

CORPORATE GOVERNANCE REPORT

STOCK CODE : 4251
COMPANY NAME : I-BERHAD
FINANCIAL YEAR : December 31, 2021

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application :	Applied
Explanation on application of the practice :	<ul style="list-style-type: none">• The Board ensures that the management achieves its objectives and continues to put in place a strategic 3-year growth plan for the Company's business for the year 2022 to 2024.• The Executive Director formulates the strategic vision and business direction for all of the Company's business units.• The Board adopts the core values of integrity and professionalism in its corporate culture within the organisation.• The Board ensures that Senior Management has the necessary skillsets to drive the business of the Company in order to enable the Company to achieve a quantum leap in its next level of growth by developing and grooming them to a stage where they could take on executive roles on the Board.• The Board has also put in place the Risk Management and Internal Control framework in identifying and managing business risks impacting the achievement of the business objectives of the Group.• Management proposals which require Board's approval would be tabled at Board meetings for discussion and adoption prior to implementation. Relevant reports tabled at Board Committee meetings would also be tabled at Board meetings for noting.• The quarterly financial reports will be tabled to the Board within the 2nd month from the end of each quarter. The Audit Committee and Board would seek clarification on the quarterly reports during the Audit Committee Meetings and Board Meetings.• The Annual Report is the key channel of communication with stakeholders. Another important avenue for communication and dialogue is the Annual General Meeting of the Company. Primary contacts for Investor Relations are disclosed in the 2021 Annual Report.
Explanation for departure :	

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

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Chairman, Y. Bhg. Tan Sri Lim Kim Hong leads the Board in its collective oversight of the Senior Management.• The Chairman supports the Senior Management in driving the Group's businesses as part of the Group's succession plan via consistently high levels of professionalism and excellent performance.• The Chairman also provides leadership to the Board in establishing good corporate governance practices in the Group.• The Chairman will ensure that the Board works effectively by ensuring that all key and appropriate issues are discussed in a timely manner.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	Y. Bhg. Puan Sri Tey Siew Thuan was appointed as CEO on 1 January 2020 whilst the position of Chairman is being held by Y. Bhg. Tan Sri Lim Kim Hong. The distinct and separate roles of the Chairman and CEO will safeguard and ensure a balance of power and authority, such that no one individual has unfettered decision-making powers.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	The Chairman of the Board is not a member of the Audit, Nomination and Remuneration Committees and does not participate in any or all of these Committee meetings.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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, Madam Too Yet Lan is an Associate Member of The Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and is also the Secretary to the Board Committees. She is a qualified Chartered Secretary and Chartered Governance Professional and holds a Practising Certificate from the Companies Commission of Malaysia (CCM).	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The notice of meetings together with the meeting materials are circulated on a timely basis to allow a reasonable time for the Directors to review the Board papers prior to the Board Meetings.</p> <p>Minutes of Board Meetings are also distributed on a timely basis to all the Directors for their review and comments and thereafter for confirmation at the next Board meeting. Upon confirmation by the Board, the minutes would be kept in the Minutes Book.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company's Board Charter which is published on the Company's website www.i-bhd.com clearly spells out the roles and responsibilities of the Board and its Committees as well as the individual Directors.</p> <p>The Board will review the Charter from time to time to ensure that the Charter remains consistent with the Board's objectives and is in line with current laws, regulations and practices that may have an impact on the discharge of the Board's duties and responsibilities.</p> <p>The Board has adopted the visions and missions stated in the Board Charter as its main principles and values of the Company and is developing policies and strategy based on these visions and missions.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established the Code of Conduct and Ethics which has been published in the Company's website which is formulated to enhance the standard of ethical behaviour and the principles of discipline, good conduct, professionalism, integrity and cohesiveness for Directors based on the trustworthiness and values that can be accepted or upheld by any one person and to uphold the spirit of social responsibility. It highlights the Company's emphasis on high integrity and the needs for effective corporate governance compliance measures in the overall conduct of the Group's business. The Board also manages conflicts of interest, if any.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established together with Management the policies and procedures on whistleblowing in relation to improper conduct, fraud, abuse or practices which caused unnecessary costs to the Company and wastage on goods or resources.</p> <p>The objective of these policies and procedures are to provide a mechanism for all level of employees and stakeholders of the Group to report concerns about any actual or suspected unethical, unlawful, illegal, wrongful or other improper conduct, whereby employees and other stakeholders can report their concerns freely without fear of reprisal or intimidation.</p> <p>The Whistleblowing Policy and Procedures has been published on the Company's website.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board together with the Senior Management takes responsibility for the governance of sustainability and considers sustainability matters in developing the business strategy of the Group and guides the Group towards sustainability considerations when considering the Group’s business direction and its business plans.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has communicated the sustainability strategies, priorities and performance via the Sustainability Statement in the Company’s 2021 Annual Report which sets-out the details of the sustainability initiatives 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

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 via its Senior Management took appropriate action to stay abreast with sustainability issues by having consistent discussions with its Consultants on looking into ways of incorporating sustainability into the planning and design of its development such as the reduction of waste, managing pollution, emission reduction, water management, achieving energy efficiency and recycling rain water catchment from open areas surrounding i-City and utilising smart meter and building automation system for better management of water usage.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Although the Board and Senior Management performance evaluation has yet to take into account the review of the performance in addressing the Company’s material sustainability risks and opportunities, the sustainability initiatives have already been incorporated into the proposed business direction of the various business segments for implementation.	
		The Senior Management has incorporated sustainability initiatives into the planning of their respective business operations.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee of the Board assesses the performance and contribution of the Director on an annual basis including the annual re-election of Director as well as the appointment of new members to 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

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	Commencing from 17 May 2021 to 31 December 2021, more than half of the Company's Board of Directors comprises Independent Directors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	During the financial year, none of the Independent Directors of the Company has exceeded the cumulative term of nine years.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

<i>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.</i>	
Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has appointed members of the Board and Senior Management (who were appointed by the Executive Director) with different skillsets, experience, age and background. The criteria for the recruitment process and annual assessment of Directors are contained in the Terms of Reference of both the Nominating and Remuneration Committees which are published on the Company's website at www.i-bhd.com . The Board also supports gender diversity with 2 female Directors on 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

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The sourcing process will include careful screening, selection, performing requisite evaluation and assessment on the candidate's ability to discharge their duties effectively to ensure the candidates possess the relevant skills, core competencies, experience, knowledge and integrity to effectively discharge his or her role as a Director.</p> <p>In sourcing for new Directors, the Board would also consider recommendations from its business partners.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

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	:	As per the Annual Report 2021, the Board has provided a statement to support the re-appointment of an Independent Non-Executive Director to be retained as Independent Non-Executive Director upon attaining a term of 9 years.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nominating Committee is chaired by the Independent Director, Mr Ng Chee Kiet.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	During the year, the Company has 2 female Directors i.e. with 40% women representation on the Board, thus providing the Board with gender diversity that serves to bring value to Board discussions from different perspectives.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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 has disclosed in its annual report its 40% women representation on the Board. Although the Board has not made a policy on its gender diversity for Senior Management thus far, it had already adopted more than 30% women representation for its Senior Management.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The Board via its Nomination Committee has conducted an annual evaluation to determine the effectiveness of the Board, its individual Directors and its Committees via peer reviews and self-assessment. The annual evaluation also ensures that appropriate and prompt actions are taken based on the results of the annual assessment to continuously improve and enhance the Board's overall performance and identify opportunities for improvement.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>In accordance with the Company's Board Charter, the performance of Directors is measured by the Directors' contribution and commitment to both the Board and the Company. The Executive Directors' and Senior Management's remuneration will depend on the performance of the Group and the achievement of the goals set at the beginning of each financial year, upon finalization of the ensuing year's budget.</p> <p>In the case of Non-Executive Directors, the level of remuneration reflects the contribution and level of responsibilities undertaken by the particular Non-Executive Director.</p> <p>The Board has delegated the decision-making for the remuneration of Senior Management to its Executive Director.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board has established the Remuneration Committee (RC) to review the remuneration of its Board members and the remuneration of Senior Management has been delegated by the RC for approval by the Executive Director.	
		Senior Management's remuneration has been delegated for approval by the Executive Director of the Board instead of the Remuneration Committee as the Executive Director is involved in the operations of the business and has a better understanding of the market practices relating to the remuneration of Senior Management.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 8.1

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 received and/or receivable by the following Directors from the Company and its subsidiary for the financial year ended 31 December 2021 is set out in the tables below:-

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Lim Kim Hong	Non-Executive Non-Independent Director	110	-	-	-	-	-	110	-	-	-	-	-	-	-
2	Puan Sri Tey Siew Thuan	Executive Director	110	-	-	-	-	-	110	-	-	624	-	-	119	743
3	Ng Chee Kiet (Appointed on 17.5.2021)	Independent Director	45	-	-	-	-	-	45	-	-	-	-	-	-	-
4	Peck Boon Soon (Appointed on 17.5.2021)	Independent Director	37	-	-	-	-	-	37	-	-	-	-	-	-	-
5	Goh Yeang Kheng	Independent Director	36	-	-	-	-	-	36	-	-	-	-	-	-	-
6	Tan Sri Dato' Sri Dr. Lau Ban Tin (Resigned on 31.3.2021)	Independent Director	15	-	-	-	-	-	15	-	-	-	-	-	-	-
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9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure									
Explanation on application of the practice	:										
Explanation for departure	:	<p>The Company has established a succession team with executive Directorship potential whose remuneration are strongly linked to performance, commitment and potential. The current Senior Management team represents about half of the target team strength. As the Group endeavours to recruit talents, disclosing the salary trends would affect the effectiveness of this strategy as well as the competitiveness of the Group.</p> <p>Currently, the Company has disclosed the total remuneration of its key management personnel under Note 35(b)(ii) of the audited Financial Statements on Page 133 of the 2021 Annual Report of the Company.</p> <p>The remuneration package of the top five key management personnel (who are not Directors of the Company) are as set-out in the following remuneration bands for the financial year ended 31 December 2021 :-</p> <table border="1" data-bbox="555 1361 1166 1597"> <thead> <tr> <th>Total Remuneration</th> <th>No. of Key Senior Management</th> </tr> </thead> <tbody> <tr> <td>RM250,000 to RM300,000</td> <td>1</td> </tr> <tr> <td>RM300,000 to RM350,000</td> <td>0</td> </tr> <tr> <td>RM400,000 to RM500,000</td> <td>4</td> </tr> </tbody> </table>		Total Remuneration	No. of Key Senior Management	RM250,000 to RM300,000	1	RM300,000 to RM350,000	0	RM400,000 to RM500,000	4
Total Remuneration	No. of Key Senior Management										
RM250,000 to RM300,000	1										
RM300,000 to RM350,000	0										
RM400,000 to RM500,000	4										
-											
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>											
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.									
Timeframe	:	Choose an item.									

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Audit Committee, Mr Ng Chee Kiet is not the 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

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	:	In accordance with the Company's Terms of Reference of the Audit Committee, where a former key audit partner is appointed to the Board of the Company, he/she is required to observe a cooling-off period of at least three years before being appointed as a member of the Committee.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Audit Committee has established policies and procedures to assess the suitability, objectivity and independence of the Company's Auditors, Messrs Deloitte PLT via meetings with the external Auditors in the absence of management in addition to the external Auditors' confirmation of independence.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The members of the Audit Committee have the relevant accounting knowledge and their experience and qualifications are disclosed in the Board of Directors' profile in the Annual Report.</p> <p>The Audit Committee members have also undertaken continuous professional training to keep abreast with the developments in accounting standards, rules and practices. They are financially literate and can understand and grasp complex issues brought to their attention including the financial reporting standards, related party transactions and internal control issues.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established an effective risk management and internal control framework focusing on the following:-</p> <ul style="list-style-type: none"> ● A defined Organisation Structure with clear lines of reporting to the operating units and Board; ● A defined authority chart with clear authority limits and approval procedures; ● Documented Standard Operating Policies and Procedures which are reviewed and updated, where applicable; ● Regular meetings held at operational and management levels to identify and resolve operational and business matters. Budgetary control for every operation of the Group, where actual performance is closely monitored against budget; ● Financial and operational reports generated timely for Management review and action; ● Regular site visits by the Senior Management team members; and ● Centralised Group Human Resources function that sets out the procedures for recruitment, training and appraisal of employees. ● Implementing a risk management framework that assesses and addresses major risks affecting 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

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The features of the Company’s risk management and internal control framework is disclosed in the Risk Management and Internal Control Statement in the 2021 Annual Report.</p> <p>The Board has attested to the adequacy and effectiveness of the risk management and internal control framework by identifying, evaluating and managing the strategic, financial and operational risks that may impact the Group.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	<p>The Company has already established a Risk Management Committee comprising a majority of Independent Directors during the year.</p> <p>The objectives of the Risk Management Committee ("RMC" or "the Committee") are to assist the Board of Directors of the Company ("the Board") in fulfilling its duties in the following areas:</p> <ul style="list-style-type: none">(i) to set risk management policies and provide independent oversight of the risk appetite and the implementation and operations of the Group's enterprise wide risk management framework;(ii) to review and recommend the Group's risk management policies and strategies for the Board's approval. This includes reviewing major investment business cases and Management's assessment of the key associated risks, including funding options and costs, and investment returns prior to the Board's approval;(iii) to promote adequate awareness and understanding of risk and control by the Management and risk owners in order to safeguard stakeholders' interests and add value to the Group;(iv) to provide oversight, direction and counsel to the risk management process and risk compliance framework in line with the Listing Requirements of Bursa Malaysia Securities Berhad, such as the Statement on Internal Control – Guidance for Directors of Public Listed Companies; and(v) to incorporate value and strategies so as to create value for its business and stakeholders in the long run as well as to support business continuity and competitiveness over the longer term.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has set-up the Internal Audit Department which assists the Audit Committee in discharging its duties and responsibilities.</p> <p>The internal Auditor reports to the Audit Committee which approves its Audit Plan and the Internal Auditor provides independent and objective reports on the Organisation via Audit Reports as well as make the necessary recommendations to management on improvements to be made on processes and internal controls of the Company.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Internal Auditor is free from any relationships or conflict of interest which could impair his objectivity and independence.</p> <p>The Company currently has an Internal Auditor who has a Bachelor in Accounting qualification and is a member of the Malaysian Institute of Accountants (MIA) and hopes to expand the internal audit team based on its business needs. The internal audit function is governed by the Internal Audit Charter and the results of the internal audit assessments were reviewed by the Audit Committee and reported to the Board of Directors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board ensures that the Company announces its quarterly results in a timely basis.</p> <p>Shareholders of the Company are also given an opportunity to speak and seek clarifications from the Board and Senior Management at all general meetings. The Company recognises the importance of effective dialogue with shareholders and investors, and believes that communication with the shareholders is a two-way process that may enhance the shareholders' understanding of the Company as well as their ability in making informed investment decisions.</p> <p>The Company's corporate and financial information is also disseminated via its website at www.i-bhd.com.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company does not fall under the category of "Large Companies" as defined in the Malaysian Code on Corporate Governance for the time being. Hence, this practice is not applicable to the Company.	
		Not Applicable	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 13.1

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 Annual General Meeting of the Company gives 28 days' notice to shareholders prior to the 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

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 attended the general meetings held by the Company and the Chair of all the Board Committees was also present to provide responses in the event that questions were directed to him.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's general meetings were not held in remote locations and have always been held in the same state as its registered office for its shareholders' convenience to attend and to participate at general meetings. The meeting venue at i-City, Selangor for the several past Annual General Meetings ("AGMs") was easily accessible to shareholders.</p> <p>During the year, the Company's AGM was conducted entirely through live streaming from the Broadcast Venue at i-City via the Remote Participation and Voting ("RPV") facilities in order to enable shareholders to participate remotely via RPV at the AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: Shareholders of the Company have been provided with sufficient opportunity to pose questions in the query box during the Company's virtual general meeting and all questions asked were responded by the Management of 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

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	The Company held a fully virtual Annual General Meeting during the year via livestreaming from its broadcast venue where shareholders' queries were made visible to all meeting participants during the said 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

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the Annual General Meeting (AGM) which was held on 29 June 2021 were duly circulated to shareholders within the 30 business days after the AGM by way of uploading the said minutes to the Company's website at www.i-bhd.com
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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