

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5077
COMPANY NAME : MALAYSIAN BULK CARRIERS 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	:	<p>The Board has the overall stewardship responsibilities of providing:</p> <ul style="list-style-type: none">• strategic leadership The Board is responsible to lead and control the Group's strategic direction, objectives, and ensure that the necessary financial and human resources are in place for the company to meet its objectives.• overseeing the business conduct A formal schedule of matters specifically reserved for the decision of the Board and Management has been established and this is contained in the Group's Financial Authority Limits. The matters reserved for the collective decision of the Board are outlined in the Board Charter. The Board has delegated specific responsibilities to two (2) committees namely, Audit and Risk Management Committee and Nomination & Remuneration Committee. All the committees discharge their duties and responsibilities within their terms of reference.• identification and management of principal risks ensuring the adequacy and integrity of internal control systems The Board recognises the importance of sound internal controls and risk management practices as integral to good corporate governance. The Board affirms its overall responsibility for the Group's system of internal controls and risk management, and for reviewing the adequacy and effectiveness of the internal control and risk management systems to ensure that shareholders' investment and the Group's assets are safeguarded.• establishing a succession plan

	<p>The Board seeks to ensure that the members of Management team are qualified, professional and have competence to lead the operations of the Group.</p> <ul style="list-style-type: none"> • developing and implementing an investor relations program <p>The Board is committed in providing effective and timely communication with its shareholders, investors and other stakeholders. The Group's financial results, announcements, annual report and circulars are the primary modes of disseminating information in relation to the Group's business activities and financial information and this can be accessed from the Company's website at www.maybulk.com.my or Bursa Malaysia Securities Berhad's website at www.bursamalaysia.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

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	:	<p>The Chairman is responsible for leadership, orderly conduct and working of the Board.</p> <p>As outlined in the Board Charter, the responsibilities of the Chairman, amongst others, are as follows:</p> <ul style="list-style-type: none">• to lead the Board in establishing and monitoring good corporate governance practices in the Company;• to ensure the efficient organisation and conduct of the Board's function and meetings;• to facilitate the effective contribution of all Directors at Board meetings;• to encourage active participation and allowing dissenting views to be freely expressed; and• to ensure effective communication with shareholders and relevant stakeholders. <p>The 2021 Board evaluation results demonstrated the Directors' trust in and belief that the Chairman has been effective in establishing excellent board dynamics which contributed to the Board working well together as a team.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman and Chief Executive Officer (CEO)'s position are held by different individuals. There is a distinct division of roles and responsibilities of the Chairman and CEO to ensure balance of power and authority, such that no one individual has unfettered powers of decision making. The Chairman of the Board is responsible for leadership, orderly conduct and working of the Board, whereas the Chief Executive Officer is responsible for the management of the Group's business. Their roles and responsibilities of the Chairman and CEO are defined in the Board Charter, which is available on the Company's website at www.maybulk.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

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Chairman of the Board, Dato' Mohd Zafer Bin Mohd Hashim is also a member of the Nomination & Remuneration Committee.
	:	The Chairman is conscious of his differing roles in the Board and in the Nomination & Remuneration Committee. All issues before recommending to the Board are thoroughly deliberated at the committee level which involved the participation of two (2) other Non-Executive Directors. All recommendations by the Committees to the Board have been arrived at unanimously and this would have eliminated the risk of self-review.
<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	:	<p>The Company Secretaries of the Company are Ms Tan Ai Ning and Ms Tai Yit Chan. Both of the Company Secretaries are a member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA).</p> <p>The Company Secretaries advise and ensure the Company’s adherence to the rules and application towards the best practices recommended by the Malaysian Code of Corporate Governance.</p> <p>The Company Secretaries attended seminar/workshop in relation to Companies Act 2016 and Main Market Listing Requirements of Bursa Malaysia Securities Berhad during the year to keep themselves updated on the changes of regulations or listing requirements.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is supplied with information in a timely manner. The agenda and full set of board papers are distributed within a reasonable period or at least one (1) week prior to the meeting of the Board to ensure that sufficient time is given to the Directors to review the matters to be discussed. The board paper includes minutes of previous meeting and various reports such as market conditions, outlook, investment opportunities and financial performance.</p> <p>The deliberations and decision of those matters discussed at the Board Meetings are duly recorded in the meeting minutes. Decisions of the Board are also communicated in a timely manner to the Management for their further action.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has formalised a Board Charter in November 2018, which provides:</p> <p>(i) the respective roles and responsibilities of the Board, board committees, individual directors and management. The board committees have their own terms of reference which set out the authority, scope and responsibilities.</p> <p>(ii) the schedule of matters reserved for the Board's decision includes the following:</p> <ul style="list-style-type: none"> • review and approve corporate/strategic direction and major business proposals; • review and approve major capital commitments, acquisition and disposal of assets and investments; • review and approve commitment to loans and long/short term financing with banks; • review capital structure of the Company; • declaration of dividends; • the adoption of any significant change in accounting policies of the Company and Group; • the approval of annual audited financial statements and quarterly results; and • any other matters requiring the Board's approval under the financial authority limits adopted by the Company and Group. <p>The Board Charter is reviewed periodically by the Board to keep abreast with the new changes in legislations and best practices, and remains effective and relevant to the Board's objectives.</p> <p>A copy of the Board Charter is available on the Company's website at www.maybulk.com.my.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to maintain a corporate culture with good ethical conduct. This is formalised through the Company's Code of Ethics and Code of Conduct which are set out in the Company's Employment Handbook. The handbook covers matters in relation to conflict of interest, entertainment and gifts, misuse of position, insider trading and misconduct. The directors and employees of the Group are expected to adhere to the standard of ethics and conduct set out in the handbook.</p> <p>The Board has also adopted a Anti-Corruption Policy.</p> <p>A copy of the Code of Ethics of Directors and Anti-Corruption Policy are available on the Company's website at www.maybulk.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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 adopted a Whistle Blowing Policy in 2018. The policy outlines the Group’s commitment towards enabling the employees and external parties to raise concerns in a responsible manner regarding any wrongdoings or malpractices without fear of reprisal, and to have such concerns independently investigated. All the disclosures made under the policy will be handled with strict confidence.</p> <p>The policy aims to promote and maintain high standards of corporate governance within the Group.</p> <p>The Whistle Blowing Policy is available on the Company’s website at www.maybulk.com.my.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has the oversight role and ultimate responsibility for sustainability. The Board is assisted by the Chief Executive Officer whose responsibilities include advising and recommending sustainability initiatives, policies for adoption and implementation of sustainability practices. A Sustainability Working Group was established, that is led by the Group Financial Controller and supported by various heads across the business segments.</p> <p>The respective business segments set, monitor, and review the environmental, social and governance (“ESG”)/ sustainability targets and report the performance or results achieved to the Board.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Group's annual sustainability targets and performance are presented and approved by the Board before disclosure in the Sustainability Report which is included in the Group's 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

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	:	<p>During the year, the Sustainability Working Group through the Group Financial Controller and the business segment heads report on material sustainability matters of importance to the Group on a quarterly basis.</p> <p>The Group’s material sustainability matters include Digitalisation & Innovation, Business Development and Financial Performance, Occupational Health & Safety, Business Ethics & Compliance, Environmental Management (Ocean Health and Climate Change Mitigation) and Maritime Disaster Management.</p> <p>The details to the material sustainability issues identified and addressed are disclosed in the Sustainability Report which is included in the Group’s Annual Report.</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 4.4

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	:	The Board is of the opinion that there should be sufficient measurable comparable data on ESG linked performance targets before implementation of performance evaluation of the board and senior management.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Sustainability Working Group is led by the Group Financial Controller and supported by various function heads.

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Terms of Reference (TOR) of Nomination & Remuneration Committee (NRC) stipulates the NRC's responsibility to assist the Board in proposing new nominees to the Board, assessing directors on an on-going basis and reviewing composition and continuous education programme of the Board.</p> <p>During the year, there were several changes to the board compositions:</p> <ul style="list-style-type: none">• Dato' Wan Mohd Fadzmi Bin Che Wan Othman Fadzilah resigned as Non-Independent Non-Executive Director on 8 February 2021• Ms Thai Kum Foon resigned as Executive Director on 31 March 2021• Mr Tho Leong Chye was appointed as Executive Director on 31 March 2021• Mr Andrew Charles Hoare resigned as Alternate Director to Mr Hor Weng Yew on 25 October 2021. <p>In accordance with the Company's Constitution, one-third of the Directors or if their number is not three (3) or a multiple of three (3), then the number nearest one-third shall retire from office at every AGM and be eligible for re-election. The following directors are due to retire at the forthcoming AGM and eligible for re-election:</p> <ul style="list-style-type: none">• Mr Hor Weng Yew• Mr Tay Beng Chai <p>NRC considered the character, experience, integrity, competence, contribution and performance of the Directors who are due to retire at the forthcoming AGM, and recommended to the Board that their re-election be tabled for shareholders' approval at the forthcoming AGM, save for Mr Tay Beng Chai who has indicated his intention not to seek for re-election at the forthcoming AGM.</p> <p>The NRC had also reviewed the effectiveness of the Board as a whole based on the summary of results from the evaluation completed by the Directors and was satisfied that the Directors have discharged their responsibilities in a commendable manner.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>As at 31 December 2021, the Board comprises of seven (7) directors, of whom four (4) are Independent Non-Executive Directors, one (1) Non-Independent Non-Executive Director and two (2) Executive Directors.</p> <p>The four (4) independent directors have been able to provide an unbiased, independent and objective views and judgement during board meetings and deliberations on all matters concerning the Group.</p> <p>The Nomination & Remuneration Committee has assessed the board composition and is satisfied that the current size and composition has the required mix of skills, experience, knowledge and competencies, required for an effective Board.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	There are four (4) Independent Non-Executive Directors on Board. Save for Mr Tay Beng Chai who is retiring at the conclusion of the 33rd AGM, none of the other independent Directors has served the Company beyond nine (9) years.	
		<p>The Board recognises the importance of independence and objectivity in the decision-making process and will continue to assess and evaluate the Independent Non-Executive Directors to ensure that they:</p> <ul style="list-style-type: none">• are independent of the Company’s management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company.• have no family relationship with Directors or major shareholders of the Company.• have no conflict of interest with the Company.• can exercise care in performing their duties, and provide unbiased, independent and objective views and judgement during board meetings and act in the best interest of the Company.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	Appointment of board and senior management are based on their experience, character, integrity and competence. In assessing the suitability of the candidates, the Nomination & Remuneration Committee (NRC) considers the required mix of skills, knowledge, expertise, experience, professionalism and integrity as well as the list of directorships of the candidates.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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 Nomination & Remuneration Committee (NRC) is responsible for recommending suitable candidates for new appointment to the Board. In evaluating potential candidates, the NRC consider candidates' skills, knowledge, expertise, experience, professionalism and integrity. In the case for position of Independent Non-Executive Director, the NRC considers candidates from independent sources and evaluates the candidates' ability to discharge such responsibilities/ functions as expected from Independent Non-Executive Director.</p> <p>The nomination process involves the following 5 stages:</p> <ul style="list-style-type: none">(i) Identifying of candidates;(ii) Evaluation of suitability of candidates;(iii) Get to know candidates via interview meeting;(iv) Final deliberation by NRC; and(v) Recommendation to Board. <p>For appointment of Executive Directors and Non-Independent Non-Executive Directors, the NRC considered candidates recommended by major shareholders/ directors.</p> <p>In 2021, NRC reviewed a candidate for the appointment of Executive Director, as recommended by the major shareholder in replacement of an Executive Director who has resigned during the year. Therefore, utilising independent sources to identify suitable qualified candidate is not applicable to this appointment.</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	:	<p>Shareholders are kept informed on the Board's decision in respect of appointment of director via announcements to Bursa Malaysia Securities Berhad and updating of Company website.</p> <p>The details of directors who are standing for re-election are reflected in the profiles of Directors of the Company's Annual Report. These include their age, gender, appointment date, directorship in other companies, working experience and any conflict of interest as well as their shareholdings in the Company, if any.</p> <p>The performance of the retiring directors is assessed by the Nomination & Remuneration Committee (NRC) and Board before recommendation is made to the shareholders for consideration. For independent directors, NRC assess their relationship with any stakeholders that might influence, or reasonably be perceived to influence their capacity to bring an independent judgement and to act in the best interests of the listed company as a whole.</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 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Nomination & Remuneration Committee is Mr Tay Beng Chai, an Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	There is presently one (1) female director namely Madam Elsie Kok Yin Mei on the board, representing 14.3% of the board composition.	
		Going forward, the Board will endeavour to increase board gender diversity, and it will be one of the factors to be considered in evaluating prospective candidates when a board vacancy arises.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board does not have policies on gender diversity and targets in place.	
		The Board believes that appointment of board members, regardless of gender, should be based on skills, experience, character, integrity and competence. In 2021, there is one (1) female director namely Madam Elsie Kok Yin Mei on the board, representing 14.3% of the board composition.	
		Nevertheless, the Board understand the importance of having a diverse Board and is supportive of diversity in all aspects while at the same time seeking Board members of the highest calibre, and with the necessary strength, experience and skills to meet the needs of the Group.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	<p>The Nomination & Remuneration Committee (NRC) is responsible to assess the effectiveness of the Board and Board Committees and the contribution of each individual director and Board Committee member on annual basis.</p> <p>In 2021, the assessment was conducted internally using a self and peer rating model. The assessment consists of detailed questionnaires covering the areas of board size and composition, mix of skills, experience, and core competencies of Directors, governance and integrity, effectiveness of board committees, participation and contribution at meetings and directors' training.</p> <p>Every Director and Board Committee member completes the questionnaires and submits it to the Secretariat Department which then collates the results and table the same to NRC. The NRC after reviewing the results, submits its findings to the Board for assessment of the performance and effectiveness of the Board and Board Committees.</p> <p>The Board upon its annual assessment carried out for financial year 2021, concurred with the NRC that the composition of the Board is well balanced with the required mix of skills, experience, knowledge and competencies, required for an effective Board and that the Committees have carried out their duties in accordance with their terms of reference.</p>
Explanation for departure	:

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

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Nomination & Remuneration Committee reviews and evaluates the remuneration policy for Directors and senior management to ensure that it is in line with market norms and industry practice. The level of remuneration of the Directors and senior management is commensurate with the level of experience and responsibilities undertaken by them. The level of Directors' fees is benchmarked against the shipping related companies and mid cap companies listed on Bursa Malaysia Securities Berhad.</p> <p>The remuneration package of senior management is linked to the Company and individual performance.</p> <p>The Board adopted a Remuneration Policy for Directors and Senior Management. The policy is to establish a framework for remuneration that is designed to:</p> <ul style="list-style-type: none">(a) determine the level of remuneration packages of the Directors and Senior Management;(b) reward Directors and Senior Management commensurate with the contribution, experiences and level of responsibilities undertaken by them; and(c) attract and retain the right talent in the Board and Senior Management in order to drive the Company's long-term objectives. <p>The policy is available on the Company's website at www.maybulk.com.my.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has in place a Nomination & Remuneration Committee (NRC) which comprises of majority Independent Non-Executive Directors.</p> <p>The NRC is responsible to review the level of remuneration of the members of the Board and Board Committees and ensure that they reflect the experience and level of responsibilities undertaken by them and in line with market practice. Subsequent to the review, the NRC will make recommendation to the Board. The remuneration is deliberated on and decided by the Board before being tabled for shareholders' approval at the Annual General Meeting. The respective Director shall abstain from the deliberation and voting of his/her own remuneration.</p> <p>The Terms of Reference of NRC is available on the Company's website at www.maybulk.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The detailed disclosure on named basis of the remuneration of individual directors are set out in the table below and on page 34 of the Company's 2021 Annual Report.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Mohd Zafer Bin Mohd Hashim	Independent Director	85	3.5	-	-	-	-	88.5	85	3.5	-	-	-	-	88.5
2	Mr Hor Weng Yew	Executive Director	60	3.5	-	-	-	-	63.5	60	3.5	-	-	-	-	63.5
3	Ms Thai Kum Foon	Executive Director	14.63	1	-	-	-	-	15.63	14.63	1	-	-	-	-	15.63
4	Mr Tho Leong Chye	Executive Director	45.37	2.5	-	-	-	-	47.87	45.37	2.5	-	-	-	-	47.87
5	Mr Andrew Charles Hoare	Executive Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Mr Lim Soon Huat	Non-Executive Non-Independent Director	80	7	-	-	-	-	87	80	7	-	-	-	-	87
7	Mr Tay Beng Chai	Independent Director	85	7	-	-	-	-	92	85	7	-	-	-	-	92
8	Mr Yeoh Khoon Cheng	Independent Director	80	6.5	-	-	-	-	86.5	80	6.5	-	-	-	-	86.5
9	Madam Elsie Kok Yin Mei	Independent Director	60	3.5	-	-	-	-	63.5	60	3.5	-	-	-	-	63.5
10	Dato' Wan Mohd Fadzmi Bin Che Wan Othman Fadzilah	Non-Executive Non-Independent Director	6.247	-	-	-	-	-	6.247	6.247	-	-	-	-	-	6.247

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	:	Not applicable - all members of senior management are members of the board	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1								
2								
3								
4								
5								

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								
2								
3								
4								
5								

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	:	<p>The positions of the Chairman of the Board and Audit and Risk Management Committee (ARMC) are held by different individuals. Mr Yeoh Khoo Cheng (Independent Non-Executive Director) is the Chairman of ARMC whilst Chairman of the Board is Dato' Mohd Zafer Bin Mohd Hashim.</p> <p>The ARMC discharged duties and responsibilities within its Terms of Reference. The Chairman of the ARMC briefed the Board on matters discussed and the outcome of deliberations of its meeting. The activities of ARMC are set out on pages 36 to 37 of the Company's 2021 Annual Report.</p> <p>The Terms of Reference of the ARMC is available on the Company's website at www.maybulk.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>None of the former key audit partner has been appointed as member of the Audit and Risk Management Committee (ARMC).</p> <p>The Terms of Reference of the ARMC has outlined that former key audit partner to observe a cooling off period of at least three (3) years before being appointed as a member of the ARMC.</p> <p>The Terms of Reference of the ARMC is available on the Company's website at www.maybulk.com.my.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	<p>Under the Terms of Reference, the Audit and Risk Management Committee (ARMC) is responsible for assessing the effectiveness and independence of the external auditor and to make subsequent recommendations to the Board on the appointment, re-appointment, resignation or dismissal of external auditors.</p> <p>The ARMC reviews the suitability, objectivity and independence of the external auditors of the Company on an annual basis. The review process covers the assessment of the independence of the external auditors, the evaluation of the external auditor's work scope and results of the audit undertaken in relation to the audited financial statements of the Group for financial year ended 31 December 2021.</p> <p>During the financial year, the ARMC met with the external auditors namely, Ernst & Young PLT, in the absence of Management. The ARMC has reviewed the performance and independence of Ernst & Young PLT and is satisfied that the external auditors have been independent throughout the conduct of the audit process and the audit services rendered have met the quality expected by the Committee. External auditors have also given declaration that they are and have been independent throughout the conduct of their audit engagement in accordance with the By-Laws (On Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - 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	:	The members of Audit and Risk Management Committee (ARMC) have accounting and financial background and relevant experience in financial services industry to discharge their duties and responsibilities. All members of ARMC have been updated and attended seminars/ workshops on Malaysian Financial Reporting Standards, Financial Reporting developments and Malaysian Code on Corporate Governance and Corporate Governance Guide during the year.	
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>Details of the Group’s Risk Management and Internal Control Framework are set out in its Statement on Risk Management and Internal Control, in the Company’s 2021 Annual Report.</p> <p>The internal control mechanisms established by the Board are embedded within the organisation structure in all its processes. The internal control system is independently reviewed by the Internal Auditors to assess its adequacy and effectiveness.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has disclosed the key features of its risk management and internal control framework as well as its adequacy and effectiveness in its Statement on Risk Management and Internal Control. The Statement on Risk Management and Internal Control is set out on pages 39 to 44 of the Company’s 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

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

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Head of Internal Audit Department (IAD) reports directly to the Audit and Risk Management Committee (ARMC). The IAD's scope is to undertake independent and objective reviews on the adequacy and effectiveness of Group's risk management and internal control system. The authority and responsibility of the IAD are described in the Internal Audit Charter.</p> <p>The ARMC reviews and approves the Annual Internal Audit Plan. On quarterly basis, IAD tables their performance report to the ARMC, to ensure that internal audit works are on track and sufficient resources to carry out the audit work. The ARMC reviews the internal audit report, audit processes, results of the internal audit report, investigation undertaken and whether there is appropriate action taken up.</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	:	In 2021, the IAD is staffed by a team of 9 internal auditors and is headed by Mr Lim Sze Chien, Head of Internal Audit, Compliance & Risk. He is a Certified Internal Auditor (“CIA”) and Certified Practicing Accountant from CPA Australia. The audit personnel are free from any relationships or conflicts of interest, which impair their objectivity and independence. The IA function adheres to the Code of Ethics and International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of an effective communication channel and timely dissemination of accurate information pertaining to the Group's business activities and financial performance to its shareholders, investors and other stakeholders.</p> <p>The primary modes of disseminating the Group's business activities and financial performance are as follows:</p> <ul style="list-style-type: none">• annual report of the Company;• quarterly financial results;• announcements made to Bursa Malaysia Securities Berhad;• company's website; and• annual general meeting <p>Any queries or concern about the Group's business and development can be conveyed through the Secretariat Department, which would then refer the matter to the attention of the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of 32nd Annual General Meeting (AGM) is despatched to shareholders at least 28 days prior to the AGM held on 17 May 2021.</p> <p>The Notice of AGM is available at the Company’s website at www.maybulk.com.my or Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All Directors attended the Company's Annual General Meeting (AGM) held in 2021. The Chairman of the Board encouraged shareholders to participate during the AGM and to seek clarification about the performance and operations of the Group. External auditors were also present at the AGM to address any queries raised by the shareholders at the meeting.</p> <p>The Chairman of respective Committees were present to address any questions that shareholders may have in relation to matters that fall under the purview of the Committees.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>In view of the Covid-19 outbreak and as part of the safety measures, the 32nd Annual General Meeting (AGM) of the Company was conducted on a virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting facilities via online meeting portal provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia.</p> <p>The Administrative Guide with the detailed user guide on the registration and voting procedures were shared with the shareholders and the same were also published on the Company's website at www.maybulk.com.my.</p> <p>The virtual AGM has improved quality engagement with the shareholders by allowing them to attend, participate, speak (by posing questions to the Board via real time submission of typed texts) and vote remotely at the AGM.</p> <p>There was no data breach or cyber incidence reported for the 32nd AGM scheduled on 17 May 2021. Proper measures have been taken to ensure adherence to this requirement.</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	:	<p>The 32nd Annual General Meeting (AGM) was conducted on a virtual basis. The Company had on 16 April 2021 issued the Annual Report 2020 for 32nd AGM together with Administrative Guide which encompassed the guidance on the conduct of the virtual meeting.</p> <p>The shareholders were allowed to submit their questions electronically through the online platform provided by the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. prior to the AGM, or used the query box via Remote Participation and Electronic Voting (RPEV) facilities to submit real-time questions to the Board during AGM.</p> <p>There was active participation by the shareholders with questions covering the Group's financial and non-financial performance being addressed before the commencement of remote voting. The Question-and-Answers were subsequently compiled and uploaded on the Company's website at www.maybulk.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

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

Practice 13.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 32nd virtual Annual General Meeting (AGM) was hosted at the office of Boardroom Share Registrars Sdn. Bhd. (Boardroom) at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.</p> <p>The Remote Participation and Electronic Voting (RPEV) facilities provided by Boardroom allowed shareholders to pose questions to the Board and Chairman of the AGM via typed text in the query box. The shareholders submitted their questions at any time from the day of notice of AGM and up to the time when the meeting was in progress. Questions were read out by the Chairman and dealt with by himself, CEO and Management at the AGM.</p> <p>Boardroom has provided adequate tools and infrastructure to the Company for a successful virtual AGM with active participation by the shareholders which is evidenced from the high number of questions answered during the meeting.</p> <p>For those shareholders who were not able to attend the 32nd AGM, the minutes of the AGM, compilation of Questions-and-Answers and CEO's presentation materials were uploaded on the Company's website at www.maybulk.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

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	:	Minutes of 32nd Annual General Meeting (AGM) scheduled on 17 May 2021 was published on the Company's website at www.maybulk.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	:	

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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