising their voting rights at the 11th AGM.</p> <p>The Notice of the 11th AGM, outlining the impact of the proposed resolutions on the Company's business and on stakeholders, with the aim of ensuring shareholders were well apprised on the implications of their vote prior to decision-making, was circulated together with the Administrative Guide to all shareholders and were made available at the Company's and Bursa Securities' website.</p> <p>The Administrative Guide provided information to the shareholders regarding the details of the AGM, their entitlement to attend the AGM and their rights to appoint a proxy(ies). Shareholders who were unable to attend were allowed to appoint their own proxy(ies) or appoint the Chairperson as their proxy to attend and vote on their behalf.</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 13.2**

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 feedback to all shareholders’ queries.</p> <p>The Board encourages shareholders’ active participation at the Company’s AGM and endeavours to ensure all Board members, KSM, External Auditors and the Principal Adviser are in attendance to respond to shareholders’ queries.</p> <p>All Directors attended the 11th AGM of the Company, which enabled the Board to communicate with shareholders in a more holistic manner.</p> <p>The Chairperson of the ARMC and NRC were present at the 11th AGM to provide meaningful explanation or responses for the questions addressed to them.</p> <p>To promote transparency and accountability at the AGM, KSM, Company Secretary, Directorship candidate, External Auditors and Principal Adviser were invited to the 11th 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

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 held its 11th AGM physically in Klang Valley whereby the venue is easily accessible by shareholders.</p> <p>The Board opted for a physical platform for better engagement with shareholders since the Company was newly listed, as it promotes better engagement at the 11th AGM.</p> <p>Shareholders who were unable to attend the 11th AGM were allowed to appoint any person(s) or the Chairperson of the 11th AGM as their proxies to attend, participate, speak and vote on their behalf at the said meeting.</p> <p>The Company adopted the electronic voting for the conduct of poll on all resolutions of the 11th AGM to ensure that the proceedings of the meeting were managed in a more seamless manner. The electronic voting platform also provided more reliable, transparent and faster results against the manual counting of ballot papers.</p> <p>Furthermore, the Company had established a dedicated General Meeting section, stipulating the details of arrangements for the 11th AGM, on the Company's website for shareholders' access.</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>	:	<p>The 12th AGM of the Company scheduled to be held on 19 November 2024 will be conducted on a fully virtual basis through live streaming and online meeting platform via Dvote Online website at <a href="http://www.dvote.my">www.dvote.my</a> using the Remote Participation and Voting facilities ("RPV") provided by AscendServ Capital Markets Services Sdn. Bhd., the Poll Administrator of the 12th AGM.</p>



	<p>With the RPV, shareholders are able to exercise their right as members of the Company to participate (including posing questions to the Board of the Company before or during the AGM) and vote by registering themselves via Dvote Online website before the closing date set out in the Administrative Details for the 12th AGM (“Administrative Details”).</p> <p>For shareholders who were unable to attend the 12th AGM, they were entitled to appoint a proxy(ies) to attend the 12th AGM via RPV.</p> <p>The Administrative Details as well as the guide on registration and voting procedures were provided to the shareholders and a copy of the said Administrative Details was also published on the Company’s website at <a href="http://www.infomina.co">www.infomina.co</a>.</p> <p>With regards to the cyber hygiene practices, Dvote Online website has gone through penetration and stress test throughout the years 2020 to 2023, and they have performed numerous meetings throughout these years. Dvote Online website is hosted in a secure cloud platform and the data center is ISO27001 certified.</p>	
<b>Timeframe</b>	:	Within 1 year

### 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 ensured that the 11th AGM support meaningful engagement between the Board, KSM and the shareholders.  During the 11th AGM, a presentation was conducted to explain the Group's strategies, financial and non-financial performance to the shareholders.  At the AGM, shareholders were given the opportunity to pose questions regarding the resolutions being proposed before voting as well as matters relating to the Group's operations. Sufficient time was allocated to address questions received from shareholders.  Subsequent to the AGM, the shareholders were allowed to pose additional questions to the Investor Relations team via the Company's website.  All resolutions set out in the notice of 11th AGM were voted by electronic polling and an independent scrutineer was appointed by the Company to validate the poll results before the announcement of poll results by the Chairperson of the meeting. The outcome of all resolutions proposed at the 11th AGM was announced to Bursa Securities on the event date.
<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 proceedings of the 11th AGM were properly minuted by the Company Secretary. The minutes, detailing the key matters and concerns raised by the shareholders together with the responses from the Company had been circulated to the Board Members for comments and concurrence before the minutes were published on the Company's website within 30 business days after the conclusion of the 11th 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.*

Click or tap here to enter text.