CORPORATE GOVERNANCE REPORT

STOCK CODE: 5145COMPANY NAME: Sealink International BerhadFINANCIAL YEAR: December 31, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application :	Applied
Explanation on : application of the practice	The Board of Directors (the "Board") of Sealink International Berhad ("Sealink") has primary responsibility for the governance and management of the Company, and fiduciary responsibility for the financial and organisation health of the Company.
	The delineation of board's roles and responsibilities are clearly set out in the Board Charter which serves a reference point for the Board activities to enable Directors to carry out their stewardship roles and discharge their fiduciary duties towards the Company. It also contains a formal schedule of matters reserved to the Board for deliberation and decision, for example discussion on strategic matters, so that the control and direction of the Company's businesses are in its hands.
	The Board sets the Vision Statement, Mission Statement, Goals and Values while considering the interests of shareholders. These statements can be found on the Company's website at www.asiasealink.com.
	To ensure effective discharge of its stewardship role, the Board has established Board Committees, namely Audit Committee ("AC"), Nominating Committee ("NC"), Remuneration Committee ("RC"), Risk Management Committee ("RMC") and Sustainability Committee ("SC"), to support the Board with oversight functions in selected responsibilities areas. The Board Committees report to the Board on matters considered and their recommendations thereon.
	The Board Charter and the Terms of Reference for respective Board Committees are available for reference at the Company's website at <u>www.asiasealink.com</u> .
	The Company's Board Charter defines the following key responsibilities of the Board:

1	
1.1.1	together with Senior Management, promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
1.1.2	review, challenge and decide on Management's proposals for the Company, and monitor its implementation by Management;
1.1.3	ensure that the strategic plan of the Company supports long- term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
1.1.4	oversee the conduct of the Group's businesses to evaluate and assess Management performance whether the businesses are being properly managed;
1.1.5	ensure there is a sound framework for internal controls and risk management;
1.1.6	understand the principal risks of the Group's businesses in recognition that business decisions involve the taking of appropriate risks;
1.1.7	set 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 risks;
1.1.8	ensure that Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and Senior Management;
1.1.9	ensure that the Company has in place procedures to enable effective communication with stakeholders;
1.1.10	ensure that all its Directors are able to understand financial statements and form a view on the information presented;
1.1.11	ensure the integrity of the Group's financial and non- financial reporting;
1.1.12	ensure highest standard of ethical conduct, integrity and accountability in all business activities and operations and this including adopting a zero tolerance policy towards any form of bribery and corruption;
1.1.13	ensure the governance of sustainability in the Group which includes setting the Group's sustainability strategies, business plan, priorities and targets;

	1.1.14 review the adequacy and integrity of the Group's control systems and management information including systems for compliance with applicab regulations, rules, directives and guidelines; and	
	1.1.15	overseeing the Group's adherence to high standards of conduct / ethics and corporate behaviour, including the Code of Ethics for Directors set out in the Board Charter.
	The Board	d has also in place policies such as:-
Explanation for : departure	 (i) Code of Conduct/Ethics, (ii) Corporate Disclosure Policies and Procedures Document, (iii) Board Diversity Policy, (iv) Gender Diversity Policy, (v) Directors' Fit and Proper Policy, (vi) Directors Remuneration Policy, (vii) Policies and Procedures to assess the Suitability, Objectivity and Independence of External Auditor, (viii) Whistleblowing Policy, (ix) Anti-Bribery & Corruption Policy, (x) Sustainability Policy and (xi) Shareholders Communication Policy 	
Large companies are requi to complete the columns b	•	lete the columns below. Non-large companies are encouraged
Measure :		

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

Practice 1.2

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

Application :	Applied	
Explanation on : application of the practice	The Board is chaired by Mr Wong Chie Bin, the Non Independent Non Executive Director.	
practice	 According to the adopted Board Charter, the role of the Chairman are outlined as follows:- (i) providing leadership for the Board so that the Board can perform its responsibilities effectively; 	
	(ii) leading the Board in the adoption and implementation of good corporate governance practice in the Company;	
	(iii) setting the Board's agenda and ensuring that Board members receive complete and accurate information in a timely manner;	
	(iv) leading Board meetings and discussions;	
	 (v) encouraging active participation and allowing dissenting views to be freely expressed; 	
	(vi) managing the interface between Board and Management; and	
	(vii) ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.	
Explanation for : departure		
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Measure		
Timeframe :		

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

Practice 1.3

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

Application	: Applied	
Explanation on application of the practice	The positions of the Chairman and the CEO are held by different individuals. There is a clear division of responsibilities between the Chairman and the CEO to ensure a balance of power and authority in the Board. The Chairman is responsible for Board effectiveness and for ensuring that the conduct and working of the Board are in an orderly and effective manner while the CEO takes on the primarily responsibility of managing the Group's businesses and resources as well as overseeing and managing the day-to-day operations of the Group. Mr Wong Chie Bin is the Non-Independent Non-Executive Chairman of the Board while Mr Yong Kiam Sam is the CEO of the Group.	
Explanation for departure	:	
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Measure	:	
Timeframe	:	

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

allows the Chairman t	rman is not a member of any of these specified committees, but the board participate in any or all of these committees' meetings, by way of invitation ractice should be a 'Departure'.
Application	: Applied
Explanation on application of the practice	: The Chairman of the Board is not a member of any Board Committee and had not attended meetings of board committees, including b invitation. This is to ensure that the objectivity of the Chairman and the Board is not impaired when deliberating on observations and recommendation put forth by the Board Committees.
Explanation for departure	:
Large companies are r to complete the colum	quired to complete the columns below. Non-large companies are encouraged s below.
Measure	:
Timeframe	

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

Practice 1.5

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

Application	: Applied
Explanation on application of the practice	 The Company Secretary of Sealink, Madam Yeo Puay Huang has the requisite credentials and is competent and suitably qualified to act as Company Secretary under Section 235(2) (b) of the Companies Act 2016 ("the Act") and holds the practicing license issued by Companies Commission of Malaysia. She has over forty (40) years of experience in corporate secretarial practices.
	The Company Secretary plays an advisory roles for the Board in relation to the Company's constitution, the Board's policies and procedures and compliance with relevant regulatory requirement, codes or guidance and legislation. The Board is regularly updated and kept informed of the latest developments in the legislation and regulatory framework affecting the Group and are advised on the proposed contents and timing of material announcements to be made to regulatory authorities. Additionally, the Company Secretary attends all Board and Board Committees meetings and ensures that meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are taken and maintained accordingly at the registered office of the Company.
	The Company Secretary constantly keeps abreast of the evolving regulatory changes and developments in Corporate Governance through attendance at relevant conferences and training programmes. The Company Secretary's roles and responsibilities are specified in item 9.0 of the Board Charter which is available for reference on the
	Company's website <u>www.asiasealink.com</u> .
Explanation for departure	:
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Measure	:

Timeframe	:	

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	:	Timely dissemination of meeting agenda, including the relevant Board and Board Committees papers to all Directors prior to the Board and Board Committees meetings respectively to give effect to Board and Board Committees members to make decisions and to deal with matters arising from such meetings, is observed. Board and Board Committees members are furnished on a timely basis with pertinent explanations and information on relevant issues and recommendations by Management. The issues are then deliberated and discussed thoroughly by the Board prior to decision making, including decisions to defer certain resolutions when the information needed to make informed decision is inadequate. The action to be taken by respective parties will be in the minutes so that the Board can follow up with the respective parties on the status of matters discussed during the previous meetings. The minutes captured the decision made, key deliberations, rationale for the decision made and any significant concerns or views that were raised. The decision made at meeting were communicated to Management or relevant parties in a timely manner to ensure appropriate execution. Minutes of a Directors' meeting would be distributed to all Directors on a timely basis for review and thereafter for confirmation at the next board meeting. The signed board minutes are entered in the minutes books kept at the Registered Office of the Company.	
Explanation for departure	:		
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to complete the column	is be	low.	
Measure	:		
Timeframe	:		
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There is demarcation of responsibilities between the board, board committees and management.

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

Practice 2.1

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

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

Application	: Applied
Explanation on application of the practice	 The Board assumes responsibility for effective stewardship and control of the Company and has established terms of reference, in the form of Board Charter, to assist in the discharge of the Board's fiduciary and leadership responsibilities in the pursuit of the best interest of the Group. In the Board Charter, the Board has established a formal schedule of matters reserved to the Board for its deliberation and decision in order to enhance the delineation of roles between the Board and Management, as well as to ensure the direction and control of the Group's operation are in the Board's hands. In addition to the Board Charter, the Company has in place its Group Limits of Authority that governs the management's responsibilities and conduct. The Board Charter together with the Terms of Reference of the Board Committees was last reviewed, revised and adopted by the Board on 12 April 2023 to align with the relevant best practices recommended under the Malaysian Code on Corporate Governance 2021 ("MCCG"). Amendments and updates are made from time to time in accordance with the need of the Company to ensure its effectiveness and consistency with the Board's objective and corporate vision as well as to be in line with changes to statutory and regulatory requirement.
	at <u>www.asiasealink.com</u> .
Explanation for departure	:
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Measure	:	
Timeframe	:	

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	: Code of Conduct / Ethics The Board is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Code of Conduct/Ethics Policy setting out the standards of conduct expected from Directors and employees, to engender good corporate behaviour. The Board Charter sets out a Code of Ethics to be observed by Directors. As for the conduct of employees, the Board has formalised an Employee Handbook to be observed by all employees across the Group.
	Anti-Bribery & Corruption Policy ("ABC Policy") The Group has adopted a zero tolerance approach against all forms of bribery and corruption and takes strong stance against such act by implementing the Anti-Bribery and Corruption Policy ("ABC Policy") as in compliance with Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018 ("MACC Act"). This ABC Policy sets out the Group's stand on bribery in all its forms and matters of corruption that might confront the Group in its day-to-day operations. The adoption of this ABC Policy signaled commitment by the Board and the Group to conduct all business in an honest and ethical manner requiring all the Directors and employees to act professionally, fairly and with integrity in all business dealings and relationships. This ABC Policy was first formulated and adopted by the Board on 30 June 2020 and then was last reviewed, revised and adopted by the Board on 28 February 2023.
	The Company had also conducted briefings and training for all employees of the Group to create awareness of the ABC Policy to foster the commitment of the employees to instil the spirit of integrity and avoid all forms of corruption practices within the organisation. The ABC Policy sets out adequate procedures designed to prevent situations in which bribery and corrupt practices may take root.

	The Code of Conduct / Ethics and ABC Policy are available for reference on the Company's website at <u>www.asiasealink.com</u> .	
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 3.2

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

Application	: Applied
Explanation on application of the practice	: The Board has adopted Whistleblower Policy which outlines when, how and to whom a concern may be properly raised about the actual or potential corporate fraud or breach of regulatory requirements involving employees, Management or Directors in the Group and to enable prompt corrective actions and measures to resolve them effectively.
	All disclosures shall be made to the Chairman of AC and the disclosures can be made in writing, orally, via electronic mail ("email") or short messaging system. Upon making a disclosure in good faith, based on reasonable ground and in accordance with the procedures set out therein the Whistleblower Policy, the whistleblower shall be protected from reprisal within the Group as a direct consequences of his/her disclosure and the identity will be protected.
	The Whistleblower Policy was last reviewed, revised and adopted by the Board on 12 April 2023. This Whistleblower Policy shall be reviewed, as needed and maybe amended from time to time, as deemed necessary by the Board, to ensure its relevance and effectiveness in keeping with the Group's business environment, administrative or operational needs and/or comply with the applicable laws and regulations.
	The Whistleblower Policy is available for reference on the Company's website at <u>www.asiasealink.com</u> .
Explanation for departure	
Large companies are re to complete the colum	equired to complete the columns below. Non-large companies are encouraged ons below.
Measure	:

Timeframe	:	

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	 and how sustainability is essential to successful business strategies could deliver sustainable value to all stakeholders and ultimately be the business performance of the Company. The Board had established a Sustainability Committee ("the SC"), we comprise a majority of independent directors, to oversee, comprise a majority of independent directors. 	
	deliberate and resolve matters relating to Sustainability Practices. The SC is established to assist the Board in fulfilling its oversight responsibilities in relation to the Sealink's sustainability strategy and initiatives covering environmental, social and economical aspect as well as embedding sustainability practices into the business. The SC is also responsible to oversee and monitor the strategic management of material sustainability matters, risks as well as opportunities driven by Senior Management and monitor progress against the achievement of the Groups' sustainability targets (sustainability key performance indicators). In performing its duties and discharging its responsibilities, the SC is guided by the Terms of Reference.	
	In line with sustainability, the Company ensures that the sustainability efforts are embedded in the strategic direction of the Group by involving all the pertinent working members comprising Senior Management Team, Heads of Department of Sealink and all departments responsible for implementing the initiatives within the Group. The implementation of initiatives and the advancement of sustainability practices are supervised and managed Sustainability Sub-Committee.	
Explanation for : departure		

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

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

Practice 4.2

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

Application :	Applied		
Explanation on : application of the practice	The Board views stakeholders' engagement as an integral aspect in our sustainability commitments. Regular engagement with stakeholders is essential for us to gain insights on their areas of concern and any material matters arising in relation to the interest of the Group and/or the stakeholders. Stakeholders' feedback is valuable for our continuous improvement on sustainability measurement and reporting standards. The Company a Sustainability Statement which aims to provide stakeholders with a clear understanding of the ESG factors that are being integrated into the Group's operations. It serves as a tangible representation of the Group's commitment to sustainability and its efforts to create a positive impact. Further information pertaining to the communication activities undertaken with stakeholders is included in the Sustainability Statement of the Company's Annual Report.		
Explanation for : departure			
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Measure :			
Timeframe :			

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 has reasonably sufficient knowledge of the sustainabilities issues that are relevant to the Company and its business.	
	All pertinent working members through SC keep the Board informed of any updates on the initiatives and progress of sustainability matters from time to time.	
	 In March 2023, the Group has arranged for an in-house training on Sustainability Governance, Management and Reporting- Implications to the Board of Directors and Management in overseeing the Economic, Environmental, Social and Governance conducted by an external consultant for the Directors and Management of the Group. This Training provides an overview to participants on the Sustainability Agenda, including its governance, management and reporting set out under the Main Market Listing Requirement ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia"). This training is to enabled the participants to: understand what sustainability essentially is and its impact on the Group's future from the perspective of MMLR of Bursa Malaysia and MCCG; and be familiar with the sustainability themes of Economic, Environmental, Social and Governance in the Group's business. 	
	Apart from that, the Board will continuously keep themselves abreast with the latest development in the industry and understand the sustainability issues as well as challenges arising from the ever-changing business environment through various training programmes, business forum, trade fairs, industrial periodicals, professional journals and so on.	
Explanation for departure	:	
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Measure	:	
Timeframe	:	

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	The NC had conducted annual evaluation on the Board members for the financial year ended 31 December 2023 ("FYE 2023"). It included the assessment on Board's understanding and performance relating to the sustainability matters.	
	The Board Evaluation FYE 2023 had taken into consideration of the Board's overall performance in relation to its oversight of the Group in managing ESG Issues and addressing the Company's material sustainability risk and opportunities.	
	Every Director had completed a set of assessment questionnaire and submitted the results to the NC for review. Thereafter, the NC reported the results of the evaluation to the Board.	
	Following the evaluation, the Directors are encouraged to attend any suitable training programs to keep abreast with the latest business and regulatory development including sustainability related topics.	
Explanation for : departure		
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to complete the columns b	elow.	
Measure :		
Timeframe :		

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	:	Adopted
Explanation on adoption of the practice	:	The CEO leads the Group's sustainability practices across management and operational fronts with the assistance of the Senior Management to drive sustainability best practices in the Group.
		A Sub-Committee at the Company level was set up to assist the Board on the Sustainability matters and Human Resources Manager, Mr Andes Hii Toh Heng was appointed as the designated personnel at the Company level to provide a dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the Group.

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	The NC assists the Board in ensuring the Board comprises individua with the right mix of skills, knowledge, experience, qualities, gender nationality, age and other attributes that are relevant.	
	The NC conducts an annual review of the structure, size and composition of the Board, including the balance mix of skills, knowledge, experience and the independence of the Non-Executive Directors and also an assessment of the performance of the Board, Committees and individual of Directors.	
	During the financial year under review, the NC had reviewed the tenure of each Director and the level of Independence of the Independent Non-Executive Directors.	
	The Company's Constitution provides that an election of Directors shall take place each year and, at the AGM, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. All the Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. The Directors to retire in each year shall be those who have been longest in office since their last election. A retiring Director shall be eligible for re-election.	
	During the year under review, the Board with the recommendation of NC, endorsed the following re-election of directors in accordance with the provisions of the Company's Constitution.	
	 Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn in accordance with Clause 118; and Mr Toh Kian Sing in accordance with Clause 118. 	
	Prior to recommending the re-election of the Directors, the NC reviewed the individual directors' performance based on the results of the Directors' Evaluation Form for FYE 2023 and the completed Directors' Declaration on Fit and Proper.	

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

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 :	Departure
Explanation on : application of the practice	Please provide an explanation for the departure.
Explanation for : departure	The Board acknowledges that the current composition of the Board does not meet the recommendation of Practice 5.2 of the MCCG, which requires at least half of the Board comprises Independent Directors. Nonetheless, the Board recognises the importance of independence and objectivity of Independent Director as they bring in objective and independent views, advice, judgment on interest not only of the Group but also of shareholders, employees, customers, suppliers, and other communities in which the Group conducts its business. The Board and the NC will continue to assess and address the matter of increasing the number on Independent Directors.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :	

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	: Departure
Explanation on application of the practice	:
Explanation for departure	 Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn was re-designated as Independent Non-Executive Director on 21 May 2014. As at the forthcoming AGM which will be held on 28 May 2024, Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn has served the Company exceeding a cumulative term of nine (9) years. The NC and the Board have recommended to retain Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn as Independent Director of the Company based on the following justifications:
	 He has fulfilled the criteria under the definition of Independent Directors as stated in the MMLR of Bursa Malaysia; He has possessed vast commercial experience and knowledge that complements the Company's board composition, and continue to provide valuable insights and contributions to the Board; and He has participated in board discussions and able to bring independent and objective judgements to the Board. Approval of the shareholders be sought to retain Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn as an Independent Non-Executive Director through a two-tier voting process, as he has possessed the attributes necessary in discharging his role and function of Independent Director. He has exercised his professional duties in the best interest of the Group.
Large companies are r to complete the colun	equired to complete the columns below. Non-large companies are encouraged ns below.

Measure	:	
Timeframe	:	

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		

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	The NC practices a clear and transparent nomination process which includes the identification of candidates, evaluation of suitability of candidates, deliberation by NC and recommendation to the Board. The final decision on the appointment of a candidate recommended by the NC rest with the whole Board.
		The Directors' Fit and Proper Policy was first formulated and adopted by the Board on 31 May 2022 and then was last reviewed, revised and adopted by the Board on 28 February 2024. This Directors' Fit and Proper Policy sets out the approach, guidelines and procedures to ensure a formal and transparent process is being adhered to the new appointment, re-appointment and/or re-election of the Directors of the Company. The Directors' Fit and Proper Policy is available for reference at the Company's website at <u>www.asiasealink.com</u> .
		The Board, through the NC will consider all nominations to the Board, taking into consideration the various skills, competencies, experience, knowledge, age, personal attributes and time commitment required to effectively fulfil his/her role as a director.
		The Board had one (1) female Director since 2022 and her presence complies with the MMLR of Bursa Malaysia which in line with Paragraph 15.02(1)(b), one (1) director of a listed issuer is a woman.
		Currently, the Board comprises one (1) female Director out of five (5) Directors, which is equivalent to 20% women representation on the Board. The Board will evaluate and match the criteria of the potential candidate as well as consider the appointment of more female directors onto the Board in the future to bring more diverse perspective.
		All directors complied with Paragraph 15.06 of the MMLR of Bursa Malaysia, i.e. does not hold more than five (5) directorship in public limited company and able to devote sufficient time and commitment based on the current level of directorship(s) held.

	During the financial year, no new Director was appointed.
Explanation for :	
departure	
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to complete the columns b	elow.
Measure :	
Timeframe :	

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

Practice 5.6

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

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

Application	: Applied
Explanation on application of the practice	 The NC is primarily 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. It assesses the effectiveness of the Board as a whole, the Board Committees and the contribution of each Director. Where considered appropriate, the NC considers recommendation of candidate for directorship by shareholders or existing Directors. The Board, with the help of NC, will look into the background, skill sets, career experience and professional qualifications of a candidate to determine whether he or she is able to contribute to the growth of the Group. The Board places particular attention on his or her past achievements to determine whether he or she can enhance the quality
	and robustness of the decision making process of the Board.
	The final decision on the appointment of a candidate recommended by the NC rests with the Board. The Company Secretary ensures that all appointments are properly made upon obtaining all necessary information from the Director.
	Despite relying on recommendation from the existing Board Members for the identification of potential candidates, NC has considered and carried out the following measures to ensure an objective and independent review for the appointment of a new director:
	 NC has conducted the selection and evaluation of her suitability taking into consideration her skills, knowledge, expertise and personal attributes;
	 (ii) recommend the appointment of the candidate as a member of the Board Committee, where necessary; and (iii) memory of Picerty and
	(iii) approved the appointment of Director as recommended by the NC.

	The NC and Board will consider to source for suitably qualified candidates via various means such as independent or search agencies if required.There was no new appointment during the financial year 2023.
Explanation for : departure	
	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe :	Choose an item.

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	Whenever there is an appointment of a new Director to the Board, the Company will inform the shareholders through the Company's immediate announcement on Bursa Malaysia' website. The Company will also update its Company's website with the latest announcement(s) made.
	The profiles of Directors, including those Directors who are due for re- election or re-appointment are published in the Company's Annual Report 2023 and Company's website. These includes details such as their age, gender, position, date of appointment to the Board, qualifications, working experiences, directorship in other companies, any conflict of interest in the Company.
	The details of the Directors who are due to retire by rotation at the forthcoming AGM and the basis of assessment and consideration by the Board to recommend and support the re-election of the retiring Directors are set out in the Statement Accompanying Notice of AGM in the Annual Report 2023.
Explanation for : departure	
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	
Timeframe :	

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

Practice 5.8

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

Application	: Applied
Explanation on application of the practice	: The NC is chaired by an Independent Director, Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn.
Explanation for departure	
Large companies are req to complete the column	uired to complete the columns below. Non-large companies are encouraged s below.
Measure	:
Timeframe	:
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	As at the date if this Report, the Company has one (1) woman Director out of five (5) Directors on the Board. This is equivalent to 20% women representation on the Board which is in line with Paragraph 15.02(1)(b), of MMLR of Bursa Malaysia, one (1) director of a listed issuer is a woman. Although the Company has not met the 30% woman Directors on the Board, the Company has nevertheless met the Government-mandated policy of having at least one (1) woman director on the board by 1 June 2023 for listed issuers not categorised as Large Companies. The Board will evaluate and match the criteria of the potential candidate as well as consider the appointment of more female directors onto the Board in the future to bring more diverse perspective.
Large companies are requi to complete the columns b	elow.
Measure :	
Timeframe :	

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

Practice 5.10

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

Application :	Applied
Explanation on application of the practice	The Board had established the Board Diversity Policy where the Board affirms its commitment to Board diversity. The Board believes that a truly diversified Board can enhance its effectiveness, creativity and capacity to thrive in good times and weather tough times. The Board works to ensure that there is no discrimination on the basis of, but not limited to, ethnicity, race, age, gender, nationality, political affiliation, religious affiliation, marital status and educational background. The Gender Diversity Policy was first formulated and adopted by the Board on 22 February 2022 and then was last reviewed, revised and adopted by the Board on 28 February 2024. This Gender Diversity Policy sets out the focus on supporting the representation of women in the composition of Board of the Company. The Gender Diversity Policy is available for reference at the Company's website at <u>www.asiasealink.com</u> .
Explanation for : departure	
Large companies are requ	ired to complete the columns below. Non-large companies are encouraged
to complete the columns l	pelow.
Measure :	
Timeframe :	

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.

-		y to qualify for adoption of this practice, it must undertake annual board independent expert at least every three years to facilitate the evaluation.
Application	:	Applied
Explanation on application of the practice	:	For the FYE 2023, an annual assessment of the Board, Board Committees and contributions of each individual Director is carried out by the NC, with the assistance of the Company Secretary, taking the form of comprehensive evaluation questionnaires which provide the NC with an opportunity to score their opinion on a series of questions in relation to inter alia the execution and performance of the Board as a whole and the Board Committees, and to comment on procedure or any relevant matters.
		The NC carries out evaluation of Board effectiveness in the areas of Board mix and composition, quality of information and decision making, boardroom activities, Board's relationship with Management and Environmental, Social and Governance (ESG) issues.
		As for the performance evaluation of Board Committees, the NC assessed the performance of the AC, NC, RC, RMC and SC based on the recommended evaluation criteria adopted from Corporate Governance Guide issued by Bursa Malaysia which includes Committees' composition, contribution to the Board's decision making and expertise in fulfilling their roles.
		Based on the above assessments, the NC was satisfied with the existing Board composition as well as the mix of qualifications, skills and experience among the Board and Board Committees members and was of the view that all Directors and Board Committees had discharged their responsibilities in a commendable manner, acted competently, contributed effectively to the Board and demonstrated full commitment to their duties as Directors of the Company. The Board Committees were functioning effectively as a whole with a high level of compliance and integrity.

	The results of the above assessment and comment by Directors are summarised before being tabled for review and discussion at the NC Meeting. Thereafter, the Chairman of NC would report on the results and deliberations to the Board. All assessments carried out by the NC in the discharge of all its functions were properly documented. The Board is satisfied with the level of time committed by the Directors in discharging their respective duties and roles as Directors of the Company. All the Directors of the Company have complied with Paragraph 15.06 of the MMLR of Bursa Malaysia on the number of directorships held in public listed companies.						
	The NC also reviewed the independence of the Independent Directors, and was satisfied with the experience, contributions, competencies and mix of skills of the Directors to enable the Board and the Board Committees to discharge their respective duties and responsibilities effectively, as well as with the independence of the Independent Director.						
	In addition, the NC had reviewed the terms of office of the AC and each members of the AC, as well as the financial literacy of the AC members and was of the opinion that the AC had discharged its duties and obligations effectively.						
	The Company does not fall within the category of Large Companies. Thus, the Board was of the opinion that there is no necessity to engage independent experts to perform board evaluations.						
Explanation for : departure							
Large companies are requir to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.						
Measure :							
Timeframe :							

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

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

Practice 7.1

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

Application	: Applied
Explanation on application of the practice	: The Remuneration Policy and Procedures was last reviewed, revised and adopted on 22 February 2022, to facilitate the RC to review, consider and recommend to the Board for decision on the Directors' remuneration.
	The RC recommends to the Board the remuneration of Executive Director, largely based on his performance and also the Group's performance. In the case of Independent Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the Independent Directors concerned. In all instances, the deliberations are conducted with the Directors concerned abstaining from discussions on their individual remuneration.
	On an annual basis, the RC shall review and assess the effectiveness of the Policy. Any requirement for amendment shall be deliberated by the RC, and any recommendation for revisions shall be presented to the Board for approval.
	The Remuneration Policy and Procedures is available for reference on the Company's website at <u>www.asiasealink.com</u> .
Explanation for departure	:
Large companies are re to complete the column	quired to complete the columns below. Non-large companies are encouraged ns below.
Measure	:

Timeframe	:	

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

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

Practice 7.2

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

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

Application :	Applied
Explanation on application of the practice	 The RC, established by the Board with specific Terms of Reference, comprises the following members as at the date of this Report, who are exclusively Independent Directors: Toh Kian Sing (Chairman); Eric Khoo Chuan Syn @ Khoo Chuan Syn; and Yong Nyet Yun. The Terms of Reference of RC is available for reference on the Company's website at <u>www.asiasealink.com</u>. A summary of the RC activities during the financial year is reported in the Corporate Governance Overview Statement of the Annual Report 2023.
Explanation for : departure	
Large companies are requ to complete the columns l	ired to complete the columns below. Non-large companies are encouraged below.
Measure :	
Timeframe :	

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 details of the Directors' remuneration of the Group on a named basis for the FYE 2023 are as follows:

			Company ('000)							Group ('000)						
No	Name	Directorate	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total
1	Yong Kiam Sam	Executive Director	22	Input info here	6.6	Input info here	Input info here	0.908	29.508	22	Input info here	657.5	Input info here	3.5	231	914
2	Wong Chie Bin	Non-Executive Non- Independent Director	88	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	88	Input info here	Input info here	Input info here	Input info here	Input info here	88
3	Eric Khoo Chuan Syn @ Khoo Chuan Syn	Independent Director	70	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	70	Input info here	Input info here	Input info here	Input info here	Input info here	70
4	Toh Kian Sing	Non-Executive Non- Independent Director	70	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	70	Input info here	Input info here	Input info here	Input info here	Input info here	70
5	Yong Nyet Yun	Independent Director	75	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	75	Input info here	Input info here	Input info here	Input info here	Input info here	75
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here				
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here				
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				
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				
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				
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				
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				
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				

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|--------|-----------------|-----------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| 10 | Input info here | Choose an item. | info here |

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 Company notes the need for transparency in the disclosure of its key senior management remuneration, the Company is of the opinion that the disclosure of remuneration details may not be in the best interest of the Company, given the competitive landscape for key personnel with requisite knowledge, technical expertise and working experience in the Company's business activities, where intense headhunting is a common industry challenge. Accordingly, such disclosure of specific remuneration information may give rise to recruitment and talent retention issues. The Board ensures that the remuneration of the Senior Management is commensurate with the performance of the Company, with due consideration to attracting, retaining and motivating the Senior Management to lead and run the Company successfully. Excessive remuneration payouts are not made to Senior Management personnels in any instance. The disclosure of the remuneration of the top Senior Management of the Company is currently made on aggregate basis in the compensation of key management personnel note to the accounts and is available on page 115 of the Annual Report 2023.
Large companies are req to complete the columns		ed to complete the columns below. Non-large companies are encouraged low.
Measure	:	
Timeframe	:	

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

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	

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

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 Chairman of the AC, Madam Yong Nyet Yun who is an Independent Non-Executive Director and she is not the Chairman of the Board.
P . C	To ensure the objectivity of the Board's review on the AC's findings and recommendations, the Chairman of the Board and the Chairman of AC are held by two different individuals Directors.
	This also allows the Chairman of AC to provide full commitment and devote sufficient time to matters under the responsibilities of the AC and to exercise independent judgment.
Explanation for departure	:
Large companies are re to complete the column	quired to complete the columns below. Non-large companies are encouraged as below.
Measure	:
Timeframe	:

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	The AC 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 (3) years before being appointed as a member of the AC. This Policy is set out in the AC's Terms of Reference in the Company's Board Charter.
Explanation for : departure	
Large companies are requi	red to complete the columns below. Non-large companies are encouraged
to complete the columns b	
Measure :	
Timeframe :	

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 AC is empowered by the Board to review any matters concerning the appointment, re-appointment, resignations and dismissal of the External Auditors and review and evaluate factors relating to the independence of the External Auditors.
	The Policies and Procedures to assess the Suitability, Objectivity and Independence of External Auditors was last reviewed, revised and adopted by the Board on 28 February 2024. The said Policy aims to outline the guidelines and procedures for AC to review, assess and monitor the performance, suitability and independence of the External Auditor. The AC reviewed the performance of the external auditors in terms of their capability, professionalism, and independence before recommending them to the Board to be considered for re-appointment at the forthcoming AGM.
Explanation for : departure	
Large companies are requines to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	
Timeframe :	

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 :	Not Adopted
Explanation on : adoption of the practice	During the FYE 2023, the AC comprised solely of Non-Executive Directors with a majority of them being independent, in compliance with para 15.09 of the MMLR of Bursa Malaysia.

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	All members of the AC have undertaken continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules. The training attended by each members are disclosed in Directors' Training and Education of the Corporate Governance Overview Statement as set out in the Annual Report 2023.
Explanation for : departure	
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	
Timeframe :	

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

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

Practice 10.1

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

Application	: Applied
Explanation on application of the practice	 The Board acknowledges its overall responsibility for maintaining a sound risk management practices and internal control system, as well as reviewing its adequacy and operating effectiveness and integrity and so as to safeguard shareholders' investment and Group's assets. The Group's risk management process and internal control system covers not only financial controls but operational and compliance controls. The Board has established an ongoing risk management process to continuously review the adequacy and effectiveness of the Group's risk management framework and internal control system. To discharge these responsibilities, the Board is assisted by the Audit Committee supported by the Internal Auditor that is independent of the activities it audits. Internal Auditor conducted annual assessments during the financial year to ensure proper risk governance and determine the nature and extent of the significant risks that may hinder the Group from achieving its objectives. Audit issues including the follow up report in the previous cycles' report as well as actions agreed by the Management to address them were tabled and deliberated by Internal Auditor during the Audit Committee meeting. Details of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control of the Annual Report 2023.
Explanation for departure	:
Large companies are req to complete the columns	uired to complete the columns below. Non-large companies are encouraged below.
Measure	:
Timeframe	:

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

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

Practice 10.2

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

Application	: Applied
Explanation on application of the practice	: The Board acknowledges its responsibility for reviewing the adequacy and integrity of the Group's risk management and internal control system; identify the key risk faced by the Group; and establishing an appropriate actions plan to manage the risks.
	Key elements of the Group's risk management and internal control systems have been established to facilitate the proper conduct of the Group's businesses.
	As there are inherent limitations in any system of risk management and internal control, these systems are designed to manage the Group's risks within acceptable levels, rather than eliminate them. The internal controls implemented can only provide reasonable and not absolute assurance against the occurrence of any material misstatement, loss or fraud.
	The Board has received assurance from the Chief Executive Officer cum Managing Director and General Manager, Group Finance that the Group's risk management and internal control system were operating adequately and effectively, in all material aspects, during the financial year under review and up to date of the Statement on Risk Management and Internal Control. Taking this assurance into consideration, the Board is of the view that the systems of risk management and internal control are considered adequate for the Group's business operations.
	The features of its risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in the Annual Report 2023.
Explanation for departure	
Large companies are r to complete the colum	equired to complete the columns below. Non-large companies are encouraged Ins below.

Measure	:	
Timeframe	:	

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	:	Adopted
Explanation on adoption of the practice	:	The RMC comprises a majority of Independent Directors, to oversee the Company's risk management framework and policies.
•		Company's risk management framework and policies.

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	The Board recognises the importance of the internal audit function and outsourced to a professional entity, KPMG Management & Risk Consulting Sdn. Bhd. [Registration No. 198601000916 (150059-H)] to provide independent assurance to the Board and Audit Committee by providing an independent assessment on the adequacy efficiency and effectiveness of the Group's internal control and risk management systems.
	The execution of internal audit activities was based on the approved Internal Audit Plan of which is designed to cover entities across selected key processes and activity within the Group before commencement of work. In carrying out its activities, the internal audit function has unrestricted access to the relevant records, personnel and physical properties of the Group. The internal audit work is carried out based on risk-based internal audit methodology, which is aligned with the International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors, of which final communication of Internal Audit Plan, processes and results of the internal audit assessment are supported by sufficient, reliable and relevant information which signifies a satisfactory conclusion of the internal audit works. The establishment of the audit plan took into consideration of the corporate risk profile and input from Senior Management and the Audit Committee.
Explanation for : departure	
Large companies are require	ed to complete the columns below. Non-large companies are encouraged
to complete the columns be	
Measure :	
Timeframe :	

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	:	The Board has outsourced its internal audit function to an independent professional entity, KPMG Management & Risk Consulting Sdn. Bhd. ("KPMG MRC") to provide independent assurance to the Board and Audit Committee by providing an independent assessment on the adequacy efficiency and effectiveness of the Group's internal control and risk management systems.
		The internal audit engagement by KPMG MRC is headed by an Executive Director, namely, Encik Mohd Khaidzir Shahari. He is a member of Malaysian Institute of Accountants; Association of Chartered Management Accountant; and Chartered Global Management Accountant. He is also Certified Internal Auditor and Accredited assessor for the Quality Assurance Review Program (The Institute of Internal Auditors) and Board of Governor and Chartered Member (The institute of Internal Auditors Malaysia). Encik Mohd Khaidzir has significant experience in a wide range of governance advisory, risk and compliance services, internal audit and compliance, and Enterprise Risk Management. The internal audit work was carried out with two (2) personnel being deployed. All the personnel deployed by KPMG MRC are free from any relationships or conflict of interest, which could impair their objectivity and independence during the course of the work.
		Following the completion of its work, the internal audit function reported directly to the Audit Committee on improvement measures pertaining the internal controls, including a follow-up on the status of Management's implementation of recommendations to address the outstanding internal audit observations raised in the previous cycles' reports. Internal audit reports were submitted to the Audit Committee, which reviewed the observations with Management, including Management's action plans to address the concerns raised.

Explanation for departure	:		
Large companies ar to complete the col	-	-	Non-large companies are encouraged
Measure	:		
Timeframe	:		

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

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

Practice 12.1

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

Application :	Applied	
Explanation on : application of the practice	The Board believes in embedding a culture in the Group that seeks to balance compliance requirements with the need to deliver long term strategic value to shareholders and stakeholders through performance, predicated on entrepreneurship, control and ownership, and with consideration towards ethics and integrity. Apart from disclosures in the Annual Report 2023, the Company has also established a Company's website at <u>www.asiasealink.com</u> that houses, inter-alia, documentation on the Group's corporate governance practices like the Board Charter, Whistleblower Policy, Code of Conduct/Ethics for Directors and employees of the Group, Corporate Disclosure Policies and Procedures Documents, Sustainability Policy, Gender Diversity Policy, Fit and Proper Policy and Anti-Bribery & Corruption Policy that are useful for investors as well as potential investors to be apprised on how the Board views corporate governance and engagement with investors.	
Explanation for : departure		
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.	
Measure :		
Timeframe :		

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	:	The Board is mindful of the benefits of integrated reporting which is applicable for Large Companies. As Sealink International Berhad is not under the category of Large Companies, the Company has not adopted the integrated reporting framework.
Large companies are r to complete the colum		ed to complete the columns below. Non-large companies are encouraged elow.
Measure	:	
Timeframe	:	

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

Practice 13.1

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

Application	Applied	
Explanation on application of the practice	The Notice of 15 th AGM was circulated at least twenty-eight (28) days before the date of meeting to shareholders and was published in a national daily newspaper which had given shareholders sufficient time to prepare themselves to attend the AGM or to appoint a proxy to attend and vote on their behalf. Items of special business included in the Notice of AGM was accompanied by an explanation of the proposed resolution. The Notice of forthcoming 16 th AGM of the Company which is scheduled to be held on 28 May 2024 will be sent to shareholders at least twenty- eight (28) days before the date of 16 th AGM as well. Shareholders who are unable to attend personally are allowed to appoint proxy/proxies to attend, participate, speak and vote on their behalf at the 16 th AGM.	
Explanation for departure		
Large companies are requ to complete the columns	ired to complete the columns below. Non-large companies are encouraged below.	
Measure	:	
Timeframe		

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

Practice 13.2

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

Application :	Applied
Explanation on : application of the practice	All Directors with the Company Secretaries and key management together with external auditors were present in the AGM for FYE2023 which was held on 31 May 2023. The Chairmen of respective Board Committees were present to facilitate discussions and address any questions shareholders may have on matters that fall under the purview of the Committees.
Explanation for : departure	
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	
Timeframe :	

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 :	Departure
Explanation on : application of the practice	
Explanation for : departure	The Company issues an AGM administrative guide with the Notice of the AGM, which provides information to the shareholders regarding the details of the AGM, their entitlement to attend the AGM, their right to appoint a proxy and information as to who may count as a proxy. The Company allows a member to appoint a proxy who need not be a member of the Company.
	Shareholders who are unable to attend personally are allowed to appoint proxy/proxies to attend, participate, speak and vote on their behalf at the AGM.
	Despite the recommendation Practice 13.3 that the Company should leverage on technology to facilitate voting including voting in absentia and remote shareholders' participation at the General Meeting, the Board has assessed and of the opinion that it is not necessary to have meetings in remote locations as it is deemed not cost effective in view of the current numbers and spread of shareholders.
	The Board took note the advantage of electronics voting as promoted by the MCCG 2021.
Large companies are requine to complete the columns be	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	
Timeframe :	

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.

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.		
Application	Applied	
Explanation on application of the practice	The Board always encourage the shareholders to attend the Company's general meetings, particularly the AGM, which is the principal forum for direct interaction and dialogue between the Shareholders, the Board and the Management. The AGM provides an opportunity for the Shareholders to seek and clarify any issues and to have a better understanding of the Group's performance and other matters of concern. At the AGM, Shareholders participated in deliberating resolutions being proposed or on the Group's operations in general. The Board will ensure that all the Board Members, Management Team, External Auditors and Company Secretary are present to respond to Shareholders' queries during the AGM and any other general meetings.	
Explanation for departure		
Large companies are req to complete the columns	ired to complete the columns below. Non-large companies are encouraged below.	
Measure		
Timeframe		

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

Practice 13.5

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

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

Application	:	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice	:	
Explanation for departure	:	
Large companies are r to complete the colum	•	ed to complete the columns below. Non-large companies are encouraged clow.
Measure	:	
Timeframe	:	

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.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.

Application	: Applied
Explanation on application of the practice	: Minutes of the 15 th AGM were made available on the Company's website at <u>www.asiasealink.com</u> within thirty (30) business days after the 15 th AGM.
Explanation for departure	:
Large companies are rec to complete the column	uired to complete the columns below. Non-large companies are encouraged s below.
Measure	:
Timeframe	:

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

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

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