

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0035
COMPANY NAME : OPCOM HOLDINGS BERHAD
FINANCIAL YEAR : March 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is responsible for the Company's overall strategic direction and objectives, its acquisition and divestment, major investments and the consideration of significant financial matters. Each director has a legal duty to act in the best interest of the Company at all times.</p> <p>The Board assumes, among others, the following key responsibilities:-</p> <ul style="list-style-type: none">(a) Reviewing and adopting a strategic plan for the Company;(b) Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed;(c) Identifying principal risks and ensuring the implementation of appropriate internal control systems to manage these risks;(d) Succession planning, including appointing, training, fixing the compensation of and, where appropriate, replacing senior management;(e) Developing and implementing an investor relations programme or shareholder communications policy for the Company; and(f) Reviewing the adequacy and the integrity of the Company's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.(g) Every year, the Board meets at least four (4) times to discharge, its duties and responsibilities, in a transparent and objective manner with integrity, accountability,

	<p>transparency and professionalism to safeguard the interest of all stakeholders and enhance shareholders' value as well as for long-term sustainability and growth.</p> <p>(h) The Chairman ensures that decisions are made on a sound and well-informed basis and ensures all strategic and critical issues are considered and discussed by the Board and that all Directors' received clear and comprehensive information on a timely basis.</p> <p>(i) Executive Directors provide leadership, strategic vision and high-level business judgement and wisdom in their involvement in the day-to-day management of the Company.</p> <p>(j) The Board receives updates from the Management on the Group's operations and performance as well as the status of implementation of the Board's decisions during the Board meetings.</p> <p>(k) Annual key performance indicators are set for key tasks. These key performance indicators will be periodically reviewed during monthly management meetings and will also be reported during the Board's quarterly meetings. Any critical unresolved issues will also be escalated to the Board for decision making.</p> <p>(l) Apart from the Board Committees, Risk Management Committee comprises of Head of Workgroups and Head of Business Units, has been established to assist and complement the Board and its Committee in the execution of its responsibilities.</p> <p>(m) The Board published on its website its Board Charter, Code of Business Conduct and Ethics, its Committee Terms of Reference and other corporate framework information to ensure its obligations to its stakeholders are understood and met.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	During the financial year ended 31 March 2022, the Board was led by Dato' Mazlin Bin MD Junid. The roles and responsibilities of the Chairman are clearly set out and established in the Board Charter which includes, among others, the following: (a) responsibilities for the leadership, effective conduct and instilling good corporate governance practices of the Board; (b) managing the Board's communications and the Board's effective supervision over the Management; (c) ensuring orderly conduct and proceedings of the Board and general meetings; (d) ensuring Board proceedings are in compliance with good conduct and best practices; (e) encouraging active participation and allowing dissenting views to be freely expressed; (f) protecting the interest and providing the information needs of various stakeholders; and (g) maintaining good contact and effective relationships with external parties and investing public.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The role as a chairman and the role of an executive officer are held by two (2) different individuals. Dato' Mazlin Bin MD Junid holds the position of the Non-Executive Chairman of the Company while Ong Soon Lim is the Executive Director of the Company.</p> <p>The clear division of responsibilities allows the Chairman to assume the formal role of an independent leader in setting the policy framework of the Group and the effective conduct of the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Departure
Explanation on application of the practice :	
Explanation for departure :	Independent Non-Executive Chairman, Dato' Mazlin Bin MD Junid is a member of the Audit Committee, Nominating and Remuneration Committee.
	The Board is of the view that this departure does not impair the objectivity of the Chairman or the Board when deliberating on the observations and recommendations put forth by Board Committees as all the Independent Non-Executive Directors deliberate and discuss matters as a team. In addition, the Chairman is not involved in the Company's managerial and operational matters.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	Choose an item.

Intended Outcome

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

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company Secretaries are members of the relevant professional body and qualified to act as Secretaries under Section 235 of the Companies Act 2016.</p> <p>The Company Secretaries facilitate overall compliance with the Listing Requirements, the Companies Act 2016 and the recommendations in the Malaysian Code on Corporate Governance.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Prior to the Board meetings, all directors are furnished with the agenda which sets out the matters to be discussed not less than seven days before the date of the meeting.</p> <p>Detailed Board papers that contain relevant qualitative and quantitative information for the agenda are also uploaded to Dropbox before any printed copy is given to the Directors so that sufficient time is given to the Directors to review the reports and enable focused and constructive deliberation at the Board meetings. All proceedings of board meetings are minuted and circulated to the Board members in advance of the scheduled meetings.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter formalises and sets out the roles and responsibilities, composition, operation and processes of the Board.</p> <p>The Board Charter sets out the Board's authority and power to delegate certain functions to its Committees and the Management. The Board Charter is reviewed annually and when necessary to keep it up to date with changes in regulations and best practices and ensures its effectiveness and relevance to the Board's objectives.</p> <p>The current Board Charter is accessible for reference on the Company's website at www.opcom.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	The Company's Code of Conduct and Ethics (" Code ") sets out the standards of ethical behaviour and values expected of Directors and employees and serves as a guide and reference in the course of the performance of their responsibilities. The Board has implemented appropriate processes and systems to support, promote and ensure its compliance. The Code is published on the Company's website, www.opcom.com.my .
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has formalised a Whistle Blowing Policy which sets out the disclosure procedures and protection for whistleblowers to meet the Group’s ethical obligations.</p> <p>Employees and stakeholders are encouraged to raise any serious concerns they have on any suspected misconduct or malpractices without fear of victimisation in a responsible manner rather than avoiding or overlooking them.</p> <p>The Whistle Blowing Policy is published on the Company’s website, www.opcom.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has primary responsibility to ensure the Group commits to and practices the standard of corporate governance which is embedded into the Group's organisational culture. The Board is also committed for ensuring the continuity success of the Group in terms of being economically successful, environmentally friendly and socially responsible.</p> <p>The Board and the Management take responsibility for the Group's sustainability including setting the Group's sustainability strategies, priorities and targets. The Board also oversees the Group's sustainability practices and is kept informed on the progress of the sustainability related matters.</p> <p>Further details are set out in the Sustainability Statement in the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Group has continually engaged with both the internal and external stakeholders through various platforms on the sustainability strategies, priorities and targets as well as performance against the targets. For internal stakeholders, sustainability matters are communicated to the employees in learning & development programmes, internal newsletters and corporate events. For external stakeholders, the strategies, priorities, targets and progress are reported in the Sustainability Statement which is disclosed in the Annual Report and published in the Company’s website.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is primarily responsible for the implementation of the Group's sustainability practices and performance where the task of execution and monitoring were delegated to the Sustainability Committee and assisted by the Management to discharge duties of embedding a sustainability culture in our daily business.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has set out performance evaluations for Board members through assessment and evaluation practised annually by Nominating and Remuneration Committee.</p> <p>The Senior Management has set the key performance indicators for management as assessment to be performed annually by the Human Resource Department.</p> <p>The detailed assessment is facilitated internally and keep in pace with the changing business environment towards sustaining growth of the Group.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the year, the Nominating and Remuneration Committee (“NRC”) has evaluated the director’s ability to discharge the responsibilities expected from directors. The NRC also reviewed the mix of skills, knowledge, professionalism, integrity and experience, and other qualities to enable the Board to function completely and efficiently as well as the size, structure and composition of the Board. Based on the results of the annual assessment, the NRC recommended to the Board on the re-election of directors in accordance with the Company’s Constitution.</p> <p>The recommendations on the re-election of Directors at the Annual General Meeting are subject to the NRC being satisfied with the performance and contribution of the retiring Directors based on the latest annual performance review.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board consists of 5 members, comprising 1 Executive Director, 3 Independent Non-Executive Directors and 1 Non-Independent Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Not applicable - No independent director(s) served beyond 9 years	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board appoints its members through a formal selection process. This process has been reviewed, approved and adopted by the Board. New candidates will be considered and evaluated by the Nominating and Remuneration Committee before recommending the suitable candidates for Board's approval.</p> <p>The Human Resource Workgroups together with the Company Secretaries and Group Corporate Services Workgroup will ensure that all appointments are properly made, that all necessary information is obtained, and that all legal and regulatory obligations are met.</p> <p>The selection criteria used in the appointment process of both Directors and Senior Management focus on ensuring a good mix of skills, expertise and experience that are relevant for the Board to discharge its duties and responsibilities in an effective and competent manner.</p> <p>Apart from that, the Nominating and Remuneration Committee also considers the candidate's character, integrity and professionalism, as well as having a balanced mix of age, experience, skills, race, gender and cultural background to facilitate optimal decision-making by harnessing different insights and perspectives.</p> <p>The Board has adopted a fit and proper policy for the appointment and re-election of Directors of OPCOM and its subsidiaries which will enhance the governance of OPCOM Group in relation to the Board's quality and integrity, as well as ensure that each of its Directors has the character, experience, integrity, competence, time and commitment to effectively discharge his role as a Director.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>In identifying candidates for appointment as Independent Director, the Board of the Company does not solely rely on the recommendations from existing Board Members, management or major shareholders, but also considers referrals from independent sources and candidates identified through independent sources under the selection process.</p> <p>The Nominating and Remuneration Committee ('NRC') is primary responsible for recommending suitable appointments to the Board, taking into consideration the Board structure, size, composition and the required mix of expertise and experience which the director should bring to the Board. The NRC assesses the effective of the Board as a whole, the Board Committees and the contribution of each director. Where considered appropriate, the NRC considers recommendation for directorship by shareholders or existing directors. Based on its terms of reference, the NRC carries out the assessment process regardless of whether the candidate is for new appointment or reappointment The final decision on the appointment of a candidate recommended by the NRC rests with the Board.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	The information of the Board of Directors and their respective profiles, position, age, gender, nationality or relationship are included in the Board of Directors' Profile in the Annual Report 2022, whereas their interest is included in the Analysis of Shareholdings. The Board through the Nominating and Remuneration Committee had undertaken an annual assessment on the Directors whose are seeking for re-election pursuant the Company's Constitution prior to include the Board's statement of support on the re-appointment of the Director(s) in the Statement Accompanying the Notice of the Annual General Meeting pursuant to Rule 8.29(2), Appendix 8A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the Corporate Governance Overview Statement in the Annual Report 2022.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Magnus Kreuger is the Chairman of the Nominating & Remuneration Committee who is an independent Non-Executive Director.</p> <p>The primary responsibilities of the Nominating & Remuneration Committee are set out in detail in its Term of Reference which is made available for reference in the Company's website, www.opcom.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>During the financial year, the Company has one (1) female Director, namely Ms. Lim Kim Lee, who is acting as board members of the Company, representing 20% female director on the Board.</p> <p>The Board acknowledges the importance of boardroom diversity and takes cognisance of the recommendation of the Malaysian Code on Corporate Governance to have 30% women directors.</p> <p>The Board notwithstanding the view that diversity should be in tandem with expertise, experience and skills and not gender alone acknowledges the importance of the establishment of a gender diversity policy. Hence, the Nominating and Remuneration Committee will source for suitable female candidate who poses the right set of knowledge and experience that can add value to the Company's operation as Independent Non-Executive Director.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company currently does not have a formal policy on gender diversity for Board or Senior Management as the Company practises equal opportunity, non-discrimination and fair employment, the selection criteria for appointment of Director and Senior Management are mainly based on merit, calibre, skill and experience and with due regard for diversity in gender, ethnicity and age in order to maximise the effectiveness of the Board and Senior Management and have the best available talent.	
		The Board consists of one (1) female out of five (5) members while the Senior Management consists of three (3) females out of five (5) members.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Board has implemented an annual performance evaluation process, carried out by the Nominating & Remuneration Committee, supported by the Company Secretaries and Corporate Services Workgroup, to assess the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director. Each Director evaluates the performance of the Board as a whole by way of a Self-Assessment Questionnaire by Individual Board Members.</p> <p>The assessments are made against the pre-established criteria as follows:</p> <ul style="list-style-type: none"> (a) Board Composition/Structure (b) Board Process (c) Board Governance (d) Major Responsibilities of the Board <p>For individual Directors' assessments, Self-Assessment Forms by Individual Director are completed individually by Director.</p> <p>The results are compiled by Company Secretaries and presented to the Nominating & Remuneration Committee for deliberation. The results of the performance evaluation are reviewed and discussed for improvements among Board Members.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The objective of the Group's Policy on Directors' remuneration is to attract and retain Directors needed to steer the Company towards achieving its goals effectively. The determination of the Non-Executive Directors' remuneration is a matter for the Board as a whole.</p> <p>All Non-Executive Directors are paid fixed annual director fees and meeting attendance allowance for each Board or Board Committee meeting attended. In addition, Non-Executive Directors also receive other benefits including Directors & Officers Liability Insurance.</p> <p>Remuneration of each employee under the category of Senior Management is determined within the framework of Remuneration Policy. As applicable, the Nominating and Remuneration Committee considers the recommendations made by the Executive Director(s), for the purpose of determining the remuneration Senior Management and recommends accordingly to the Board for approval. Senior Management of the Company is as disclosed in the Annual Report.</p> <p>The Remuneration Policy is subject for annual review by the Board through its Nominating and Remuneration Committee and will be amended as appropriate to reflect the current best practices.</p> <p>The remuneration policy is made available for reference in the Company's website at www.opcom.com.my.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nominating and Remuneration Committee ("NRC") currently comprises three (3) Non-Executive Directors.</p> <p>The NRC is responsible to review and ensure fair remuneration policies and procedures are in place to attract and retain the Directors and the Senior Management.</p> <p>The NRC reviews and recommends to the Board on remuneration and personnel policies, compensation and benefits programmes with the aim to attract, retain and motivate individuals of the highest quality. The remuneration should be aligned with the business strategy and long-term objectives of the Company, and to reflect the Board's responsibilities, expertise and complexity of the Group's activities.</p> <p>The Terms of Reference of the Committee is made available for reference in the Company's website, at www.opcom.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The Company has disclosed on named basis the remuneration of individual Directors in its 2022 Annual Report under the Corporate Governance Overview Statement. The breakdown of remuneration of individual Directors includes fees, salary, allowances and benefits-in-kind.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Mazlin Bin MD Junid (Appointed wef 21 July 2021)	Independent Director	16,600	21,000	Input info here	Input info here	Input info here	Input info here	37,600	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Ong Soon Lim (Appointed wef 21 July 2021)	Executive Director	16,600	7,500	Input info here	Input info here	Input info here	Input info here	24,100	19,500	Input info here	172,882	Input info here	Input info here	Input info here	192,382
3	Teh Li King	Non-Executive Non-Independent Director	24,000	10,500	Input info here	Input info here	Input info here	Input info here	34,500	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Magnus Kreuger	Independent Director	24,000	25,000	Input info here	Input info here	Input info here	Input info here	49,000	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Lim Kim Lee (Appointed wef 16 November 2021)	Independent Director	8,933	10,500	Input info here	Input info here	Input info here	Input info here	19,433	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Dato' Mohamed Sharil Bin Mohamed Tarmizi (Resigned wef 26 April 2021)	Independent Director	1,733	2,000	Input info here	Input info here	Input info here	Input info here	3,733	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Sven Janne Sjöden (Resigned wef 16 November 2021)	Independent Director	15,067	6,000	Input info here	Input info here	Input info here	Input info here	21,067	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Chan Bee Lean (Resigned wef 16 November 2021)	Independent Director	15,067	12,500	Input info here	Input info here	Input info here	Input info here	27,567	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board acknowledged that disclosure of remuneration of the Directors and senior management on an individual basis provides transparency and enable the stakeholders to assess whether the remuneration commensurate with their individual performance, taking into consideration of the Company's performance.	
		No disclosure of the top five (5) Key Senior Management's remuneration component on named basis is made herein due to confidentiality and sensitivity of each remuneration package.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Audit Committee is chaired by Lim Kim Lee whereas the Chairman of the Board is Dato' Mazlin Bin MD Junid.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has in place a policy to require a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee.</p> <p>Currently, the Board has no intention to appoint a former key audit partner as a member of the Audit Committee.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Audit Committee (“ AC ”) has adopted the Evaluation and Appointment of External Auditors Policy and Procedures. The AC has conducted an annual assessment of the suitability and independence of the external auditors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Audit Committee comprises of three (3) members comprises exclusively of Independent Non-Executive Directors.</p> <p>The current members of the Audit Committee are as follows-</p> <ol style="list-style-type: none">1. Lim Kim Lee (f) (Chairperson)2. Dato' Mazlin Bin MD Junid3. Magnus Kreuger

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The qualification and experience of the individual Audit Committee members are disclosed in the Directors' Profile in the Annual Report.</p> <p>All members of the Audit Committee are encouraged to keep up with broad business trends through the reading of relevant industry and business publications, attending relevant conferences and expositions, and meeting up with authorities, financiers, overseas business party and other who may be a source of useful information.</p> <p>The members of the Audit Committee assessed their own training needs and attended courses, seminars, conferences and talks to enhance their skill sets and knowledge to enable them to carry out their duties and discharge their responsibilities as directors of the Company. Additionally, the Audit Committee members kept themselves updated with the changes in the business and regulations through sharing and discussion in official Audit Committee meetings and unofficially through small group discussions among the Committee members. Throughout the financial year under review, regular updates/briefings on regulatory and industry trends were held at Committee meetings.</p> <p>The Committee members have taken steps to ensure that its members have ongoing access to appropriate continuing education programmes in order to effectively discharge their functions effectively as members of the Audit Committee.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has an embedded process for the identification, evaluation and reporting of major business risk within the Company. The adopted policies and procedures will be updated and revised periodically, refreshment training was provided to all owners of risk and laid down for the regular review and management of these risks.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board and Management drive a proactive risk management culture to ensure that the Group’s Management and Head of Workgroups have a better and clear understanding on the risk management principles.</p> <p>The Group had a written Risk Management Policies and Procedures (“RMPP”) with an objective to ensure a formal and consistent process of risk identification, assessment, acceptance and treatment is carried out within the Group.</p> <p>Under the RMPP, the role and responsibilities of the Board, Audit Committee and Risk Management Committee (“RMC”) is defined. The composition of RMC is made up of individual head of business units and the head of functional workgroups such as human resources, finance, MIS, production & technical etc, primarily to assist the Board and Audit Committee in the management of risks and control responsibilities. The RMC Chairman is appointed from the committee to govern the operations of the RMC.</p> <p>The risk management and internal control framework is set out in the Statement on Internal Control and Risk Management contained in the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Group appointed Messrs Moore Stephens Associates PLT, an independent outsourced internal audit service provider to carry out internal audit reviews, and to support the Board in assessing the adequacy and integrity of the internal control systems of the business units within the Group. The internal audit team highlights to the executive and operational management on areas for improvement and subsequently reviews the extent to which its recommendations have been implemented. The reports are submitted to the Audit Committee, which reviews the findings with Management at its quarterly meetings.</p> <p>The Internal Auditors of the Group have been changed to Messrs Wensen Consulting Asia (M) Sdn. Bhd. for the next financial year.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the financial year ended 31 March 2022, the Audit Committee is supported by Messrs Moore Stephens Associates PLT, an independent outsourced internal audit service provider, who provide independent assurance on the adequacy and integrity of internal controls.</p> <p>Messrs Moore Stephens Associates PLT had declared their conduct of work are carried out in accordance with the Institute of Internal Auditors' International Professional Practices Framework for Internal Auditing, and based on Committee of Sponsoring Organisations of the Treadway Commission Framework to evaluate inter-related components of internal controls.</p> <p>Dennis Chong, the Executive Director of Messrs Moore Stephens is the engaging partner. He is a Chartered Member of the Institute of Internal Audit, Malaysia.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of ongoing engagement and communication with stakeholders, to build trust and understanding between the Company and stakeholders and, to provide stakeholders with a better appreciation of the Company's objectives and quality of the management.</p> <p>The Board provides stakeholders with quarterly results and Audited Financial Statements as well as corporate announcements on significant developments affecting the Company through announcement in Bursa Securities in accordance with the ACE Market Listing Requirements.</p> <p>The investor relation details published in the Company's website would enable the stakeholders to seek clarification or raise queries via email or phone at any time. Communication and feedback from investors can also be directed to:-</p> <p><u>Corporate Services Workgroup</u> Telephone number : +(603) 5519 5599 Email address : investor-relations@opcom.com.my</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:	Not applicable as the Company is not categorised as “Large Company” as defined in the Malaysia Corporate Governance Code.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is aware that the sufficient notice of general meeting would allow the shareholders to make necessary arrangements to attend and participate either in person or by corporate representative, proxy or attorney as well as to enable the shareholders to have the sufficient time to consider the resolutions that will be discussed and decided at the meeting.</p> <p>Accordingly, the Board will ensure that the notice of AGM will be issued to the shareholders at least 28 days.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All Directors will endeavour to attend the forthcoming Annual General Meeting which will be held virtually.</p> <p>All Directors were presented at the Company's 2021 Annual General Meeting held virtually on 29 September 2021. The Board members' presence appropriately addressed all questions posted by the shareholders during the meeting.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	The Company’s Annual General Meeting (“ AGM ”) in 2021 was held on a fully virtual basis through remote participation and electronic voting via online meeting platform due to the COVID-19 pandemic. Shareholders who had registered and verified by the poll administrator were allowed to participate in the meetings. The meeting and electronic voting was conducted using a web-based solution that cater for ballot casting via internet-enabled computer or mobile device which contained data privacy and security features. This enabled the Shareholders to participate at the AGM remotely, including voting in absentia.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: During 26th AGM of the Company, Shareholders or proxies were welcomed to pose questions to the Board. The Board endeavoured to provide clear and meaningful responses to questions posed to them by shareholders at the AGM. All questions raised and addressed by the Board was minuted and minutes and list of questions and answer of the AGM had uploaded to the Company's website.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	Shareholders and proxies were allowed to pose questions to the Board via real time submission of typed texts at meeting platform during live streaming of the AGM. During the Questions and Answers session of the AGM, the Chairman and the Board responded to all questions raised by the shareholders pertaining to the agenda and resolutions tabled before putting them for voting.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: During 26th AGM of the Company, Shareholders or proxies were welcomed to pose questions to the Board. The Board endeavoured to provide clear and meaningful responses to questions posed to them by shareholders at the AGM. All questions raised and addressed by the Board was minuted and minutes of the AGM was uploaded to the Company's website. Minutes of the 26th AGM has been made available to shareholders within 30 business days after the AGM on its website at http://opcom.com.my/shareholderfinancial-report/
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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