

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5182
COMPANY NAME : MCT BERHAD
FINANCIAL YEAR : 31 DECEMBER 2019

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE 2017 (“MCCG 2017”)

Disclosures in this section are pursuant to Paragraph 15.25 of Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”).

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE 2017

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

Intended Outcome 1.0

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	<ul style="list-style-type: none"> • The Board of Directors (“Board”) of MCT Berhad (“MCT” or “Company”) has set-up a Board charter wherein it lays out the role and the responsibilities of the Board to ensure that the Company’s goals are clearly established. The Board charter is published on the Company’s corporate website, www.mct.com.my. • The Board is tasked to monitor the performance of the management and implementation of strategies and policies, including assessing whether appropriate resources are available. These are normally discussed during the quarterly Board meetings including the presentation of financial results. • The Board has established and is supported by the following Board committees which consist of a majority of Independent Non-Executive Directors (“INED”) to provide independent oversights on management: <ul style="list-style-type: none"> (i) Audit and Risk Management Committee (“ARMC”); (ii) Nomination Committee (“NC”); and (iii) Remuneration Committee (“RC”). • The Board has tasked the ARMC to review the financial reporting of the Company and its group of subsidiaries (“Group”), the adequacy and effectiveness of risk management, internal control and governance systems. The ARMC receives report from the in-house internal audit team and has outsourced the Company’s risk management function to an independent third party professional firm.

	<ul style="list-style-type: none"> • The NC is tasked to identify, assess and recommend the right candidates to the Board as well as review and assess the performance of the Board. In addition, the NC also reviews the independency of the board members on an annual basis. • The Board has also tasked the RC to develop the remuneration policy and to review and recommend matters in relation to the remuneration of the Board and senior management. • These Board committees have the authority to report to the Board on their recommendations and the final decision will be decided by the Board.
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 1.0

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

Application	:	Applied
Explanation on application of the practice	:	<p>Tan Sri Dato' Sri Abi Musa Asa'ari Bin Mohamed Nor is the Chairman of the Company who holds a non-executive position and is primarily responsible for leading and ensuring the overall conduct and performance of the Board.</p> <p>He was appointed to the Board as an INED on 1 April 2015 and was subsequently re-designated as the Chairman of the Company on 3 April 2015.</p> <p>In fulfilling his role as Chairman of the Company, he amongst others carries out the following:</p> <ul style="list-style-type: none"> • Leader of the Board and responsible for the development needs of the Board. • Setting the Board Agenda and ensure that the Board receives complete and accurate information in a timely manner. • Maintain constructive and respectful relationship between the Board and the Management. • Represent the Company at shareholders' meetings and ensure that there is effective communication between the Company and the shareholders and stakeholders. • Oversee the annual evaluation of performance of the Board and Board committees. • Facilitate constructive and effective contribution from all Directors at the Board meetings. • Lead the Board in establishing and monitoring good corporate governance practices in the Group.
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 1.0

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 Chairman and Chief Executive Officer (“ CEO ”) are held by different individuals, wherein Tan Sri Dato’ Sri Abi Musa Asa’ari Bin Mohamed Nor is the Board Chairman while Mr. Teh Heng Chong is the CEO for the financial year ended 31 December 2019. The distinct and separate roles of the Chairman and CEO with their clear division of responsibilities ensure that there is a balance of power and authority.	
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 1.0

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 board is supported by 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 Board is supported by an in-house and external Company Secretaries who are qualified and able to provide the necessary advice required by the Board. The secretaries provide an advisory role and relevant support to the Board on the followings matters:</p> <ul style="list-style-type: none"> • Compliance with the Companies Act, 2016 (“CA 2016”), Main LR, MCCG 2017, statutory obligations and other relevant laws and regulations; • Assist the Board to discharge its function effectively and in accordance with their respective Terms of Reference and best practice; • Ensure adherence to Board's policies and procedures and practices of corporate governance; • Coordinate the meeting proceedings of the Board and Board committees; • Ensure the process and procedures of Board and Board committees' meetings are properly conducted and all deliberations at the meetings are accurately recorded; and • Facilitate the training requirements of Directors and to provide regular updates to the Board on any regulatory changes and development.
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 1.0

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

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	:	<ul style="list-style-type: none"> • All Directors are furnished with the relevant agenda and board papers prior to each meeting so that the Directors have an overview on matters to be discussed or reviewed at the meetings and to seek further clarifications, if any. • The Directors have access to advice and services of the Company Secretaries. • The Directors also have access to professional services if so required for the necessary advice and information which are required to facilitate discussion and decision making. • Minutes of meetings are taken down by the Company Secretaries and tabled at the next Board/Board committees' meetings for approval and confirmation. • In the absence of any forthcoming Board meetings, any matters requiring the sanction of the Board may be sought by way of Directors' circular resolutions in writing. All Directors' circular resolutions in writing approved by the Board are tabled for notation at the next Board meeting.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome 2.0

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	:	<ul style="list-style-type: none"> • The Board charter was established on 7 May 2015 and sets out the composition, roles and responsibilities, re-election/re-appointment, remuneration and Board meetings of the Company. • The Board charter is published on the Company's website, www.mct.com.my. • The Board charter will be periodically reviewed and updated. 	
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 3.0

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	:	<p>The Group is committed to upholding good corporate governance practices and upholding its business ethics, maintaining the confidence and trust of its customers and suppliers.</p> <p>The Group had on 7 May 2015 established a Code of Ethics covering Honest and Ethical Conduct, Conflicts of Interest, Proper Use of Group's Assets, Compliance, Confidentiality, Fair Dealing, Reporting and Enforcement and Waiver for all employees of the Company and all of its subsidiaries.</p> <p>The Code of Ethics is published on the Company's website, www.mct.com.my.</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 3.0

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 put in place a Whistleblowing Policy and Procedures (“WPP”) on 28 November 2017 and it is published on the Company’s website, www.mct.com.my.</p> <p>All employees are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting, compliance and other malpractices at the earliest opportunity, and in an appropriate way in accordance to the WPP.</p> <p>The reporting channel for whistleblowers can be made via a dedicated email address, whistleblowing-mct@bdo.my.</p> <p>This WPP is administered by the Group’s top management and overseen by the ARMC.</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 4.0

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

Practice 4.1

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<ul style="list-style-type: none"> As at 31 December 2019, the Board consists of eight (8) members, comprising of three (3) INEDs, three (3) Non-Independent Non-Executive Directors ("NINED") and two (2) Executive Directors ("ED"). Recognising the value of independent Directors, the board composition is in line with Paragraph 15.02(1) of the Main LR, which stipulates that the Board must consists of at least two (2) Directors, one-third (1/3) of the Board are independent directors. The Board takes cognisance that the abovementioned board composition is not aligned with the best practices of MCCG 2017 which stipulating that at least half of the Board comprises independent Directors. The Board is endeavours to seek for suitable and calibre candidates as additional independent Director of the Company so that it applies the best practices of the MCCG 2017.
<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 4.0

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

Practice 4.2

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 justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable - No independent director(s) serving 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 4.0

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

Practice 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years.

Application :	Not adopted
Explanation on adoption of the practice :	

Intended Outcome 4.0

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

Practice 4.4

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of boardroom diversity and values the benefits that diversity can bring to its Board.</p> <p>The Board also recognises that having different facets of skills, backgrounds, experience and diversity is essential to ensure a broad range of viewpoints to facilitate optimal decision making and effective governance.</p> <p>The Board has established a NC to ensure suitable board members and senior management with appropriate skillset, experience, age, cultural background and gender are able to support the Board in disseminating its duties and the Company in achieving its goals.</p> <p>The NC is entrusted with the task of proposing and recommending new nominee(s)/candidate(s) to the Board. It also undertakes an annual review of the required mix of skills and experience and other qualities of Directors, including core competencies and effectiveness of the Board as a whole, and the contribution of each individual Director.</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 4.0

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

Practice 4.5

The board discloses in its annual report the company’s policies on gender diversity, its targets and measures to meet those targets. For **Large Companies**, the board must have at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<ul style="list-style-type: none"> • Although a formal gender diversity policy has not been put in place, the Board acknowledges the importance of boardroom diversity in terms of age, gender, nationality, and ethnicity and recognises the benefits of this diversity. • In promoting boardroom diversity, the Board as an advocate of gender diversity, aspires to have a higher female representation since 2015. • The Board is represented by two (2) woman Directors; namely Ms. Anna Maria Margarita Bautista Dy and Ms. Ma. Luisa Dioquino Chiong for the financial year 31 December 2019. • In so far as board diversity is concerned, the Board does not discriminate on the basis of gender, ethnicity, age or religion. The evaluation of the suitability of candidate(s) for filling of casual vacancy, re-election or re-appointment is solely based on the competency, character, time commitment, integrity and experience of the candidate(s) in meeting the needs of the Company, including, where appropriate, the ability of the candidate(s) to act as INEDs, as the case may be. The NC has also taken this into consideration when assessing the performance of the Directors.
<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 4.0

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

Practice 4.6

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.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • The Board through its NC receives nomination on new board members from various sources which include recommendation from the Board, major shareholders and if required also through independent sources to identify suitably qualified candidates. • The selection of new board members takes into account the qualification, experience and willingness to contribute time and effort towards the Company.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome 4.0

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

Practice 4.7

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 INED, Tan Sri Dato' Hj. Abd Karim Bin Shaikh Munisar.	
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 5.0

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

Practice 5.1

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 and its outcome.

For **Large Companies**, the board engages independent experts periodically to facilitate objective and candid board evaluations.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • The annual assessment internally facilitated and conducted by the NC is performed through an evaluation form adopted by the NC at the NC Meeting. The NC makes an annual assessment of each individual Director and also the Board committees as well as the overall Board. • The criteria used in the performance assessment of the Board, Board committees and individual Directors include: <ul style="list-style-type: none"> i. appropriate size, composition, degree of independence, right mix of expertise, experience and skills within the Board and Board committees; ii. open communication of information and active participation within the Board and Board committees; iii. clear understanding of the Board and Board committees' roles and responsibilities and the Group's direction and strategy; iv. the characteristic, integrity, competency and time commitment of the members of the Board and Board committees in discharging their duties. • The results of the assessment are presented to the Board for comments and recommendations (if any). • All assessment and evaluation carried out by the NC are properly documented. • The NC was satisfied that each of its Directors has the experience, integrity, character and commitment and time to discharge their responsibilities cum respective roles competently and effectively.
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 6.0

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 6.1

The board has in place 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 policies and procedures are periodically reviewed and made available on the company’s website.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • The Group operates in a competitive environment and it is essential that part of its strategy is to attract, motivate and retain the highest achievers who are able to deliver the business objectives. The level of remuneration and benefits the Company offers is the key to supporting the objectives and maintaining our market position as an employer of choice. • The Company has established a set of Remuneration Policies & Procedures to support the Directors and key senior management in carrying out their responsibilities and fiduciary duties in steering the Group to achieve its long-term goals and enhance shareholders’ value. The Board’s objective in this respect is to offer a competitive remuneration package in order to attract, motivate, retain and reward Directors and key senior management who will manage and drive the Company’s success. • The Board has set-up a RC to assist the Board in setting out competitive salaries and benefits to attract the right ED(s) and senior management(s). • The remuneration package of non-executive Directors is based on the level of experience and responsibilities.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome 6.0

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 6.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the 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	:	<ul style="list-style-type: none">• The Board had on 3 April 2015 reconstituted the RC which is represented by majority of INEDs.• The RC reviews the contract and compensation of ED(s) and recommend to the Board for approval.• The RC ensures that the level of remuneration is sufficiently attractive in order to be able to retain Directors needed to run the Company.• The Terms of Reference of the RC is published on the Company’s corporate website, www.mct.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 7.0

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 7.1

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 remuneration package of individual Directors of the Company, including the remuneration for services rendered to the Group for the financial year ended 31 December 2019 is disclosed on name basis under the Section of Corporate Governance Overview Statement in the Annual Report. The remuneration breakdown of individual Directors includes remuneration, Directors' fees, benefit-in-kinds and meeting allowance.	
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 7.0

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 7.2

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 RM50,000.00.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board is of the opinion that the disclosure on the remuneration of the key senior management on a named basis will not be in the best interest of the Group due to confidentiality and sensitivity concerns as well as the issue of competitiveness of the Company in engaging its employees.</p> <p>The Board will ensure that the remuneration of the key senior management commensurate with their duties and responsibilities, the performance of the Company and without excessive remuneration payouts.</p> <p>Based on the above rationale, the Company is not in favour of disclosing the remuneration of its top five (5) key senior management.</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 7.0

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 7.3 - 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 :	

Intended Outcome 8.0

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 8.1

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

Application	:	Applied	
Explanation on application of the practice	:	<ul style="list-style-type: none"> The Board had on 3 April 2015 reconstituted and re-designated the ARMC and the ARMC currently comprises four (4) members, represented by majority of INEDs. The Chairman of the ARMC is Mr. Lao Chok Keang, an INED and he is not the Chairman of the Board whilst Tan Sri Dato' Sri Abi Musa Asa'ari Bin Mohamed Nor, INED and Chairman of the Board. 	
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 8.0

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 8.2

The Audit Committee has a policy that requires a former key audit partner to observe a cooling-off period of at least two (2) years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	<p>The ARMC is not represented by any former key audit partner and the policy of two (2) years cooling-off period has been incorporated in the revised Terms of Reference of ARMC dated 30 August 2019.</p> <p>The Terms of Reference of ARMC is published on the Company's corporate website, www.mct.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 8.0

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 8.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • The ARMC conducts an annual evaluation to review the competency and independence of the External Auditors before considering their appointment and/or re-appointment of the External Auditors. • The ARMC reviews and discuss the audit plan with the External Auditors to ensure the nature and scope of the audit recommended is appropriate. • The External Auditors make declaration of their independence to the ARMC. The ARMC also obtains written assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement. • The ARMC discusses with the External Auditors the findings of the Audit upon completion of the audit engagement and recommends/present to the Board the findings/conclusions. • The ARMC discusses the suitability of the proposed new External Auditors who are to be appointed in place of the retiring 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 8.0

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 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Not adopted
Explanation on adoption of the practice	:	The Board has on 3 April 2015 reconstituted and re-designated the Audit Committee to ARMC and the ARMC currently comprises four (4) members, represented by majority of INEDs.

Intended Outcome 8.0

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 8.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate 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	:	<ul style="list-style-type: none"> • The members of the ARMC possess a mix of skill, knowledge and appropriate level of expertise and experience to enable them to discharge their duties and responsibilities pursuant to the Terms of Reference of the ARMC. • The members of the ARMC undertakes continuous training and developments in topics required to discharge their duties. • The External Auditors in their presentations during the ARMC meeting will update and brief the ARMC of any new accounting and auditing standards relevant to the Company. • The Board through the NC has reviewed the effectiveness and term of office of the ARMC via an evaluation questionnaire. The Board is satisfied with the performance of the ARMC and that the necessary skills, experience, knowledge and other relevant field of expertise of the ARMC members will contribute to the overall effectiveness of the ARMC.
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	:	
	:	

Intended Outcome 9.0

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 9.1

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

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • The Board is ultimately responsible for the Group’s overall internal control and risk management. • The Management has set-up an Enterprise Risk Management (“ERM”) process wherein procedures, methodologies, evaluation and documentation of risks and internal controls are applied within the Group. • The said framework was prepared by the Senior Risk Management Manager. After her departure from the Company, the risk management function was outsourced to an independent consulting firm, Axcelasia Columbus Sdn. Bhd. (“Axcelasia”). • Following the termination of Axcelasia, the Board outsourced its risk management function to KPMG Management & Risk Consulting Sdn. Bhd., an independent third-party consulting firm. • The role of external risk management is to enhance the ERM Framework of the Group to facilitate systematic application of risk management practices and reporting on risk management results effectively. • Full details of the risk management framework are set out in the Statement on Risk Management and Internal Control (“SORMIC”) in the Company’s Annual Report, which prescribes the risk management framework and internal control system undertaken by the Company.
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 9.0

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 9.2

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	:	<ul style="list-style-type: none"> • The Board has disclosed the features of the risk management and internal control framework of the Company in the SORMIC for the financial year ended 31 December 2019. • The internal auditors and the third-party consulting firm i.e. KPMG Management & Risk Consulting Sdn. Bhd., assisted the Board in evaluating the adequacy and effectiveness of the risk management and internal control framework for the financial year ended 31 December 2019. • The Board drew a conclusion about the adequacy and effectiveness of the risk management and internal control framework based on the independent reports from the abovementioned parties. The Board disclosed its conclusion in the SORMIC for the financial year ended 31 December 2019.
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 9.0

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 9.3 - 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	:	<ul style="list-style-type: none">• The Board has on 3 April 2015 re-designated the Audit Committee to ARMC to oversee the risk management framework and policies. Prior to the re-designation, the ARMC's role also included the oversight of the risk management framework and policies.• The ARMC comprises majority INEDs.

Intended Outcome 10.0

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

Practice 10.1

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	:	<ul style="list-style-type: none"> • The ARMC is supported by an in-house Internal Audit Department (“IAD”) in the discharge of its duties and responsibilities. • The mission of the IAD is to provide independent, objective assurance and consulting services designed to add value, improve the Company’s operational efficiency, risk management and internal control systems. • The ARMC reviews the qualifications and work experiences of the key members of the IAD to ensure that the competence level of the IAD is acceptable. • The ARMC reviews the manpower and audit plan of the IAD to ensure that it possesses the required resources and utilises its resources efficiently. • The ARMC issues an Internal Audit Charter to ensure that the IAD is independent from the Management, possesses the required authority and complies with the standards issued by the Institute of Internal Auditors. • The ARMC evaluates the performance of the IAD on a yearly basis to identify and close performance gaps.
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 10.0

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

Practice 10.2

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
<p>Explanation on application of the practice</p>	<ul style="list-style-type: none"> • The Company has an in-house IAD led by a qualified and experienced Senior Manager with three (3) assistants to carry out its appraisal function independently from the Management, with the Head of Internal Audit who directly reports to the ARMC. • The IAD, which has a total of four (4) staff, is headed by Mr. Wong Choon Ming. Mr. Wong holds a bachelor's degree in accounting and is a Chartered Member of the Institute of Internal Auditors Malaysia. • The function of the IAD is to assist the ARMC, Board and Management in discharging their governance responsibility, to provide the assurance on the adequacy and effectiveness of the internal control systems, risk management and recommending improvements to add value to the Group's operational efficiency. • The Internal Auditors have confirmed that they are free from any relationships or conflicts of interest which could impair their objectivity and independence in their audit assignments. • The Board has put in place an Internal Audit Charter recommended by the ARMC as a guide to the IAD in its objectives and scope of authority. The internal audit function fully abides by the provisions of its charter. • The Audit Plan will be implemented once approved by the ARMC and the IAD reports are circulated to the ARMC on a periodic basis. • A statement on the Internal Audit Function with the required disclosure is available under the ARMC Report in the Company's Annual Report for the financial year ended 31 December 2019.
<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 11.0

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 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • The Company values the importance of dissemination of relevant and material information on the development of the Group to its shareholders and stakeholders in a timely and equitable manner. • The Company's corporate website at www.mct.com.my serves as one (1) of the most convenient ways for the shareholders and members of the public to gain access to corporate information, announcements, quarterly results, annual reports, media releases, etc. There is also a section focusing on Corporate Governance that comprises the Company's Board charter, Code of Ethics, Whistle-Blowing Policy, Terms of Reference of ARMC, NC and RC. • The AGM is the principal forum for dialogue and interaction with all shareholders, who are given the opportunity to enquire and seek clarification on the operations and financial performance of the Company. During the AGM, the Company presents to its shareholders the financials and operations reports of the Group.
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 11.0

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 11.2

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

Application	:	Not applicable - The Company is not classified as Large Companies. Thus, the Company has not adopted an integrated reporting based on a globally recognised framework.	
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 12.0

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

Practice 12.1

Notice for an Annual General Meeting should be given to the shareholders at least twenty-eight (28) days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • The Tenth Annual General Meeting (“AGM”) of the Company was held on 26 June 2019 and the notice of AGM was issued together with the Annual Report for the financial period ended 31 December 2018 on 30 April 2019, which was more than twenty-eight (28) days before the date of AGM. • The notice of Tenth AGM was accessible by the shareholders vide the websites of the Company and Bursa Malaysia. The abovementioned AGM notice was also advertised in a widely circulated newspaper in Malaysia in the English language. • The longer notice period given to the shareholders enables them to have sufficient time to consider all resolutions to be discussed at the AGM and make the necessary arrangement to attend and participate in the AGM either in person or through proxy/corporate representative. • An explanatory statement was also included in the AGM notice for each of the proposed resolutions under the special business to facilitate a better understanding and evaluation of issues involved. It also allows shareholders to make an informed decision in exercising their voting rights at the AGM.
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 12.0

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

Practice 12.2

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	:	<ul style="list-style-type: none"> All the Directors are given sufficient notice period on the meeting dates according to the meeting calendar so that they can allocate time to attend the General Meeting. The Chairman or any of the Directors will provide responses to any questions raised by the shareholders as well as the Minority Shareholders Watchdog representatives which would normally be present at the Company's AGM. 	
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 12.0

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

Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate—

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<ul style="list-style-type: none"> • Although the Company has not practised voting in absentia or remote shareholders participation at general meeting, the Company has always ensured that general meeting is held at a strategic location with easy accessibility, where most of its shareholders would be able to attend. • The Notice of AGM and Proxy Form have been despatched to all the shareholders with a notice period of more than twenty-eight (28) days. There is sufficient time for them to decide on whether to attend, participate, speak and vote at the meeting personally or to submit the proxy form if said members are unable to attend the meeting personally. • Shareholders may appoint any person(s) as their proxy or corporate representative(s) to attend, participate, speak and vote in his stead at the general meeting.
<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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