

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 8524  
**COMPANY NAME** : TALIWORKS CORPORATION BERHAD  
**FINANCIAL YEAR** : December 31, 2018

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ The business and affairs of the Group are managed by or under the direction of the Board. The role of the Board is to collectively set the strategic direction of the Group by reviewing and adopting a strategic plan for the Group jointly with the management, namely the Executive Director and the Chief Investment Officer, on the strategic direction, corporate positioning and business propositions (“Strategies”) to be undertaken by the Group.</li> <li>▪ The Board deliberates on these Strategies and the Executive Director and/or the Chief Investment Officer will provide the relevant updates at the Board meetings should there be any significant developments so that the Board is able to monitor the Strategies are being effectively implemented in accordance with the mandate by the Board.</li> </ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>▪ The Chairman of the Company, Tan Sri Ong Ka Ting, who was appointed to the Board in April 2014, is the Senior Independent Non-Executive Chairman. Tan Sri Ong Ka Ting as the Chairman provides the necessary leadership role and presides over the meetings of the Board to ensure that the Board performs its responsibilities effectively and discharge its fiduciary duties diligently.</li><li>▪ Other than leading the Board meetings and discussions and meeting of shareholders, the Chairman ensures that all relevant issues for the successful stewardship of the Group's business are on the Board agenda to facilitate effective decision making by the Board. This is facilitated by: -<ul style="list-style-type: none"><li>(a) setting the Board agenda in consultation with the Company Secretaries and ensuring that Board members receive complete board papers with adequate level of details for deliberation and discussion at the Board meetings in a timely manner;</li><li>(b) encouraging active participation amongst the Board members and allowing dissenting views of Board members to be freely expressed and thereafter duly recorded by the Company Secretaries;</li><li>(c) managing the interface between board and management by providing the directives of the Board to be implemented by the management and the appropriate actions to be followed up via the resolution of outstanding matters documented in minutes of the Board and Board Committees;</li><li>(d) ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole. This is achieved via several channels including electronic communication, holding of media interviews and analysts' briefings; and</li><li>(e) leading the Board in establishing and monitoring good corporate governance and sustainability practices in the Group. In this respect, the Board will review the terms of reference of the Board Committees and the Board Charter at least once every three years whereas the management</li></ul></li></ul>

	<p>will review and implement other aspects of governance policies periodically to ensure that the corporate governance practices in the Group remain relevant and on par with the latest developments in corporate governance as promulgated or practiced by other leading corporate governance practitioners.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>▪ The Chairman of the Company is not related to any of the Directors or major shareholders of the Company.</li><li>▪ His roles and functions are clearly separated and distinct from those of the Executive Director, Dato' Lim Yew Boon, whom is specifically responsible for managing the strategic agenda and operational performance of the Group and for the execution of the directives and policies of the Board, as well as directing the business operations of the Group on a day-to-day-basis.</li><li>▪ As stipulated under the Board Charter, the positions of Chairman and the Executive Director and/or the Chief Executive Officer are to be held by different individuals, and the Chairman must be a Non-Executive member of the Board.</li><li>▪ The separation of duties is to reinforce the independence of the Board and ensuring the balance of power and authority between the Chairman and the Executive Director and/or the Chief Executive Officer with a clear division of responsibility between the running of the Board and the Company's business respectively.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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 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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ul style="list-style-type: none"><li>▪ The Group engages the services of Tricor Corporate Services Sdn. Bhd., a well-known and established corporate service provider, to provide secretarial services to the Group.</li><li>▪ The Company Secretaries, Ms. Tan Bee Hwee and Ms. Queck Wai Fong (who was subsequently replaced by Ms. Wong Wai Foong in February 2019), appointed by the Group since 2014, are qualified to act as company secretary under Section 235(2) of the Companies Act 2016. Both are Associate members of the Malaysian Institute of Chartered Secretaries and Administrators.</li><li>▪ To ensure effective functioning of the Board, the Company Secretaries regularly update and advise the Board on the changes to statutory and regulatory requirements relating to its duties and responsibilities either via email or circulation of board papers.</li><li>▪ The Company Secretaries play an advisory role to the Board in relation to the Company's constitution and ensure compliance with the relevant security laws, regulatory requirements and principles and practices of corporate governance under the Malaysian Code of Corporate Governance 2017.</li><li>▪ Every member of the Board has unrestricted access to the advice and services of the Company Secretaries.</li><li>▪ Either one of the Company Secretaries would attend all the Board and Board Committees meetings, ensuring that the deliberations and decisions made by the Board and Board Committees respectively are recorded and documented with any dissenting decisions by any members of the Board or Board Committees recorded accordingly.</li><li>▪ The Company Secretaries ensure that the records of the proceedings of the Board and Board Committees meetings are properly kept at the registered office of the Company.</li><li>▪ The Company Secretaries constantly keep themselves abreast of the evolving capital market environment, regulatory</li></ul>

	<p>changes and developments in company law, Listing Requirements and corporate governance developments through attending relevant conferences and training programmes.</p> <ul style="list-style-type: none"> <li>▪ The Board is satisfied with the performance and support rendered by the Company Secretaries in discharging their functions.</li> <li>▪ The appointment and termination of the Company Secretaries are at the absolute discretion of the Board.</li> <li>▪ As the Company Secretaries play an important role in ensuring that the Company and the Board adhere to the Main Market Listing Requirements and the applicable laws, their role and functions are clearly spelt out in the Board Charter.</li> </ul>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### 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

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.

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<b>Access to Information from the Company</b> <ul style="list-style-type: none"><li>▪ The Directors in discharging their duties and responsibilities are entitled to have full and unrestricted access to both financial and non-financial information and to management on matters relating to the Group's operational and financial performance.</li><li>▪ Prior to each meeting of the Board and Board Committees, the Company Secretaries will circulate to members of the Board and Board Committees within seven days prior to the meetings via email, an agenda and as soon as all the Board papers are made available, a set of the Board papers containing reports and other relevant information to enable the members of the Board and Board Committees ample time to review the documents and subsequently to be able to make informed decisions at the meeting of the Board and Board Committees.</li><li>▪ The Board papers are circulated to the Board and Board Committees via email to ensure that the Board and Board Committee members have sufficient time to review the Board papers and at the same time, a hard copy of the Board papers is compiled and despatched to directors who requested for them.</li><li>▪ All board papers are loaded into the notebook or iPad during the meeting to facilitate deliberations by the Board and Board Committees.</li><li>▪ The Board papers may include financial, strategic, corporate proposals and other matters of interest including Board reserve matters as stipulated in the approved Limits of Authority or Board Charter that require the Board's deliberation and approval.</li><li>▪ Both the Chief Investment Officer and the General Manager, Group Finance together with the Executive Director will be present during meetings of the Board whereas other senior management, external auditors and/or advisers maybe invited to attend the meetings, if required, to provide additional information on the relevant agenda tabled at the meetings.</li></ul>



- Both the Head of Internal Audit and the General Manager, Group Finance will be present during meetings of the Audit and Risk Management Committee whereas the external auditors will be invited to attend the meetings, if required, to provide additional information on the relevant agenda tabled at the meetings. The external auditors are normally required to attend the meetings of the Audit and Risk Management Committee to present the Audit Planning Memorandum and when the unaudited financial results for the year and the Audited Financial Statements are being tabled for deliberation.
- For meeting of the Remuneration Committee, the Head of the Group Human Resource will sit in for the meeting.
- At all the Board and Board Committee meetings, the Company Secretary will be in attendance.

#### **Board Meetings**

- The Board meets on a quarterly basis, to amongst others, review the operations, financial performance, reports from the various Board Committees and other significant matters of the Group. Where any direction or decisions are required expeditiously or urgently from the Board between the regular meetings, special Board meetings maybe convened by the Company Secretaries, after consultation with the Chairman.
- The dates for Board and Board Committee meetings for the year will be circulated by the Company Secretaries well in advance at the end of the previous year to ensure that each of the Directors is able to attend the planned Board and/or Board Committee meetings including that of the annual general meeting. At the end of each Board and Audit and Risk Management Committee meetings, the date of the next meetings is to be re-confirmed.
- Besides Board meetings, the Board also exercises control on matters that require its approval through circulation of resolutions. These are only limited to non-complex transactions that would not require rigorous deliberation. Summary of circular resolutions, which have been passed since the last Board meeting, would be circulated for notation at the next Board meeting and minuted accordingly.
- The Board would normally allocate its time at scheduled Board meeting during the year as follows: -
  - (a) reviewing the Executive Director's Quarterly Operational Report comprising the operational performance of the various business units, their key performance indicators, status of trade receivables and collections and any incidence of fraud;

	<p>(b) reviewing the Quarterly Financial Reports and Annual Budgets;</p> <p>(c) reviewing the reports and minutes of each of the Board Committees; and</p> <p>(d) legal and secretarial matters including any updates/pronouncements from the stock exchange and legislation and regulatory developments.</p> <ul style="list-style-type: none"> <li>▪ Minutes of meeting of the Board and Board Committees prepared by the Company Secretaries are circulated to the Board and Board Committees for their review prior to their confirmation at the subsequent Board and Board Committees meeting.</li> <li>▪ Prior to the Company Secretaries tabling the minutes of the Board and Board Committee meetings at the subsequent Board and Board Committee meetings respectively, the draft minutes will be circulated to the Chairman of the Board and the Board Committees, as the case maybe, for their review.</li> <li>▪ The minutes will record the Board's and Board Committees' deliberations in terms of issues discussed and the conclusions thereto to provide a historical record and insight into decisions made by the Board and Board Committees including contrary views expressed by any of the members.</li> <li>▪ Minutes of meeting of the Board and Board Committees would also indicate the number of Board and Board Committees meetings that had been attended by each member of the Board and Board Committees and they are notified in advance the date and time of Board and Board Committee meetings that are to be held during the year.</li> <li>▪ Minutes of proceedings and resolutions passed are kept in the statutory register at the registered office of the Company.</li> <li>▪ A Director, who is, in any way, directly or indirectly interested in any proposed transaction to be entered by the Company or by the Group, will be required to make a declaration to that effect and the Director concerned will then abstain from any decision-making process in which he/she has an interest in.</li> </ul>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	

<b>Timeframe</b>	:		
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**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–

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<ul style="list-style-type: none"> <li>▪ The Board has adopted a board charter (“Board Charter”) which sets out a list of specific functions that are reserved for the Board. This Board Charter serves not only as a reminder of the Board’s roles and responsibilities, but also as a general statement of intent and expectation as to how the Board will discharge its duties. The Board Charter addresses, among others, the following matters: -             <ol style="list-style-type: none"> <li>(a) a general outline of the Board’s purpose;</li> <li>(b) an overview of the Board’s roles and responsibilities;</li> <li>(c) structure and membership, including a requirement that two or one-third of members, whichever is higher, shall comprise of Independent Directors;</li> <li>(d) a formal schedule of matters reserved for the Board;</li> <li>(e) a position description of the role of the Chairman, the Executive Director, the Independent Director as well as the Company Secretary; and</li> <li>(f) appointment of Board Committees.</li> </ol> </li> <li>▪ The Board Charter is periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board’s responsibilities.</li> <li>▪ The Board Charter was first adopted in April 2013 and is reviewed every three years or from time to time when there are significant developments requiring the Board Charter to be amended. Since the first adoption, the Board Charter has been revised, the last revision being in March 2018.</li> </ul>

	<ul style="list-style-type: none"> <li>▪ Among the major revisions made to the Board Charter during the year include: - <ul style="list-style-type: none"> <li>(a) having the Board to ensure that the Directors, chief executive and chief financial officer have the character, experience, integrity, competence and time to effectively discharge their respective roles;</li> <li>(b) limiting the tenure of an Independent Director not to exceed a cumulative term of nine years;</li> <li>(c) having the Nominating Committee to review the succession plans to include those of the Chairman of the Audit and Risk Management Committee, the Chief Executive Officer and/or the Executive Director and the senior management;</li> <li>(d) having the Nominating Committee to utilise independent sources and not rely solely on recommendations from existing Board members, management or major shareholders when identifying suitably qualified candidates for appointment of Directors to the Board; and</li> <li>(e) having the Remuneration Committee to have a role in the remuneration policy for the senior management.</li> </ul> </li> <li>▪ By limiting the tenure of an Independent Director not to exceed a cumulative term of nine years, the Group has adopted Practice 4.3 - Step Up.</li> <li>▪ The revisions made to the Board Charter is in line with the revisions made earlier to the Terms of Reference of the Nominating Committee and the Remuneration Committee in February 2018.</li> <li>▪ A copy of the Board Charter is published in the Company's website at <a href="http://www.taliworks.com.my/corporate-governance/">http://www.taliworks.com.my/corporate-governance/</a> under the caption "Board Charter".</li> </ul>
<b>Explanation for departure</b> :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>▪ The Code of Business Conduct and Ethics for Directors was first adopted in April 2013 and is to be reviewed every three years or from time to time when there are significant developments requiring the said Code to be amended. Since the first adoption, the Code of Business Conduct and Ethics for Directors has been revised, the last revision in March 2018.</li><li>▪ The Directors are expected to adhere to the Code of Business Conduct and Ethics for Directors which is based on principles of integrity, objectivity, accountability, commitment, transparency, honesty and corporate social responsibility to enhance the Group's standard of corporate governance and behaviour.</li><li>▪ This Code sets out the general principles and standards of business conduct and ethical behaviour for the Directors in the performance and exercise of their responsibilities as Directors of the Company or when representing the Company and includes the expectation of professionalism and trustworthiness from the Directors.</li><li>▪ The main thrust of the Code of Business Conduct and Ethics for Directors are in the following areas: -<ul style="list-style-type: none"><li>(a) Compliance with applicable laws and regulations</li><li>(b) Maintain the highest standards and uphold corporate values</li><li>(c) Conflict of interest</li><li>(d) Personal and Family Relationships</li><li>(e) Gifts, Gratuities and/or Bribes</li></ul></li></ul>

	<p>(f) Confidentiality</p> <p>(g) Insider Trading</p> <ul style="list-style-type: none"> <li>▪ In the latest revisions made to the Code of Business Conduct and Ethics for Directors, money laundering, abuse of power and commitment against corrupt practices are the new additions included as the expected standards of conduct and ethics required of the Directors.</li> <li>▪ A copy of the Code of Business Conduct and Ethics for Directors is published in the Company's website at <a href="http://www.taliworks.com.my/corporate-governance">http://www.taliworks.com.my/corporate-governance</a> under the caption "Code of Business Conduct and Ethics for Directors".</li> <li>▪ A separate Code of Conduct containing policies and guidelines relating to standards and ethics for all employees, sexual harassment and disciplinary procedures are given to all employees upon their employment with the Group. This Code of Conduct is incorporated into the Employment Handbook which was last revised in 2016.</li> </ul>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>▪ The Group has implemented the “Policies and Procedures for Reporting of Legitimate Concerns” raised by employees. This policy is a specific mean by which employees can exercise their responsibility to report or disclose through established channels, their legitimate concerns regarding any unethical conduct, illegal acts or failure to comply with the Group’s policies and regulatory requirements in a responsible and sensible manner.</li><li>▪ The objectives of this policy are:<ul style="list-style-type: none"><li>(a) to provide an established channel for legitimate concerns to be raised and where necessary, to take appropriate action to resolve such issues promptly and effectively within the Group;</li><li>(b) to protect the integrity of the concerned employee, the Group, the Board and the management by standing up to any public scrutiny through the proper and effective implementation of the Policy; and</li><li>(c) to protect an employee from any form of harassment, reprisal or retaliation as a direct consequence of them reporting any legitimate concerns under the Policy. The protection accorded is to encourage them to report such legitimate concerns whilst removing any fear or risks and to safeguard their identity.</li></ul></li><li>▪ Under the Policy, any affected stakeholders can address their concerns pertaining to matters of the Group to the following persons: -<ul style="list-style-type: none"><li>(a) the Senior Independent Non-Executive Chairman at <a href="mailto:SID@taliworks.com.my">SID@taliworks.com.my</a></li><li>(b) the Chairman of the Audit &amp; Risk Management Committee at <a href="mailto:ARMC@taliworks.com.my">ARMC@taliworks.com.my</a></li></ul></li></ul>



	<p>(c) the Executive Director of the Company;</p> <p>(d) the Head of Group Human Resource; or</p> <p>(e) the Head of Internal Audit.</p> <ul style="list-style-type: none"> <li>▪ When a legitimate concern is reported, it will be acknowledged and immediately thereafter forwarded to the relevant parties who will conduct a preliminary investigation to determine whether it merits further investigation. Any conclusion arrived therefrom as soon as a decision is made will be informed to the party who reported the legitimate concerns.</li> <li>▪ The whistle-blowing provisions have been incorporated into the Employment Handbook which is distributed to all employees setting out the channels for reporting of legitimate concerns, procedures (including how their report will be dealt with and the conclusion arrived therefrom as soon as a decision is made), employees' safeguards etc.</li> <li>▪ The Policies and Procedures for Reporting of Legitimate Concerns was last revised in April 2017.</li> </ul>	
<p><b>Explanation for departure</b> :</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

### Intended Outcome

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

### Practice 4.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>▪ The composition of the Board is well balanced representing both the major and minority shareholders' interests and complied with paragraph 15.02(1) of the Main Market Listing Requirements where at least two directors or one-third of the Board, whichever is higher, must comprise of independent directors.</li><li>▪ At the end of the year, more than half of the composition of Board members i.e. five out of eight members comprise of Independent Directors.</li><li>▪ All the Independent Directors have served the Company for less than nine years. The tenure of the Independent Directors is disclosed in Section 1.11 of the Corporate Governance Overview Statement.</li><li>▪ An annual assessment of the independence of the Independent Directors was conducted by the Nominating Committee in January 2019 in respect of the performance for 2018. The Independent Directors submitted a self-assessed performance evaluation which covered a total of 24 questionnaires and the analysed summary of results was tabulated by the Company Secretaries. The Nominating Committee noted that all the Independent Directors had met the requirements as Independent Directors and they unanimously agreed to accept the analysed summary of the self-assessed performance evaluation report on each Independent Director and recommended that it be tabled to the Board for further deliberation and notation.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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## Intended Outcome

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

### Practice 4.2

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

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

<b>Application</b>	:	Not applicable - Step Up 4.3 adopted	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.3 - Step Up**

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

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	This is formalised in the Board Charter.  A copy of the Board Charter is published in the Company's website at <a href="http://www.taliworks.com.my/corporate-governance/">http://www.taliworks.com.my/corporate-governance/</a> under the caption "Board Charter".

**Intended Outcome**

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

**Practice 4.4**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ Appointments 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.</li> <li>▪ The Nominating Committee is responsible for recommending to the Board the appointment of new directors by evaluating and assessing the suitability of candidates for board membership.</li> <li>▪ The board diversity, age profile and skill-set of the Board members is disclosed in section 1.14 of the Corporate Governance Overview Statement.</li> <li>▪ The profile of the Directors is disclosed in the Annual Report under Profile of Directors.</li> <li>▪ The profile of the senior management is disclosed in the Company's website at <a href="http://www.taliworks.com.my/corporate-information">http://www.taliworks.com.my/corporate-information</a> under the caption "Key Senior Management".</li> <li>▪ More information of the Group's employees in terms of age profile, breakdown of gender of workforce and women in senior management position can be found in the Sustainability Statement included in the Annual Report.</li> </ul>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 4.5

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<ul style="list-style-type: none"> <li>▪ The Board Diversity Policy is disclosed in section 1.14 of the Corporate Governance Overview Statement. However, the Board does not have any specific targets established to meet gender diversity for the Board and/or the senior management of the Group.</li> <li>▪ It is the intention of the Board to provide equal opportunity to suitable candidates who have the necessary competency and experience to bring value to the Board and to the senior management of the Group.</li> <li>▪ Currently, there is one women director on the Board out of a total of eight directors. The Board will require to appoint an additional 2 women directors to fulfil the 30% requirement of women directors on the Board. The Board acknowledges the importance of gender diversity in Board. However, the selection and appointment of new Board member is mainly subject to appropriate due diligence on the mix of skills, level of experience and other criteria.</li> <li>▪ In the meeting of the Nominating Committee, members acknowledged that the Board lacks women directors and have proposed to the Board widening the scope of sourcing for female directors.</li> </ul>	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

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

### Practice 4.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ Under the Board Charter and the Terms of Reference of the Nominating Committee, when identifying potential candidates for nomination as director, the Nominating Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing Directors or officers, recommendations from a third-party search firm, or recommendation from shareholders.</li> <li>▪ With respect to the recommendation of nominees by shareholders, the Nominating Committee shall have the authority to retain whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identify and evaluate the potential nominees.</li> <li>▪ Before any recommendation is made to the Board, the Nominating Committee will make an initial assessment of each candidate. It shall select from this pool one or more candidates for an initial interview. No candidate shall be selected for recommendation to the Board without such candidate having been interviewed by a majority of members of the Nominating Committee in attendance. When the Nominating Committee identifies an individual that it believes meets the criteria and should be elected as director, it will forward its recommendation to the Board.</li> <li>▪ In assessing the suitability of a candidate for the position of a Board member, the Nominating Committee is guided by the criteria set out in its Terms of Reference whereby the following criteria would be considered by the Nominating Committee in the recruitment process before making any recommendation to the Board for consideration: -             <ul style="list-style-type: none"> <li>• mix of skills;</li> <li>• knowledge, expertise and experience;</li> <li>• professionalism;</li> <li>• integrity;</li> <li>• diversity (including gender diversity and diversity in ethnicity and age);</li> <li>• ability to discharge the responsibilities expected by the Board as stated in the Board Charter; and</li> <li>• time commitment.</li> </ul> </li> </ul>



	<ul style="list-style-type: none"> <li>▪ During the year, there were no new appointments to the Board.</li> </ul>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

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

**Practice 4.7**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ The Nominating Committee is made up entirely of non-executive directors, the majority of whom are Independent Directors in compliance with paragraph 15.08A(1) of the Main Market Listing Requirements.</li> <li>▪ The Nominating Committee is chaired by Tan Sri Ong Ka Ting, who is the Senior Independent Non-Executive Chairman.</li> <li>▪ The composition of the Nominating Committee can be found in the Annual Report under Corporate Information.</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

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

## Practice 5.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out and its outcome.

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

Application :	Applied
<b>Explanation on application of the practice :</b>	<ul style="list-style-type: none"><li>▪ To carry out the tasks of reviewing on an annual basis the effectiveness of the Board as a whole, Executive Director, Independent Directors, Board Committees and the contribution of each individual Director and the required mix of skills and experience and other core qualities, including core competencies, which the Directors should bring to the Board, the Nominating Committee has adopted the following performance evaluation forms. These forms were used to evaluate the performance for the financial year 2018 at a meeting of the Nominating Committee held in January 2019: -<ul style="list-style-type: none"><li>(a) <i>Audit and Risk Management Committee Evaluation Questionnaire</i><ul style="list-style-type: none"><li>(i) Used to evaluate the performance of the Audit and Risk Management Committee over 3 sections covering 40 questionnaires.</li><li>(ii) The Nominating Committee unanimously agreed to accept the summary of the self-assessed and peer-assessed performance evaluation questionnaires on the all the Audit and Risk Management Committee members as presented to the Nominating Committee and recommended it to be tabled at the Board for further deliberation and notation.</li></ul></li><li>(b) <i>AC Members' Self and Peer Evaluation Form</i><p>Used by the members of the Audit and Risk Management Committee to evaluate themselves over 7 questionnaires. The self-assessment by the members of the Audit and Risk Management Committee will be used by the Nominating Committee in conjunction with the Audit and Risk Management Committee Evaluation Questionnaire to assess the overall performance of the Audit and Risk Management Committee.</p></li><li>(c) <i>Independent Directors' Self-Assessment Checklist</i></li></ul></li></ul>

	<p>(i) Used to assess whether the existing Independent Directors meet the requirements as independent directors. This was elaborated in Practice 4.1.</p> <p>(d) <i>Directors'/Key Officers' Self-Assessment Evaluation Form</i></p> <p>(i) Used as an evaluation form for individual Directors. Under this assessment, Directors self-assessed themselves over 31 questionnaires, and thereafter their score are tabulated and compared to the average score for all Directors.</p> <p>(ii) It was concluded that all the directors have achieved above average rating and the Nominating Committee unanimously agreed to accept the analysed summary of the self-assessed and peer-assessed performance evaluation report on each individual director as presented to the Nominating Committee and recommended it to be tabled at the Board for further deliberation and notation.</p> <p>(e) <i>Board Skills Matrix Form</i></p> <p>(i) Used as a general assessment of the composition, knowledge, skills and experience of the current Board. Directors are assessed by the Nominating Committee over 9 sections.</p> <p>(ii) The Nominating Committee unanimously agreed to all the assessments in the Board Skills Matrix Form and recommended it to be tabled at the Board for further deliberation and notation.</p> <p>(iii) At the meeting, the Nominating Committee reiterated the importance of transparency in corporate governance in the Board and Board Committees and acknowledged that the Company was short of a Chief Executive Officer and lacking in female directors and requested management to consider widening the scope of sourcing for a Chief Executive Officer and female directors and start mapping out an action plan.</p> <p>(f) <i>Board and Board Committees Evaluation Form</i></p> <p>(i) Used to assist the process of evaluating the Board and Board Committees. The criteria used by the Nominating Committee in evaluating the Board are in a set of 43 questionnaires in the following areas: -</p> <p>(a) Board mix and composition</p> <p>(b) Quality of information &amp; decision making</p> <p>(c) Boardroom activities</p>
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	<p style="text-align: center;">(d) Board's relationship with the management</p> <p>whereas the criteria in evaluating the Board Committees are in a set of 8 questionnaires.</p> <p>(ii) The Nominating Committee unanimously agreed to all the scores on the Board and Board Committee Evaluation Forms, as completed by the Nominating Committee and recommended it to be tabled at the Board for further deliberation and notation.</p> <ul style="list-style-type: none"> <li>▪ Where any of the member of the Nominating Committee is required to assess themselves as a member of any of the Board Committees, they will be required to abstain from the assessment exercise in respect of his/her performance in that Board Committee.</li> <li>▪ The above assessments were undertaken together with the external Company Secretary and the Board did not engage any other external party to undertake an independent assessment of the Directors.</li> <li>▪ In assessing the suitability of directors seeking re-election at the Annual General Meeting, the Nominating Committee takes into consideration, amongst others, the performance, effectiveness and contribution of these directors in the preceding year.</li> <li>▪ The Nominating Committee met once during the year in review, and the following matters were discussed: - <ul style="list-style-type: none"> <li>(a) to review the Assessment Report on Individual Director and make appropriate recommendation to the Board;</li> <li>(b) to review the Independent Director Self-Assessment Report and make appropriate recommendation to the Board;</li> <li>(c) to assess the effectiveness of the Board and Board Committees and make appropriate recommendation to the Board;</li> <li>(d) to review the composition of the Board and Board Committees and make appropriate recommendation to the Board;</li> <li>(e) to review the term of office and performance of the Audit and Risk Management Committee and each member and make appropriate recommendation to the Board;</li> <li>(f) to review the financial literacy of the members of the Audit and Risk Management Committee;</li> <li>(g) to discuss training requirements for Directors; and</li> </ul> </li> </ul>
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	(h) to recommend the retirement and re-election of Directors at the forthcoming Annual General Meeting in accordance with the Company's Constitution.	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### 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 6.1

The board has in place policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>▪ The remuneration policy of the Board members including the Directors' fees and meeting allowances can be found in Section 3.3 of the Corporate Governance Overview Statement.</li><li>▪ The Board, through the Nominating Committee, has established the Key Performance Indicators for the Executive Director that are linked to the Group's business operations and financial performance.</li><li>▪ The Remuneration Policy of senior management has been established and approved by the Board in February 2018 and is made available at the Company's website at <a href="http://www.taliworks.com.my/corporate-governance">http://www.taliworks.com.my/corporate-governance</a> under the caption "Remuneration Policy for Senior Management".</li></ul>
<b>Explanation for departure</b>	:	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### 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 6.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ The Board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the Board members and key senior management.</li> <li>▪ The Terms of Reference of the Remuneration Committee is available on the Company's website at <a href="http://www.taliworks.com.my/corporate-governance/">http://www.taliworks.com.my/corporate-governance/</a> under the caption "Terms of Reference of the Remuneration Committee".</li> <li>▪ The revised Terms of Reference of the Remuneration Committee has been approved by the Board for adoption in February 2018 whereby the Remuneration Committee is to assist the Board in assessing the remuneration of the key senior management and setting the relevant performance standards to commensurate with their remuneration.</li> </ul>
<b>Explanation for departure</b>	:	Please provide an explanation for the departure.
	:	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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 7.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>▪ The detailed disclosure on a named basis for the remuneration of individual Directors of the Company for the financial year ended 31 December 2018 is set out in section 3.3 of the Corporate Governance Overview Statement.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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 7.2

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<ul style="list-style-type: none"><li>▪ The Board discloses the top five senior management's combined remuneration including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000 in Section 3.4 of the Corporate Governance Overview Statement but not on an individual named basis due to confidentiality and sensitivity of their remuneration package. It is also envisaged that the disclosure of individual remuneration package of senior management is not in the best interests of the Group as it may create and foster animosity amongst the senior management as well as facilitating poaching of key management staff by competitors.</li><li>▪ Currently, under the Group's staff evaluation and assessment policy, the individual senior management undertakes a self-appraisal exercise to assess their performance.</li><li>▪ Under the self-appraisal process, senior management are required to record and elaborate on their achievement of goals, tasks and KPIs for the year. They are also required to explain on any shortcomings and difficulties faced during the year and their succession planning. These are then reviewed by their immediate superior. The award of salary increments and bonus is mainly based on their achievements against their KPIs and goals as well as reference to market trends and surveys on salary increases.</li><li>▪ The Remuneration Policy of Senior Management posted on the Company's website would provide a general guide on how key senior management of the Group is currently being remunerated.</li></ul>

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

<b>Measure</b>		
<b>Timeframe</b> :		Please specify number of years.

**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 7.3 - Step Up**

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

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

**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 8.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ The roles of the Chairman of the Board and the Chairman of the Audit and Risk Management Committee are assumed by different Directors.</li> <li>▪ The Chairman of the Board is Tan Sri Ong Ka Ting while the Chairman of the Audit and Risk Management Committee is Soong Chee Keong.</li> <li>▪ Both the position has different roles to play as stipulated in the Board Charter.</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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 8.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ The Board has no intention to appoint any former key audit partner as a member of the Audit and Risk Management Committee.</li> <li>▪ No audit partner or any members of the external audit firm have ever been appointed before to the Audit and Risk Management Committee of the Company.</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:		

### 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 8.3

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"><li>▪ The role of the Audit and Risk Management Committee in relation to the External Auditors is found in the Audit and Risk Management Committee's Report included in this Annual Report. The management maintains a transparent working relationship with the External Auditors in seeking professional advice and ensuring compliance with the applicable accounting standards.</li><li>▪ The Audit and Risk Management Committee will meet with the External Auditors at least twice a year without the presence of management to ensure that the independence and objectivity of the External Auditors are not compromised and matters of concerns expressed by the Audit and Risk Management Committee are duly recorded by the Company Secretary.</li><li>▪ To ensure that the objectivity of the External Auditors is not compromised, the Board has in March 2017 established the "Policies and Procedures for Provision of Non-Audit Services", governing the circumstances under which contracts for the provision of non-audit services can be procured from the External Auditors and procedures and safeguards that must be adhered to by the management.</li><li>▪ A summary of audit and non-audit fees provided for the year by the External Auditors is disclosed under section "Additional Compliance Information" in this Annual Report. The amount of fees paid for non-audit fees, which comprise of fees incurred for taxation services and accounting review services did not exceed the audit fees for the Group.</li><li>▪ In presenting the Audit Planning Memorandum to the Audit and Risk Management Committee, the External Auditors have:<ul style="list-style-type: none"><li>(a) given written assurance and confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements; and</li></ul></li></ul>



	<p>(b) highlighted their internal policies and procedures with respect to their audit independence and objectivity which includes safeguards and procedures and independence policy adopted. Further details can be found under the topic “<i>Assessing the Independence and Suitability of the External Auditors</i>” in the Audit and Risk Management Committee Report.</p> <ul style="list-style-type: none"> <li>▪ Prior to the re-appointment of the External Auditors for the forthcoming Annual General Meeting, the Audit and Risk Management Committee has reviewed the performance of the External Auditors using the External Auditors’ Evaluation Form (Appendix II Pull-out II from the MCCG Guide).</li> <li>▪ Having taken into consideration of the above, the Board, through the Audit and Risk Management Committee, is of the view that the External Auditors are independent and suitably qualified to act.</li> <li>▪ It is a policy of the External Auditors to rotate the Audit Engagement Partner and the Engagement Quality Control Review Partner once every five years to maintain their independence from the Group and this policy has been complied with.</li> </ul>
<b>Explanation for departure</b> :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**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 8.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

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

### 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 8.5

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

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

<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<ul style="list-style-type: none"><li>▪ The Audit and Risk Management Committee comprises of three members, two of whom are members of professional accounting bodies.</li><li>▪ The academic and professional background of the members of Audit and Risk Management Committee varies and they are equipped with knowledge and skills from various industries such as finance, economics, management and information technology. With their vast working experience, they are not only able to understand matters under the purview of the Audit and Risk Management Committee, additionally, they are also able to provide sound advice to the Board in areas of financial reporting, internal and external audit reports and the state of the Group's risk and internal control environment.</li><li>▪ During the year, members of the Audit and Risk Management Committee were guided on the significant accounting issues highlighted in the Audit Planning Memorandum and briefed by the External Auditors on financial reporting and other updates.</li><li>▪ The Quarterly Interim Financial Reports are briefed by the General Manager, Group Finance to members of the Audit and Risk Management Committee and discussed and deliberated amongst the members before the said Report is recommended to be tabled to the Board for approval.</li><li>▪ All members of the Audit and Risk Management Committee are aware of the need to continuously develop and increase their knowledge and in line with this, the members made continuous efforts in keeping themselves abreast of relevant developments by attending conferences, seminars and training programmes to enhance their knowledge in order to discharge their duties effectively as well as to improve their technical competencies in their respective fields of expertise.</li></ul>

	<ul style="list-style-type: none"> <li>▪ A summary of the trainings attended by the members of the Audit and Risk Management Committee can be found in Section 1.16 of the Corporate Governance Overview Statement.</li> <li>▪ The Board through the Nomination Committee, had in January 2019, assessed the performance and effectiveness of the Audit and Risk Management Committee during the year whereby the assessment was done via an Evaluation Questionnaire which covered 40 questionnaires comprising quality and composition; skills and competencies; meeting administration and conduct.</li> <li>▪ Other than the Evaluation Questionnaire, members of the Audit and Risk Management Committee have also submitted to the Nomination Committee, their self-assessed and peer-assessed performance evaluation sheet as well as a self-assessed Financial Literacy Questionnaire to gauge whether they were financially literate and had sufficient financial understanding of the Group's financial performance.</li> </ul>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### 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 9.1

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

<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p><b><i>Risk Management and Internal Control</i></b></p> <ul style="list-style-type: none"><li>▪ The Board is responsible for identifying and managing principal risks by establishing the Enterprise Risk Management Framework and in maintaining an appropriate system of internal controls within the Group by ensuring the effectiveness, adequacy and integrity of this system.</li><li>▪ The Enterprise Risk Management Framework consists of an on-going process to identify, evaluate, monitor and manage principal risks that affect or will potentially affect the achievement of the Group's business objectives.</li><li>▪ The Board acknowledges its overall responsibility for maintaining a sound system of internal control to safeguard shareholders' investments, the Group's assets, and the need to review the adequacy and integrity of those systems regularly. In establishing and reviewing the system of internal control, the Board wishes to highlight that the system of internal control can only provide reasonable but not absolute assurance against the risk of material misstatement or loss due to inherent limitations.</li><li>▪ The Statement on Risk Management and Internal Controls required to be made pursuant to the Main Market Listing Requirements, provides an overview on the state of risk management and internal control of the Group.</li></ul> <p><b><i>Risk Management Working Group ("RMWG")</i></b></p> <ul style="list-style-type: none"><li>▪ The RWMG, reporting to the Audit and Risk Management Committee, is headed by the Executive Director, a Non-Independent Non-Executive Director and comprise of two other senior management namely the Director of Business Development (who was subsequently replaced by the Chief Investment Officer) and the General Manager, Group Finance in ensuring that all risk classes particularly the Group strategic risks, risks related to the water, waste management, toll operations and construction businesses, are considered at an appropriately senior level in a consistent manner and that the</li></ul>

	<p>Board through the Audit and Risk Management Committee receives periodic reporting on the risk environment and management's actions to mitigate and manage significant risks in a manner consistent with the Group's risk appetite.</p> <ul style="list-style-type: none"> <li>▪ The RMWG is responsible to oversee the risk management activities of the Group, approving appropriate risk management procedures and measurement methodologies across the Group as well as identifying and managing strategic business risks of the Group. In fulfilling the primary objectives, the RMWG is tasked to undertake the following responsibilities and duties under its terms of reference: - <ul style="list-style-type: none"> <li>(a) to promote good risk management practices and effective governance within the Group and in ensuring that roles, responsibilities and accountability in managing risks are clearly established, defined and communicated;</li> <li>(b) to create high level risk policies aligned with the Group's strategic business objectives;</li> <li>(c) to review the enterprise risk management framework for the effective identification, assessment, measurement, monitoring, reporting and mitigation of risks within the Group; and</li> <li>(d) to identify and communicate existing and potential critical risk areas faced by the Group and the management action plans to mitigate such risks by working with the internal auditors in providing periodic reports and updates to the Audit and Risk Management Committee;</li> </ul> </li> <li>▪ The RMWG met two times during the year as required under the Enterprise Risk Management Framework to review the risk profiles and risk registers as submitted by the respective business divisions.</li> </ul>
<p><b>Explanation for departure</b> :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

**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 9.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ The features of the Group’s risk management and internal control framework, and the adequacy and effectiveness of this framework is disclosed in the Statement of Risk Management and Internal Controls in the Annual Report.</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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 9.3 - Step Up**

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

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



**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 10.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ The Group's internal audit function which is headed by a Senior Manager focus on risks and controls within the Group and therefore have a key role in the Group's control environment. They are tasked to conduct regular reviews and appraisals on the effectiveness of the governance, risk management and internal controls processes within the Group in accordance with the Internal Audit Plan as approved by the Audit and Risk Management Committee.</li> <li>▪ The Head of Internal Audit is supported by a team of members. Further elaboration of the internal audit function of the Group can be found in the Audit and Risk Management Committee Report included in the Annual Report.</li> <li>▪ To enhance its independence, the internal audit function reports directly to the Audit and Risk Management Committee.</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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 10.2**

The board should disclose–

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The matters indicated above have been disclosed in the Audit and Risk Management Committee Report.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b><i>Investors' Relationship, Media and Shareholders Communication</i></b></p> <ul style="list-style-type: none"><li>▪ The Company recognises the importance of proper communication with shareholders and the wider investment community to ensure that trading in the Company's securities take place in an informed market. This is done through timely dissemination of information on the Group's performance and major developments which are communicated vide the following medium: -<ul style="list-style-type: none"><li>(i) the Annual Report and relevant circulars despatched to shareholders and published in the Company's website; and</li><li>(ii) issuance of various disclosures and announcements including the interim financial reports to the stock exchange.</li></ul></li><li>▪ Within the organisation, the Group's Investor Relationship is headed by the Corporate and Investment Department under the Chief Investment Officer, who attends to various investors particularly institutional investors, fund managers and investment analysts and a Corporate Communications Department to communicate with members of the media.</li><li>▪ While the Group endeavours to provide as much information as possible, it is guided by the regulatory framework governing the release of material and price sensitive information. The Group is also bound by the Corporate Disclosure Policies and Procedures which sets out the communication channels, authorised spokespersons and disclosure policies.</li><li>▪ The Board has identified Tan Sri Ong Ka Ting, the Senior Independent Non-Executive Chairman, to whom any queries, feedbacks and concerns with regards to the Group, may be conveyed. Letters stamped "Private &amp; Confidential" can be addressed to him personally at the Company's registered</li></ul>

office at Unit 30-01, Level 30, Tower A, Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur Wilayah Persekutuan Malaysia.

- For ease of communication via the internet, the Group has identified the following email addresses for shareholders and the public to send in their email messages: -
  - (a) Communications with the Company at [info@taliworks.com.my](mailto:info@taliworks.com.my)
  - (b) Communications with the Senior Independent Non-Executive Chairman at [SID@taliworks.com.my](mailto:SID@taliworks.com.my)

***Primary Contact for Investors Relation Matters***

- To ensure consistency in information being disseminated, the Group has identified the following persons as the main channel of communication with the investment community: -
  - (a) the Executive Director of the Company, Dato' Lim Yew Boon at [ronnie@taliworks.com.my](mailto:ronnie@taliworks.com.my) and
  - (b) the Chief Investment Officer of the Company, Kevin Chin at [kevin.chin@taliworks.com.my](mailto:kevin.chin@taliworks.com.my)
- Communication can also be channelled to the Investor Relations unit at [investor@taliworks.com.my](mailto:investor@taliworks.com.my).

***Regulators and the Minority Shareholder Watchdog Group (“MSWG”)***

- Other than the shareholders of the Company, representatives from the regulators and MSWG will also be invited as observers at the Company's general meetings if prior requests have been made.
- Queries raised by the MSWG and the Company's reply thereto are read out to shareholders at the Annual General Meeting together with the Group's response.

***Members of the Media***

- Immediately after the Annual General Meeting, the Board represented by the Chairman together with the Executive Director and the Chief Investment Officer, may address issues raised by the media and answer questions on the Group's activities and plans in the course of providing the media with the latest update on the Group.
- Under the Corporate Disclosure Policies and Procedures, several persons have been identified as Authorised Spokesperson namely: -

	<p>(a) on Group matters/ business/ investments – the Chairman, Executive Director and the Chief Investment Officer;</p> <p>(b) on the business unit’s operational matters – the Executive Director and the respective Heads of the Business Units.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**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 11.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<ul style="list-style-type: none"> <li>▪ Whilst some elements of integrated reporting have been embodied in the Annual Report, on the whole is not an integrated report based on the parameters set out by the International Integrated Reporting Council’s (IIRC) Integrated Reporting Framework.</li> <li>▪ The current Annual Report provides shareholders and stakeholders with a comprehensive overview on the Group’s financial and non-financial information which are contained in the Management and Discussion Analysis, Corporate Governance Overview Statement, Statement of Risk Management and Internal Control and Sustainability Statement.</li> <li>▪ The Group will consider adopting an integrated reporting to enhance the quality of information available to investors in the near future.</li> </ul>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 12.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ The 28<sup>th</sup> Annual General Meeting (“AGM”) of the Company is scheduled on 30 May 2019 and the Notice for the Annual General Meeting is dated 30 April 2019; which is at least 28 days prior to the meeting.</li> <li>▪ The Notice for the Annual General Meeting will be advertised in a widely circulated newsprint publication to inform shareholders of the AGM and the agenda thereto.</li> <li>▪ Shareholders are also able to download the digital version of the Annual Report and Audited Financial Statements in PDF format from the stock exchange as well as from the Company’s website.</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 12.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<ul style="list-style-type: none"> <li>▪ All the Board members attended the previous Annual General Meeting of the Company held on 15 May 2018.</li> <li>▪ The Chairman presides over the Annual General Meeting and where appropriate, may direct queries to the Chair of the Audit and Risk Management, Nominating, and other committees and the management to respond to shareholders' queries during the meeting.</li> <li>▪ The Executive Director, the Chief Investment Officer and the General Manager – Group Finance representing the management will sit together with the Board at general meetings to address any issues from shareholders and the MSWG.</li> <li>▪ Members of the Board have been informed in advance on the date and time of the forthcoming 28<sup>th</sup> Annual General Meeting.</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



### Intended Outcome

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

### Practice 12.3

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

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<ul style="list-style-type: none"><li>▪ All the general meetings of the Company are held in Kuala Lumpur or Petaling Jaya which are easily accessible to shareholders.</li><li>▪ As at 22 March 2019, the number of registered shareholders of the Company totalled 3,034.</li><li>▪ Taliworks has adopted poll voting for all resolutions proposed at general meetings where the votes are to be cast by way of electronic voting (“e-voting”). Electronic voting devices will be used to provide a more efficient and accurate outcome of the results. For the forthcoming 28<sup>th</sup> Annual General Meeting, the e-voting process will be conducted by the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) and Malaysia Issuing House Sdn. Bhd. has been appointed as Independent Scrutineers to verify the results of the poll.</li><li>▪ Before the e-voting commences, the Poll Administrator will announce the procedures to be adopted by the shareholders to facilitate the proper conduct of the e-voting process.</li><li>▪ Upon completion of the e-voting, the Scrutineers shall upon verification of the poll results announced the results including the number of votes cast in favour and against each of the resolution proposed, upon which the Chairman will declare whether the resolutions were carried.</li><li>▪ The results of the proposed resolutions will be announced by the Company to the stock exchange on the same day and all information released to the stock exchange will be posted on the Investor Relations section of the Company’s website.</li><li>▪ Minutes of the general meetings will be made available on the Company’s website once they are approved by the Board.</li></ul>

	<ul style="list-style-type: none"> <li>▪ A shareholder of the Company can vote in person or appoint a proxy/proxies to attend and vote on his/her behalf.</li> <li>▪ Nevertheless, should there be a need for it, the management would look into cost effective means of applying technology to facilitate voting in absentia and remote shareholders' participation at general meetings.</li> </ul>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

**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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