

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5170
COMPANY NAME : Sarawak Cable Berhad
FINANCIAL YEAR : May 31, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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 recognises that Corporate Governance is critical to the performance of the Company and its subsidiaries (the "Group"), and the key role the Board plays in charting the strategic direction of the Group. To achieve this, the Board has carried out the following activities during the financial year under review and up to the date of this Corporate Governance Report:</p> <ul style="list-style-type: none">• conduct of pre-scheduled meetings to deliberate on matters relating to the strategic direction and objectives setting, annual budgets, major capital expenditures, new ventures, material acquisitions and disposals;• review of the quarterly results of the Group prior to announcement to Bursa Malaysia Securities Berhad ("Bursa"). During these meetings, the operational and financial performance of the Group together with any material development and issues relating to the business of the Group are discussed and where applicable responded to accordingly. During these meetings, the Board also considered the internal audit reports reviewed by the Audit Committee and endorsed corrective based on recommendations proposed by the internal audit function;• recognising the importance of business sustainability, the Board with the assistance of the Management Sustainability Committee, reviewed the sustainability strategies, policies, goal setting or Key Performance Indicators ("KPI") and oversee the implementation process and the overall sustainability performance of the Group;• reviewed the KPI set for Executive Management in order to align Management's strategies with the Group's objectives. Performance incentive scheme is also provided to Executive Directors and Management to reward those who achieve these KPI. This will ensure that the business was conducted effectively towards meeting strategic objectives of the Group;• reviewed the Risk Management Framework for Management to identify, evaluate, manage and monitor risks. Details of the Group's Risk Management Framework are set out in its Statement on Risk

	<p>Management and Internal Control of the Company's Annual Report; and</p> <ul style="list-style-type: none"> primary communication with shareholders was via the Annual General Meeting, where the Chairman invited shareholders who were present to engage in the resolutions being tabled for voting. In addition, the Group has a corporate website at https://sarawakcable.com/ to provide a platform for investors and shareholders the opportunity to stay abreast of the Group's development, including financial and other announcements made to Bursa. <p>The Board delegated certain of its obligations to the Board Committees to assist in the fulfilment of its stewardship responsibility. This Board Committee will follow the Terms of Reference ("TOR") set forth in their separate Committee Charters, which can be found on the Company's website at https://sarawakcable.com/. The Chairman of the respective Board Committees reports to the Board on major issues discussed at the respective Board Committee meetings and, where appropriate, makes recommendations to the Board for final approval.</p> <p>The Board Committees include:</p> <ul style="list-style-type: none"> Audit Committee ("AC"); Nomination Committee ("NC"); Remuneration Committee ("RC"); and Risk Management Committee ("RMC").
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</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 1.2

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>We recognise the importance of having a capable Chairman for the Board of Directors ("Board"), to instil a good governance culture, leadership and effective workings of the Board.</p> <p>Our Board is chaired by Dato Sri Mahmud Abu Bekir Taib, a Non-Independent Non-Executive Chairman. As the Board Chairman, Dato Sri Mahmud's responsibilities include:</p> <ul style="list-style-type: none">• ensuring effective conduct of the Board;• encouraging participation and deliberation by all members of the Board to enable the wisdom of all members of the Board to be tapped;• promoting consensus building, taking into account the concerns of all Directors as much as possible;• ensuring effective communication with shareholders and stakeholders;• providing leadership to the Board, and setting the strategic direction of the Group;• leading the Board in establishing and monitoring good Corporate Governance practices; and• setting the Board agenda (with the assistance of the Company Secretary) and ensure Board members receive complete and accurate information in a timely manner. <p>These abovementioned responsibilities are also formalised in the Board Charter, which is available on our website at https://sarawakcable.com/corporate-governance/.</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	:	<p>We understand that the positions of the Chairman of the Board of Directors ("Board") and the Chief Executive Officer ("CEO") shall be separated to alleviate conflicts, as the CEO is primarily responsible for spearheading the business and day-to-day management of the company, whereas the Chairman is primarily responsible for oversight over the Management.</p> <p>The positions of Chairman and CEO are held by separate individuals, .</p> <p>The responsibilities of the Chairman, amongst others, are to:</p> <ul style="list-style-type: none">• ensure effective conduct of the Board;• encourage participation and deliberation by all members of the Board to enable the wisdom of all members of the Board to be tapped;• promote consensus building, taking into account the concerns of all Directors as much as possible;• ensure effective communication with shareholders and stakeholders;• provide leadership to the Board, and setting the strategic direction of the Group;• lead the Board in establishing and monitoring good Corporate Governance practices; and• set the Board agenda (with the assistance of the Company Secretary) and ensure Board members receive complete and accurate information in a timely manner. <p>The responsibilities of the CEO, amongst others, are:</p> <ul style="list-style-type: none">• overall responsibilities over the Group's operational and business segments, implementation of the Board policies, directives, strategies and to act as the main conduit between the Board and Senior Management;• to ensure the efficiency and effectiveness of the operation for the Group;• to assess business opportunities which are of potential benefit to the Group; and• to bring material and relevant matters to the attention of the Board in an accurate and timely manner. <p>During the financial year under review and up to the date of this Corporate Governance Report, the Chairman of the Board was held by Dato Sri Mahmud Abu Bekir Taib, whereas the role of the CEO was held</p>

	by Dato' Ahmad Redza bin Abdullah (retired on 15 September 2022), Mr L. Joseph Nixon A/L S. Lourdesamy (serving as the Acting CEO from 26 September 2022 to 26 April 2023), and Mr. Russell Walter Boyd, who was appointed to the role of the CEO on 26 Apr 2023.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	<p>To promote check and balance as well as objective review by the Board of Directors ("Board") on deliberations emanating from the Board Committees, we understand that the Board Chairman should not be a member of the Board Committees, e.g. Audit Committee, Nomination Committee or Remuneration Committee.</p> <p>We concur with the principle above, hence our Board Chairman, Dato Sri Mahmud Abu Bekir Taib, does not sit on any of our Board Committees, i.e. the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee.</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 1.5

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>We recognise that it is important that the Board of Directors ("Board") is supported by a suitably qualified and competent Company Secretary, as the responsibilities of the Company Secretary have evolved from merely advising the Board on administrative matters to advising the Board on governance matters, Board policies and procedures, as well as pertinent regulatory requirements.</p> <p>During the financial year under review, the two (2) joint secretaries are Ms. Teoh Wen Jinq and Ms. Voon Jan Moi, both are qualified to act as Company Secretary under Section 235(1) and (2) of the Companies Act 2016. Ms. Voon (MAICSA 7021367) has been in the public corporate secretarial service for more than 27 years, whereas Ms. Teoh (MIA25770) has more than 20 years of working experience in audit firm and commercial companies as an Accountant, Company Secretary, Group Financial Controller and Group Chief Financial Officer ("GCFO"), and is also currently the GCFO of Sarawak Cable Berhad. Both the joint secretaries periodically undertake continuous professional development to upskill and keep abreast of new developments, and where relevant, will brief the same to the Board.</p> <p>The key responsibilities of the Company Secretaries include:</p> <ul style="list-style-type: none">• statutory duties as specified under the Companies Act and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;• attending Board and Board Committees meetings and ensuring that all meetings are properly convened and proceedings are properly recorded;• ensuring timely communication of the Board level decisions to management;• ensuring that all appointments to the Board and Board Committees are properly made;• maintaining records for the purposes of meeting statutory obligations;• facilitating the provision of information as may be requested by the Directors from time to time;• advising the Directors on corporate disclosure matters concerning interest in securities, conflict of interest in transactions, prohibitive dealings and restrictive disclosure of price-sensitive information;• supporting the Board in ensuring adherence to Board policies and procedures; and

	<ul style="list-style-type: none"> managing the Annual General Meeting (“AGM”) that includes the preparation of the Annual Report, Circular to Shareholders, Notice of AGM, working with the Share Registrars and ensuring that the due processes and proceedings are in place for the effective conduct of the AGM. <p>Subsequent to the conclusion of the financial year under review, Ms. Teoh Wen Jinq has resigned as the joint-Company Secretary (remained as GCFO of the Group) and Ms. Tai Yit Chan has been appointed on 11 August 2023 as the joint-secretary. Ms. Tai is a Fellow Member of the MAICSA and has over 30 years of extensive experience in corporate secretarial work and provides advisory services.</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>We recognise that Directors rely on Management for information necessary to carry out their oversight duties, and owing to the oversight nature of their roles, in particular Non-Executive Directors, will inherently lack in-depth knowledge on the operations in comparison to the Management team, hence, it is important that sound and sufficient information flow are provided timely in order to facilitate robust and effective deliberations.</p> <p>It is the responsibility of the Company Secretaries to facilitate the provision of information, as may be requested by Directors from time-to-time. In advance of each upcoming financial year, the Company Secretaries, in consultation with all Directors, prepare an annual meeting calendar for circulation to all Directors. The annual meeting calendar includes the schedule dates for meetings of the Board, Board Committees and Annual General Meeting, targeted quarterly and annual announcement/reporting dates.</p> <p>In order to ensure all Directors are supplied with all necessary information and sufficient time to consider matters to be deliberated at Board and Board Committee meetings, the Company Secretaries circulates the meeting agenda, together with meeting materials (e.g. detailed reports and proposition papers) to all members of the Board and Board Committees at least five (5) business days in advance of the meeting, in line with the requirement in the Board Charter. Early circulation of meeting agenda and relevant papers aims to ensure effectiveness and efficiency of meetings, by providing sufficient time for Directors to review the information provided, to make enquiries and to seek additional information and clarification.</p> <p>In the event any urgent matters are required to be included as part of the meeting agenda after circulation of the meeting agenda, the Company Secretaries will at soonest possible, circulate the updated/revised meeting agenda or materials via e-mail to the Board or Board Committees members.</p> <p>The Company Secretaries prepare the minutes of the Board/ Board Committees meetings, properly recording issues deliberated, including how decisions and conclusions are arrived at. Action items remain as</p>

	matters arising in the minutes of meeting until they are resolved or removed, if deemed no longer relevant.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>It is important to provide clarity on the responsibilities of the Board of Directors (“Board”), the Board Committees, individual Directors and Management. Establishing and defining clear boundaries will minimise blurring of lines between the roles of the Board and Management.</p> <p>The Company establishes these boundaries through the Board Charter, the objective of which is to act as a source of reference and primary guide to the Board as it sets out the role, functions, composition, operation and processes of the Board and seeks to ensure that all Board members are aware of their duties and responsibilities.</p> <p>The Board Charter outlines amongst others, the following:</p> <ul style="list-style-type: none">• Board membership;• appointments;• re-election;• independence;• other directorships;• directors’ remuneration;• directors’ training and continuing education;• duties and responsibilities (Board role);• discharge of directors’ duties;• matters reserved for the Board;• Chairman and Managing Director;• Chairman (responsibilities);• Managing Director (responsibilities);• Board Committees (responsibilities);• meeting of the Board and Supply of information• Company Secretary;• investor relations and shareholder communication;• application of the Board Charter; and• review of the Board Charter.

	<p>The Board Charter provides for the roles and responsibilities of the Board of Directors, Board Committees, Chairman and Managing Director, summarised as follows:</p> <ul style="list-style-type: none"> • the Board Chairman is responsible for leadership of the Board, ensuring effective conduct of the Board and ensuring effective communication with shareholders and stakeholders; • the Managing Director, who holds ultimate executive power, is responsible, amongst others, in ensuring the efficiency and effectiveness of the operations for the Group, implementing policies, strategies and decisions adopted by the Board and highlighting material and relevant matters to the attention of the Board in an accurate and timely manner; • the roles of Independent Directors are also specified, having emphasis on the value brought by independent judgement and check and balance to the Board; • the following Board Committees have been established, guided by their respective terms of reference as follows: <ul style="list-style-type: none"> ○ the Audit Committee oversees matters relating to financial reporting (including quarterly and annual announcements), external audit, internal audit, related party transactions and conflict of interest situations, as well as the establishment of an effective and sound framework of internal control; ○ the Nomination Committee oversees matters pertaining to the structure, size and composition of the Board and other Board Committees, including identifying and nominating candidates to fill board and board committee vacancies, annual evaluation of board and board committee-level effectiveness, and succession planning; ○ the Remuneration Committee establishes and reviews the Director’s and Senior Management’s remuneration package to align to the long-term objectives and business strategy of the Group, as well as to recommend the remuneration for Senior Management; and ○ the Risk Management Committee ensures there is a sound framework and policy for risk management and internal control, understands the principal risks of the Group’s business and sets the risk appetite of the Group. <p>The Board understands that the Board Charter can serve as an avenue to communicate the company’s approach to governance, allowing stakeholders to understand the practices put in place by the Directors in discharging their responsibilities towards the company and its stakeholders, hence it is published on our corporate website at https://sarawakcable.com/corporate-governance/ and is accessible at all times to all our stakeholders.</p>
<p>Explanation for departure</p>	<p>:</p>

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

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 of Directors ("Board") recognises the importance of conducting its business with the highest ethical standards, principles and values. To provide a strong "tone from the top", the Group has in place the following Code of Conduct and Ethics which subject its employee, Directors and Company Secretary to a set of values and standards of conduct that is expected of them:</p> <ul style="list-style-type: none">• Code of conduct This Code applies to all employees of the Group and serves as a reference point for their conduct. The Code includes, amongst others, the policy in managing conflict of interest, gifts, entertainment and favours, incentives, confidential records and information, etc. The Code of Conduct is available on the Group's website at https://sarawakcable.com/corporate-governance/• Director's Code of Ethics This Code is intended for the Group's Directors, including Executive Directors, Non-Executive Directors and the Chairman. The Code covers the following aspects:<ul style="list-style-type: none">○ corporate governance;○ relationship with shareholders, employees, creditors and customers; and○ social responsibilities and the environment.• Company Secretary's Code of Ethics This Code sets out the expected conduct of the Company Secretary in carrying out his/ her duties. The Code amongst others, requires Company Secretary to observe the following:<ul style="list-style-type: none">○ professional competency (including law of meetings, meeting procedures, quorum requirements, etc.);○ exercise utmost good faith and act responsibly and honestly;

	<ul style="list-style-type: none"> ○ impartial in dealings with shareholders and directors; ○ present or represented at meetings; and ○ neither direct for own advantage any business opportunity that the Group is pursuing.
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>We recognise the importance of providing a channel for stakeholders internal and external to the Group to report genuine concerns about wrongdoings, including a legal obligation being breached (including negligence, criminal activity, breach of contract, and breach of law), a miscarriage of justice, a threat to health and safety or the environment, or a cover-up of any of these in the workplace, to enable allegations to be thoroughly investigated and to carry out necessary actions, where appropriate. This is to reduce the risk of falling into a vicious cycle where Management and the Board of Directors (“Board”) are unaware of problems and misconduct remains pervasive or unaddressed in the absence of a well-designed whistleblowing framework for stakeholders to raise concerns about illegal or unethical activity that they are aware of through their dealings.</p> <p>In this respect, the Group’s Whistle-Blowing Policy was established to facilitate employees and members of the public to disclose any misconduct or criminal offences through an independent Whistle-Blowing channel.</p> <p>The Whistle-Blowing Policy provides guidelines for the reporting and investigation of any wrongdoings as well as the protection accorded to the whistle-blower. Such misconducts may be reported electronically or in writing to the appointed Independent Person-in-Charge. The Whistle-Blowing Policy is available on the Group’s website at https://sarawakcable.com/corporate-governance/</p> <p>The Board together with Management, reviews the Whistle-Blowing Policy as and when the need arises to ensure it is kept contemporary.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>To enable us to sustain our business in the long run, we understand that our business needs to be carried out in a sustainable and responsible manner, i.e. reducing negative impacts from our businesses to the economic, environment and society.</p> <p>The Board of Directors ("Board") is overall in charge of sustainability matters for the Group. The Board oversees the Group's sustainability performance and approves the Group Sustainability Report, and delegates the responsibilities of formulating sustainability strategies and policies to the Management Sustainability Committee, led by the Group Managing Director (and now by the CEO).</p> <p>In developing and implementing company strategies, business plans, major plans of action and risk management, the Board will take into account its relevant sustainability considerations.</p> <p>Further details on the sustainability governance structure and the roles and responsibilities of each governing functions are available in the Sustainability Statement of the 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 4.2

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	:	<p>We understand that in order to obtain a more holistic view on sustainability risks and opportunities of the Company, it is critical to consider sustainability matters (i.e. economic, environment, social and governance - "EESG") from both internal and external perspectives, hence, in identifying EESG matters that are material to us, we have performed stakeholder engagement, to identify key stakeholders to the company, and through engagement with these key stakeholders and assessment performed by the Company, identify EESG matters that are considered as material, through the materiality assessment process.</p> <p>Upon identifying the Material Sustainability Matters ("MSM"), we identify strategies and targets relevant to these MSM. These strategies and targets form the benchmark where our business operations and management of the MSM are based on.</p> <p>The Board of Directors ("Board") recognise the importance of not only practicing sustainable practices in its day-to-day operations, but also the need to communicate these strategies, priorities, targets as well as performance against these targets internally and to external stakeholders. Internally, we have various reports to track the performance of the MSM. The above is disclosed to the public through our Sustainability Report which forms part of our Annual Report.</p> <p>In preparing the Sustainability Report, we have observed Paragraph 29, Part A of Appendix 9C and Practice Note 9 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa") and considered the Sustainability Reporting Guide 3rd Edition and its accompanying Toolkits published by Bursa.</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	:		
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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>The Board of Directors (“Board”) are aware of their ultimate responsibilities for sustainability practices and performances, through overseeing that the Company has integrated sustainability into the strategic direction of the Group, and has established a Sustainability Reporting Framework and Policy document to guide SCB’s sustainability practices.</p> <p>To discharge the Board’s oversight role effectively, we acknowledge the importance for the Board members to possess sufficient understanding and knowledge of sustainability issues that are relevant to the company and its business, including climate-related risks and opportunities.</p> <p>The Board has during the year under review, briefed on sustainability matters that are considered material to the Group, including the relevant policies, priorities, targets, performance indicators and action plans, where relevant.</p> <p>Further to the above, please refer to the CG Overview Statement in the Annual Report 2023 for the details of training attended by the Directors during the year.</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	:	Applied	
Explanation on application of the practice	:	<p>The Board of Directors (“Board”) understands the importance of tying evaluation of the Board and Senior Management to sustainability performance of the Company, to have a more holistic coverage and also to promote accountability in relation to sustainability performances within the Company.</p> <p>The performance evaluation of the Board for the financial year ended 31 May 2023 has been included with the assessment on the Board’s oversight of sustainability risks and opportunities. The performance evaluation of the Senior Management has taken into account the same.</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 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("Board") understands that it is important that the company's leadership is equipped with the right skills and experience to effectively steer the company through challenges and towards its long-term strategy and goals.</p> <p>To achieve the above, the Board understands that periodic refreshment of the Board is critical, considering amongst others, new skills and fresh perspective, capable of questioning the status quo, etc.</p> <p>The Nomination Committee is responsible to ensure effective functioning of the Board and Board Committees, hence in the appointment of new Directors and during annual assessment of the Board, Board Committee and individual Directors, the Nomination Committee will consider various key criteria, including skills, knowledge, experience, diversity, time commitment, character, and integrity. The Board has also established the Directors' Fit and Proper Policy, sets out the fit and proper criteria for the appointment and re-appointment of Directors on the Boards of Directors of Sarawak Cable Berhad and its subsidiaries. The Fit and Proper Policy is assessable at https://sarawakcable.com/corporate-governance/</p> <p>Based on the assessment carried out on the Board, Board Committees and individual Directors for the financial year ended 31 May 2023, the Nomination Committee is satisfied with the performances of the Board, all the Board Committees and all the Directors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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 5.2

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

Application	:	Departure																						
Explanation on application of the practice	:																							
Explanation for departure	:	<p>As there were changes in the Board composition in the financial year under review and up to the date of this Corporate Governance Report, hence, computation of Independent Directors in relation to the Board composition were measured at the start of the financial year, end of the financial year and also at the date of this Corporate Governance Report.</p> <p>The details of the Board composition are as follows:</p> <table border="1"> <thead> <tr> <th></th> <th>As at 1 June 2022</th> <th>As at 31 May 2023</th> <th>As at date of this CG Report</th> </tr> </thead> <tbody> <tr> <td>Executive Director</td> <td>1</td> <td>-</td> <td>-</td> </tr> <tr> <td>Non-Independent Non-Executive Director</td> <td>4</td> <td>5</td> <td>5</td> </tr> <tr> <td>Independent Non-Executive Director</td> <td>4</td> <td>4</td> <td>4</td> </tr> <tr> <td>% of Independent Non-Executive Director in relation to the Board</td> <td>44%¹</td> <td>44%</td> <td>44%</td> </tr> </tbody> </table> <p><i>Note¹: This computation excludes the Alternate Director</i></p> <p>Although the Board does not comprise of majority Independent Non-Executive Directors as promulgated by this Practice, however, it fulfils the Main Market Listing Requirement's provision [Paragraph 15.02(1)(a)] for at least one-third of Directors or two (2), whichever is higher, being Independent Directors.</p> <p>Notwithstanding that the Board will endeavour to adopt this best practice, the Non-Independent Non-Executive Directors of the Group are non-independent due to their shareholdings in the Group. However, they are not associated to any major shareholders, and therefore, provided a wider spread in terms of the interest these Directors represent. Collectively as a Board, the interest of shareholders, including minority shareholders, who are represented by the four (4) Independent Directors, are fairly represented. This enables Board decisions to be made in consideration of the best interest of the Group,</p>				As at 1 June 2022	As at 31 May 2023	As at date of this CG Report	Executive Director	1	-	-	Non-Independent Non-Executive Director	4	5	5	Independent Non-Executive Director	4	4	4	% of Independent Non-Executive Director in relation to the Board	44% ¹	44%	44%
	As at 1 June 2022	As at 31 May 2023	As at date of this CG Report																					
Executive Director	1	-	-																					
Non-Independent Non-Executive Director	4	5	5																					
Independent Non-Executive Director	4	4	4																					
% of Independent Non-Executive Director in relation to the Board	44% ¹	44%	44%																					

	taking into account the diverse shareholding structure of the Group's ownership structure.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	As at 31 May 2023, there was a total of four (4) Independent Non-Executive Director, i.e. Datuk Rozimi bin Remeli, En. Redzuan bin Rauf, Pn. Alwizah Al-Yafii Binti Ahmad Kamal and Laksamana Tan Sri Dato Setia Mohd Anwar Bin Haji Mohd Nor, none of whom exceeded a cumulative term limit of nine (9) years. The two (2) Independent Non-Executive Directors previously exceeded nine (9) years, namely Datuk Kevin How Kow and En. Erman bin Radin have been redesignated to Non-Independent Non-Executive Directors.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors (“Board”) recognises that for the Board to function effectively, directors shall possess the right skills, experience, and credibility. Furthermore, to avoid “groupthink”, the Board members shall be of diverse background, including skillsets, experience, age, cultural background, gender, etc.</p> <p>The Board has established the Directors’ Fit and Proper Policy, in which it uses to assess directors, and includes the following considerations:</p> <ul style="list-style-type: none">• character and integrity;• experience and competence;• time and commitment; and• independence (for Independent Directors). <p>The Nomination Committee (“NC”) is tasked to identify and recommend to the Board, candidates for the Directorship or Senior Management of the Group. The NC sources for candidates and evaluates candidates based on, amongst others, their skills, knowledge, competency, experience, time commitment, character, professionalism and integrity (including through the newly established Directors’ Fit and Proper Policy). In evaluating candidates, the NC applies strictly the concept of meritocracy, with no specific targets towards, nor discrimination against, any age group, cultural background or gender although these attributes are taken into consideration in deriving a decision.</p> <p>The Board believes that diversity in skills and experience is fundamental towards good governance and in enhancing the effectiveness of Board deliberation. The Board consists of qualified individuals with diverse experience, backgrounds and perspectives and who have demonstrated commitment to the Group from the attendance at meetings and deliberations at the same. The composition and size of the Board is such that it facilitates the making of informed and critical decisions.</p> <p>The Group has a Board Diversity Policy, specifies amongst others, criteria for selection of Board members as follows:</p>

	<ul style="list-style-type: none"> • capacity to contribute to decision making in the interest of the Group; • special skills and experience which is beneficial to the Board and the Group; • achieve appropriate female representation at the Board level; and • ability to contribute to Board Committee(s). <p>In addition to the above, the Board Diversity Policy also includes consideration to achieve appropriate level of skills, business and other experience, education, gender, age and ethnicity.</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 5.6

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>In searching for suitably qualified candidates for the Group, a high regard and emphasis is placed on the ability of the candidate, who shall have the relevant skills and knowledge pertaining to the energy and transmission industry. In practice, upon the need to seek for a candidate for appointment of Directorship, the Nomination Committee will source for candidates via recommendations from existing Board members, Management or major shareholder.</p> <p>During the financial year under review and up to the date of this Corporate Governance Report, SCB has appointed three (3) new Directors, namely Pn. Alwizah Al-Yafii Binti Ahmad Kamal, Laksamana Tan Sri Dato Setia Mohd Anwar Bin Haji Mohd Nor, and En. Ninam Shah Bin Dato' Kadar Shah.</p> <p>Although the Board recognises the effect of “informal networks” on Board appointments, where directors elected are likely to have a sense of loyalty to the controlling shareholders or the directors who have nominated them, the Board is of the view that the existing process has been working well towards enhancing the effectiveness of the Board. Moreover, through the recommendation of familiar parties, the Board is to a certain extent assured of the integrity of the candidates for Directorship. Additionally, despite selection of candidates for directorship were not performed through independent sources, one of the candidate sourced and subsequently appointed (i.e. Pn. Alwizah Al-Yafii Binti Ahmad Kamal) is a member of the Institute of Corporate Directors Malaysia (“ICDM”).</p> <p>Going forward, the Board will, nonetheless, continue to monitor the effectiveness of Board and will consider sourcing candidates from external sources as one of the avenue, as promulgated by the Malaysian Code on Corporate Governance.</p>

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	: Choose an item.

Intended Outcome

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>During the financial year ended 31 May 2023, the company has re-elected two (2) Directors retiring pursuant to Clause 92 of the Company's Constitution (i.e. Datuk Kevin How Kow and Mr. Yek Siew Liong), and approved the continuation in office as Independent Non-Executive Directors, serving for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director (i.e. Datuk Kevin How Kow and Encik Erman bin Radin).</p> <p>Both the re-election and approval for continuation in office were approved by shareholders in the 24th Annual General Meeting held on 23 December 2022.</p> <p>SCB has through the Notice of General Meeting, provided the justification and a statement as to whether it supports the reappointment of both the Independent Non-Executive Directors for continuation in office, however, the same was not provided for Mr. Yek Siew Liong on his reappointment in accordance with retiring pursuant to Clause 92 of the Company's Constitution.</p> <p>Moving forward, we will apply this practice, providing sufficient information and a statement as to whether the Board supports the appointment or reappointment of the candidate and the reasons why.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Nomination Committee (“NC”) is chaired by a Non-Independent Non-Executive Director, i.e. Dato Sri Fong Joo Chung (who is also the Deputy Chairman of Sarawak Cable Berhad).</p> <p>Whilst the Board understands that the NC is a key gatekeeper in the process of recruiting Directors, evaluating their performances and driving the continuous performance of the Board, the Board is of the opinion that, at present, the Board size, structure and composition enables the following qualities to be demonstrated during Board activities:</p> <ul style="list-style-type: none">• an even and fair representation of shareholders’ interest;• a good mix of character, experience, competency, skills and knowledge brought by each Director; and• a diverse range of perspective and insights contributed by Directors of different background, skill sets, age group, ethnicity and gender. <p>Whilst the NC is chaired by a Non-Independent Non-Executive Director, the Board recognises the NC Chairman’s qualities and ability to lead the NC to objectively and independently perform its duties, including effectively carrying out the annual assessment of the Board and Board Committees.</p> <p>In addition, throughout the financial year under review, the NC comprise three (3) Directors, of whom one (1) is a Non-Independent Non-Executive Director and the remaining two (2) are Independent Directors. This fulfils the Main Market Listing Requirement’s provision for all NC members to be Non-Executive with a majority being Independent Directors. Nevertheless, one of the Independent Non-Executive Director, i.e. Datuk Kevin How Kow was redesignated as a Non-Independent Non-Executive Director on 31 May 2023, where he has also resigned from (ceased to be) the member of the NC on the same date. Following the cessation of Datuk Rozimi bin Remeli as NC member on 1 September 2023, En. Redzuan bin Rauf and En. Ninam Shah bin Dato’ Kadar Shah were appointed as members on 5 September 2023.</p>

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

Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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	:	<p>As there were changes in the Board composition in the financial year under review and up to the date of this Corporate Governance Report, hence, computation of women directors in relation to the Board composition were measured at the start of the financial year, end of the financial year and also at the date of this Corporate Governance Report.</p> <p>The details of the Board composition are as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">As at 1 June 2022</th> <th style="text-align: center;">As at 31 May 2023</th> <th style="text-align: center;">As at date of this CG Report</th> </tr> </thead> <tbody> <tr> <td>Male</td> <td style="text-align: center;">9</td> <td style="text-align: center;">8</td> <td style="text-align: center;">8</td> </tr> <tr> <td>Female</td> <td style="text-align: center;">0</td> <td style="text-align: center;">1</td> <td style="text-align: center;">1</td> </tr> <tr> <td>% of Female</td> <td style="text-align: center;">0%¹</td> <td style="text-align: center;">11%</td> <td style="text-align: center;">11%</td> </tr> </tbody> </table> <p><i>Note¹: This computation excludes the Alternate Director</i></p> <p>The number of Senior Management categorised by gender as at the same dates above are as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">As at 1 June 2022</th> <th style="text-align: center;">As at 31 May 2023</th> <th style="text-align: center;">As at date of this CG Report</th> </tr> </thead> <tbody> <tr> <td>Male</td> <td style="text-align: center;">4</td> <td style="text-align: center;">4</td> <td style="text-align: center;">3</td> </tr> <tr> <td>Female</td> <td style="text-align: center;">1</td> <td style="text-align: center;">1</td> <td style="text-align: center;">1</td> </tr> <tr> <td>% of Female</td> <td style="text-align: center;">20%</td> <td style="text-align: center;">20%</td> <td style="text-align: center;">25%</td> </tr> </tbody> </table> <p>Although the Board currently does not comprise of at least 30% women, the Board does not discriminate and promotes diversity, through the Board Diversity Policy, by outlining various considerations in achieving an appropriate level of diversity. Gender is recognised as one of the key facets of diversity and will form a key consideration in appointment of future Directors.</p> <p>Further to the above, the Board composition complies with the amended Main Market Listing Requirements, where the company have at least one (1) woman Director on the Board on or after 1 June 2023.</p>		As at 1 June 2022	As at 31 May 2023	As at date of this CG Report	Male	9	8	8	Female	0	1	1	% of Female	0% ¹	11%	11%		As at 1 June 2022	As at 31 May 2023	As at date of this CG Report	Male	4	4	3	Female	1	1	1	% of Female	20%	20%	25%
	As at 1 June 2022	As at 31 May 2023	As at date of this CG Report																															
Male	9	8	8																															
Female	0	1	1																															
% of Female	0% ¹	11%	11%																															
	As at 1 June 2022	As at 31 May 2023	As at date of this CG Report																															
Male	4	4	3																															
Female	1	1	1																															
% of Female	20%	20%	25%																															
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																																		

Measure	: Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	: Choose an item.

Intended Outcome

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

Practice 5.10

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges that the expectations on gender diversity have escalated due to emerging trends in governance and diversity, changing business and social landscape as well as the push from various stakeholders, including the government.</p> <p>Our Company is focused in providing fair and equitable opportunities, inclusivity and developing diversity without discrimination. The Board has established a Diversity Policy for the Group, which covers diversity in the following:</p> <ul style="list-style-type: none"> • having regard to factors such as skills, business and other experience, education, gender, age and ethnicity; • to maintain an optimum mix of skills, knowledge and experience for relevant measurable objectives to promote diversity; and • the Nomination Committee will monitor the implementation of Diversity Policy and achievement of measurable objectives to for promoting diversity. <p>Apart from the diversity principles above, the Board (including eligibility of candidates) are also assessed based on their competence, character, time commitment, and integrity.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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 Board of Directors (“Board”) understands the need for annual evaluation to evaluate and self-examine the Board, its Committees and individual Directors on leadership, culture, delegation of duties, teamwork, decision making, etc., to measure and improve performances, where required, to enable the Board to operate efficiently and effectively.</p> <p>The duties and responsibilities for annual performance assessment of the Board, Board Committees, and Individual Directors falls to the Nomination Committee (“NC”).</p> <p>This assessment covers the following:</p> <table border="1"> <thead> <tr> <th>Assessment on</th> <th>Method</th> <th>Assessment criteria</th> </tr> </thead> <tbody> <tr> <td>Board performance</td> <td>Questionnaire completion by the Directors</td> <td> <ul style="list-style-type: none"> Board mix and composition Board operations Board roles and responsibilities Board Chairman’s roles and responsibilities Environmental, social and governance (ESG) issues </td> </tr> <tr> <td>Board Committee performance</td> <td>Questionnaire completion by the Directors</td> <td> <ul style="list-style-type: none"> Composition Contribution Knowledge, knowledge, experience and expertise </td> </tr> <tr> <td>Director’s independence</td> <td>Self-assessment by Independent Directors</td> <td> <ul style="list-style-type: none"> Based on the definition of the Main Market Listing Requirements </td> </tr> </tbody> </table>	Assessment on	Method	Assessment criteria	Board performance	Questionnaire completion by the Directors	<ul style="list-style-type: none"> Board mix and composition Board operations Board roles and responsibilities Board Chairman’s roles and responsibilities Environmental, social and governance (ESG) issues 	Board Committee performance	Questionnaire completion by the Directors	<ul style="list-style-type: none"> Composition Contribution Knowledge, knowledge, experience and expertise 	Director’s independence	Self-assessment by Independent Directors	<ul style="list-style-type: none"> Based on the definition of the Main Market Listing Requirements
Assessment on	Method	Assessment criteria												
Board performance	Questionnaire completion by the Directors	<ul style="list-style-type: none"> Board mix and composition Board operations Board roles and responsibilities Board Chairman’s roles and responsibilities Environmental, social and governance (ESG) issues 												
Board Committee performance	Questionnaire completion by the Directors	<ul style="list-style-type: none"> Composition Contribution Knowledge, knowledge, experience and expertise 												
Director’s independence	Self-assessment by Independent Directors	<ul style="list-style-type: none"> Based on the definition of the Main Market Listing Requirements 												

	Director's assessment	Self-assessment by the Directors	<ul style="list-style-type: none"> • Time commitment • Competency • Character • Experience • Integrity
	Audit Committee ("AC") evaluation	Questionnaire completion by NC and AC	<ul style="list-style-type: none"> • AC's roles and responsibilities
<p>The Board has reviewed the terms of office and performance of the Board Committees and each of the members and was satisfied that the Board Committees and members have carried out their duties in accordance with the terms of reference of the respective committees.</p>			
Explanation for departure	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

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 Company recognises that the need for fair and transparent remuneration policy and procedures is now more important than ever, recognising that the current business environment is becoming more complex as a result of rising stakeholder expectations, globalisation, technological advancements, and business model innovation, all of which necessitate remuneration packages to be aligned with the company's long-term business sustainability.</p> <p>Accordingly, the Board has established a Remuneration Committee ("RC") which recommends remuneration matters pertaining to Directors and Senior Management for the Board's approval.</p> <p>The RC is guided by the Group's Directors Remuneration Policy which contains the guiding principles for determining the remuneration for Directors, including Executive and Non-Executive Directors.</p> <p>In determining Executive Directors' remuneration, it aims to link rewards to corporate and individual performance, taking into consideration scope of responsibilities, contribution and making comparison with market rate for similar position in comparable companies. In the case of Non-Executive Directors, the level of remuneration reflects the experience, expertise and level of responsibilities undertaken by the particular Non-Executive Director concerned.</p> <p>The Policy is made available on the Group's website at https://sarawakcable.com/corporate-governance/.</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 of Directors ("Board") recognises the importance and benefits of having a Remuneration Committee ("RC"), to set a clear and objective remuneration policies and procedures, and to exercise objectivity in determining remuneration for the Board and the Senior Management.</p> <p>To supervise remuneration-related matters, the Board has established a RC, comprises solely of Non-Executive Directors. The composition of the RC are as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Name of Director</th><th>Position</th><th>Directorship</th></tr></thead><tbody><tr><td>1</td><td>Dato Sri Fong Joo Chung</td><td>Chairman</td><td rowspan="3">Non-Independent Non-Executive Director</td></tr><tr><td>2</td><td>Tan Sri Dato' Seri H'ng Bok San (ceased office on 20 Oct 2022)</td><td rowspan="2">Committee member</td></tr><tr><td>3</td><td>Yek Siew Liong</td></tr><tr><td>4</td><td>Redzuan bin Rauf (appointed on 1 March 2023)</td><td></td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>The principal responsibilities of the RC in accordance with the Terms of Reference ("TOR") are to:</p> <ul style="list-style-type: none">• review Non-Executive Directors' package (e.g. fees and allowances), Executive Directors' remuneration packages (e.g. salaries, bonuses and benefits), and Senior Managements' remuneration packages and make appropriate recommendations to the Board for approval; and• recommend to the Board the quantum of bonuses, rewards and incentive structures for the Executive Directors.	No.	Name of Director	Position	Directorship	1	Dato Sri Fong Joo Chung	Chairman	Non-Independent Non-Executive Director	2	Tan Sri Dato' Seri H'ng Bok San (ceased office on 20 Oct 2022)	Committee member	3	Yek Siew Liong	4	Redzuan bin Rauf (appointed on 1 March 2023)		Independent Non-Executive Director
No.	Name of Director	Position	Directorship																
1	Dato Sri Fong Joo Chung	Chairman	Non-Independent Non-Executive Director																
2	Tan Sri Dato' Seri H'ng Bok San (ceased office on 20 Oct 2022)	Committee member																	
3	Yek Siew Liong																		
4	Redzuan bin Rauf (appointed on 1 March 2023)		Independent Non-Executive Director																

	<p>Nevertheless, it is the ultimate responsibility of the entire Board to approve the remuneration of the Executive Directors and for the Board to recommend remuneration of Non-Executive Directors (with individual Directors abstaining from discussion in respect of their remuneration) to Shareholders for approval.</p> <p>The RC is guided by a formalised TOR, which is made available on our corporate website at https://sarawakcable.com/corporate-governance.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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	:	<p>We understand that Directors' remuneration has often attracted public attention. Shareholders of the company would like to understand the reasonableness of the Directors' remuneration as to safeguard their investments.</p> <p>The remuneration paid to Directors of the Group and the Company for the financial year ended 31 May 2023 are as follows:</p>

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 Sri Mahmud Abu Bekir Taib	Non-Executive Non-Independent Director	240,000	7,000	Input info here	Input info here	Input info here	Input info here	247,000	240,000	7,000	Input info here	Input info here	Input info here	Input info here	247,000
2	Dato Sri Fong Joo Chung	Non-Executive Non-Independent Director	151,000	10,050	Input info here	Input info here	Input info here	Input info here	161,050	211,000	10,050	Input info here	Input info here	Input info here	Input info here	221,050
3	Dato' Ahmad Redza bin Abdullah (retired on 15 Sep 2022)	Executive Director	Input info here	Input info here	341,417	120,416	Input info here	64,965	526,798	Input info here	Input info here	341,417	120,416	Input info here	64,965	526,798
4	Tan Sri Dato' Seri H'ng Bok San @ H'ng Ah Ba (resigned on 20 Oct 2022)	Non-Executive Non-Independent Director	43,333	2,100	Input info here	Input info here	Input info here	Input info here	45,433	43,333	2,100	Input info here	Input info here	Input info here	Input info here	45,433
5	Yek Siew Liong	Non-Executive Non-Independent Director	104,000	6,100	Input info here	Input info here	Input info here	Input info here	110,100	140,000	6,100	Input info here	Input info here	Input info here	Input info here	146,100
6	Datuk Kevin How Kow (redesignated from INED on 31 May 2023)	Non-Executive Non-Independent Director	133,667	14,100	Input info here	Input info here	Input info here	Input info here	147,767	133,667	14,100	Input info here	Input info here	Input info here	Input info here	147,767
7	Erman bin Radin (redesignated from INED on 31 May 2023)	Non-Executive Non-Independent Director	110,000	9,600	Input info here	Input info here	Input info here	Input info here	119,600	120,800	9,600	Input info here	Input info here	Input info here	Input info here	130,400
8	Datuk Rozimi bin Remeli (resigned on 1 September 2023)	Independent Director	121,333	13,100	Input info here	Input info here	Input info here	Input info here	134,433	121,333	13,100	Input info here	Input info here	Input info here	Input info here	134,433

9	Redzuan bin Rauf	Independent Director	105,000	6,100	Input info here	Input info here	Input info here	Input info here	111,100	105,000	6,100	Input info here	Input info here	Input info here	Input info here	111,100
10	Alwizah Al-Yafii Binti Ahmad Kamal (appointed on 31 May 2023)	Independent Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Laksamana Tan Sri Dato' Setia Mohd Anwar Bin Haji Mohd Nor (appointed on 31 May 2023)	Independent Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Ninam Shah Bin Dato' Kadar Shah (appointed on 14 July 2023)	Independent Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure										
Explanation on application of the practice	:											
Explanation for departure	:	<p>The Board of Directors ("Board") is of the view that such detailed disclosure may not be in the best interest of the Group due to confidentiality and security concerns, for example, vulnerability of these personnel being poached by competitors as well as potential disgruntlement amongst the personnel concerned when they note how much their fellow colleagues are drawing, notwithstanding that the disclosure is in bands of RM50,000 each. In addition, the Group is operating in a niche industry, increasing the risks of its key management personnel being poached by competitors.</p> <p>As an Alternative, the Board believes that disclosure of its top 5 Senior Management's compensation and benefits packages received from the Group for the financial period under review in the bands of RM50,000 on an unnamed basis would provide pertinent insights to shareholders on whether such personnel, being top 5 Senior Management of the Group, are being remunerated responsibly and fairly with a view of attracting, motivating and retaining talents. Accordingly, the remuneration of the top 5 Senior Management in bands of RM50,000 on an unnamed basis, is set out below:</p> <table border="1"> <thead> <tr> <th>Salaries, bonuses, defined contribution plan and benefit-in-kind</th> <th>No. of Senior Management of the Group</th> </tr> </thead> <tbody> <tr> <td>RM50,001 – RM500,000</td> <td>1</td> </tr> <tr> <td>RM500,001 – RM550,000</td> <td>2</td> </tr> <tr> <td>RM550,001 – RM600,000</td> <td>1</td> </tr> <tr> <td>RM 900,001 – RM950,000</td> <td>1</td> </tr> </tbody> </table>	Salaries, bonuses, defined contribution plan and benefit-in-kind	No. of Senior Management of the Group	RM50,001 – RM500,000	1	RM500,001 – RM550,000	2	RM550,001 – RM600,000	1	RM 900,001 – RM950,000	1
Salaries, bonuses, defined contribution plan and benefit-in-kind	No. of Senior Management of the Group											
RM50,001 – RM500,000	1											
RM500,001 – RM550,000	2											
RM550,001 – RM600,000	1											
RM 900,001 – RM950,000	1											
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>												

Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied															
Explanation on application of the practice	:	<p>We recognise the need for objectivity is particularly critical for the Chairman of the Audit Committee ("AC"), as the committee has a specific role in providing objective oversight in the areas of financial reporting, related party transactions and conflicts of interest, internal control environment, internal audit and external audit processes. The Chairman is expected to demonstrate courage to deal with tough issues and support other members to do the same, especially in probing management on areas where subjectivity is inherent.</p> <p>In addition to being independent, it is important for the Chairman of the AC to be distinct from the Chairman of the Board of Directors ("Board"). Having these positions assumed by the same person may impair objectivity of the Board's review of the AC's findings and recommendations.</p> <p>The Audit Committee ("AC") comprises the following members (including the AC Chairman) during the financial year under review and up to the date of this Corporate Governance Report, details of which are as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Name of Director</th><th>Details</th></tr></thead><tbody><tr><td>1</td><td>Datuk Kevin How Kow</td><td>Chairman until 30 May 2023, was redesignated to Non-Independent Non-Executive Director ("NINED") and ceased to be a member (and Chairman) of the AC on 31 May 2023. Subsequently reappointed to the AC as a member on 20 July 2023.</td></tr><tr><td>2</td><td>Erman bin Radin</td><td>Committee member until 31 May 2023. Ceased to be a member of the AC on 31 May 2023 (including redesignation to NINED).</td></tr><tr><td>3</td><td>Datuk Rozimi bin Remeli</td><td>Committee member until 1 September 2023.</td></tr><tr><td>4</td><td>Redzuan bin Rauf</td><td>An Independent Non-Executive Director. Appointed to the AC on 31 May 2023 as a member, and</td></tr></tbody></table>	No.	Name of Director	Details	1	Datuk Kevin How Kow	Chairman until 30 May 2023, was redesignated to Non-Independent Non-Executive Director ("NINED") and ceased to be a member (and Chairman) of the AC on 31 May 2023. Subsequently reappointed to the AC as a member on 20 July 2023.	2	Erman bin Radin	Committee member until 31 May 2023. Ceased to be a member of the AC on 31 May 2023 (including redesignation to NINED).	3	Datuk Rozimi bin Remeli	Committee member until 1 September 2023.	4	Redzuan bin Rauf	An Independent Non-Executive Director. Appointed to the AC on 31 May 2023 as a member, and
No.	Name of Director	Details															
1	Datuk Kevin How Kow	Chairman until 30 May 2023, was redesignated to Non-Independent Non-Executive Director ("NINED") and ceased to be a member (and Chairman) of the AC on 31 May 2023. Subsequently reappointed to the AC as a member on 20 July 2023.															
2	Erman bin Radin	Committee member until 31 May 2023. Ceased to be a member of the AC on 31 May 2023 (including redesignation to NINED).															
3	Datuk Rozimi bin Remeli	Committee member until 1 September 2023.															
4	Redzuan bin Rauf	An Independent Non-Executive Director. Appointed to the AC on 31 May 2023 as a member, and															

		subsequently to the Chairman of the AC on 20 July 2023.
Explanation for departure :	<p>The requirements for the AC to consist of at least three (3) members, all of whom are non-executive and majority of the members being independent directors and the requirement for the AC Chairman to be an independent director were articulated in the AC's terms of reference. The terms of reference on AC are available on the Group's website at https://sarawakcable.com/corporate-governance/.</p> <p>The AC Chairman (until 30 May 2023), Datuk Kevin How Kow is a Fellow of the Institute of Chartered Accountants of England & Wales and the Institute of Singapore Chartered Accountants. He is also a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants.</p> <p>The AC Chairman (from 20 July 2023 onwards), En. Redzuan bin Rauf is a Chartered Governance Professional and also an Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA").</p> <p>Datuk Kevin How Kow and En. Redzuan bin Rauf (the AC Chairmans during the period) is not the Board Chairman of Sarawak Cable Berhad. The Board Chairman is Dato Sri Mahmud Abu Bekir Taib.</p> <p>Whilst the Board Chairman focuses on providing overall leadership to the Board in steering the strategic direction of the Group, ensuring effective conduct of the Board and encourages participation and deliberation by all Board members, the Independent AC Chairmanship, held by a separate individual, provides strong independence and check and balance in leading the AC to independently scrutinise financial matters (such as quarterly reports and audited financial statements), related party transactions and system of internal controls.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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>The Board recognises that the audit's independence may be jeopardised if a former partner of the external audit firm (including those providing advisory services, tax consulting, and other similar services) is in a position to exert significant influence over the audit and preparation of the Company's financial statements. Hence, requiring a three-year cooling-off period.</p> <p>The Audit Committee ("AC")'s Terms of Reference ("TOR") has formalised the policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC.</p> <p>Further to the above, none of the members of the Audit Committee ("AC") were former partners of the external audit firm within the cooling-off period of three (3) years.</p> <p>The AC's TOR is published on our website at https://sarawakcable.com/corporate-governance/.</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 9.3

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>Financial statements are integral to investors and other stakeholders to make informed decision-making, hence safeguarding the integrity and credibility of the financial statements is important. The performance of audit on the financial statements shall be performed by a competent third party, and it is the role of the Audit Committee ("AC") to ensure the suitability, objectivity and independence of this external party (i.e. external auditor) in order to safeguard the quality and reliability of the company's financial statements.</p> <p>Duties of the AC has been set out in the AC terms of reference. The duties include, amongst others, assessing suitability of external auditors to be re-appointed and reviewing the nature and scope of audit plans.</p> <p>In the final quarter of the financial period ending 31 May 2023, the External Auditors, Baker Tilly Monteiro Heng PLT ("Baker Tilly") presented for the AC's review its Audit Plan which outlined the audit timeline and audit approach.</p> <p>Baker Tilly declares its independence in accordance with the By-laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants..</p> <p>These formed part of the AC's assessment of the suitability, objectivity and independence of Baker Tilly on an annual basis. Based on the outcome of its assessment performed, the Board had endorsed AC's recommendation for shareholders' approval to be sought for the re-appointment of Baker Tilly as external auditors of the Group, at the forthcoming AGM in 2023.</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 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted																									
Explanation on adoption of the practice	:	<p>Sarawak Cable has policies requiring the Audit Committee ("AC") to comprise a minimum of three (3) members, all of whom must be Non-Executive Director, with the majority being Independent Directors.</p> <p>Whilst the AC terms of reference provide for majority Independent Directors for the composition of AC, the Board and the Nomination Committee are aware of the benefits of having the AC comprising exclusively Independent Directors, including strengthening the Company's corporate governance practices and processes, and are more likely to lead to objective support and protect its external auditors' independence, especially during a dispute with Management. Therefore, the Board aims to have the AC comprise solely of Independent Directors, on best effort basis.</p> <p>The AC, until 30 May 2023, comprise solely of Independent Non-Executive Directors ("INED") as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Name of Director</th><th>Position</th><th>Directorship</th></tr></thead><tbody><tr><td>1</td><td>Datuk Kevin How Kow</td><td>Chairman</td><td rowspan="3">Independent Non-Executive Director</td></tr><tr><td>2</td><td>Erman bin Radin</td><td rowspan="2">Committee member</td></tr><tr><td>3</td><td>Datuk Rozimi bin Remeli</td></tr></tbody></table> <p>Nevertheless, from 31 May 2023 onwards, the AC is no longer comprising solely of INED, but still complies with the Main Market Listing Requirements and the AC's Terms of Reference, where it comprises a minimum of three (3) members, all of whom must be Non-Executive Directors, with the majority being Independent Directors, as follows:</p> <p><u>As at date of this Corporate Governance Report</u></p> <table border="1"><thead><tr><th>No.</th><th>Name of Director</th><th>Position</th><th>Directorship</th></tr></thead><tbody><tr><td>1</td><td>Redzuan bin Rauf</td><td>Chairman</td><td>Independent Non-Executive Director</td></tr><tr><td>2</td><td>Datuk Kevin How Kow</td><td>Committee member</td><td>Non- Independent Non-Executive Director</td></tr></tbody></table>	No.	Name of Director	Position	Directorship	1	Datuk Kevin How Kow	Chairman	Independent Non-Executive Director	2	Erman bin Radin	Committee member	3	Datuk Rozimi bin Remeli	No.	Name of Director	Position	Directorship	1	Redzuan bin Rauf	Chairman	Independent Non-Executive Director	2	Datuk Kevin How Kow	Committee member	Non- Independent Non-Executive Director
No.	Name of Director	Position	Directorship																								
1	Datuk Kevin How Kow	Chairman	Independent Non-Executive Director																								
2	Erman bin Radin	Committee member																									
3	Datuk Rozimi bin Remeli																										
No.	Name of Director	Position	Directorship																								
1	Redzuan bin Rauf	Chairman	Independent Non-Executive Director																								
2	Datuk Kevin How Kow	Committee member	Non- Independent Non-Executive Director																								

	3	En. Ninam Shah Bin Dato' Kadar Shah		Independent Non-Executive Director
<p><i>(Note: Datuk Kevin is an Independent Non-Executive Director until his redesignated to a Non-Independent Non-Executive Director on 31 May 2023)</i></p>				

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee ("AC") and its members are evaluated annually by the Nomination Committee ("NC"), amongst others, and includes annual review and recommendation to the Board with regard to the structure, size, balance and composition of the Audit Committee, including the required mix of skills and experience to discharge their responsibilities effectively and efficiently. Terms of References for The Audit and Nomination Committee are available on the Group's website at https://sarawakcable.com/corporate-governance/ respectively.</p> <p>The AC members are aware of the need to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, so as to enable them to sustain active participation during deliberations.</p> <p>The NC has in the NC meeting held on 25 September 2023 evaluated the performance and effectiveness of the AC, including contribution by each individual member. The NC collectively resolved that the AC have discharge their responsibilities and functions as required.</p> <p>The Chairman and all members of the AC are financially literate. The then Chairman (until 31 May 2023) and currently the AC member (effective 20 July 2023), Datuk Kevin How Kow, is a Fellow of the Institute of Chartered Accountants of England & Wales and the Institute of Singapore Chartered Accountants. He is also a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants.</p> <p>The current AC Chairman (from 20 July 2023 onwards), En. Redzuan bin Rauf is a Chartered Governance Professional and also an Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"). Datuk Rozimi Bin Remeli, member of the AC</p>

	<p>(until 1 September 2023), holds a Master of Business Administration. En. Ninam Shah Bin Dato' Kadar Shah has been appointed to the AC on 5 September 2023, following the cessation of office of Datuk Rozimi Bin Remeli on 1 September 2023.</p> <p>Although not all members of the AC are trained in accountancy or finance, they are financially literate, able to understand matters under the purview of the AC and possess the necessary skills to discharge their duties effectively.</p> <p>From time to time, whenever there are developments in the space of financial reporting, the AC members are kept updated via the platform of their professional bodies, by the External Auditors or the Company Secretary.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges that it is ultimately responsible for the adequacy and effectiveness of the Group's system of risk management and internal controls to safeguard all its stakeholders' interests and the Group's assets. This is vital to ensure that they are consistent with the overall Group's objectives with the help of the systems operating within an environment where losses and liabilities arising from risks, uncertainty and random events may be minimized, protected against and even avoided altogether. However, such a system is designed to manage the Group's key areas of risk within an acceptable level, rather than eliminate the risk of failure to achieve the policies and business objectives of the Group. Accordingly, due to inherent limitation in any system, the systems of risk management and internal controls can only provide reasonable but not absolute assurance against material misstatement of financial information and records or against financial losses or fraud.</p> <p>The Group has an established Board Risk Management Committee ("RMC") comprises exclusively Non-Executive Directors, namely Datuk Rozimi bin Remeli (Chairman), Datuk Kevin How Kow (member) and En. Redzuan bin Rauf (member).</p> <p>The terms of reference for the Board RMC is available on the Group's website at https://sarawakcable.com/corporate-governance/</p> <p>The Group has established an ongoing process to identify, evaluate, and manage significant risks faced and has put in place a structured risk management framework, policy and procedures which were designed based on the Committee of Sponsoring Organizations for the Treadway Commission Enterprise Risk Management Framework. One of the key features of the risk management framework is a risk management structure comprising three (3) lines of defence with established and clear functional responsibilities and accountabilities for the management of risk.</p> <p>The level of risk tolerance of Sarawak Cable is expressed through the use of a risk impact and likelihood matrix with an established risk tolerance boundary demarcating those risks that are deemed to have</p>

	<p>“exceeded risk tolerance”. There is risk treatment guidance in place to stipulate actions to be taken to reduce level of the risks.</p> <p>Further details on risk management and internal control are available on the Statement on Risk Management and Internal Control of the Annual Report.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board through the Board Risk Management Committee ("RMC") oversees the risk management matters of the Group, which include identifying, managing, monitoring, treating and mitigating significant risk across the Group. The Board RMC also assists the Board in fulfilling its responsibilities with regard to risk governance and risk management in order to manage the overall risk exposure of the Group.</p> <p>The Board RMC's duties, amongst others, include:</p> <ul style="list-style-type: none">• providing direction, oversight and advice to the risks management processes;• monitoring significant risks exposure with significant business impact that need special attention by each operations head;• reviewing the risk management framework, policy and processes; and• advising the Board on risks related issues and recommend strategies, policies and risk tolerance for Board's information and approval as appropriate. <p>The Group has established a structured process for the identification, assessment, communication, monitoring as well as continual review of risks and effectiveness of risk mitigation strategies and controls at the divisional and enterprise levels. The analysis and evaluation of risks are guided by approved risk criteria.</p> <p>The Group adopts a decentralized approach to risk management, whereby all employees take ownership and accountability for risks at their respective levels. The process of risk management and treatment is the responsibilities of the Heads of Department.</p> <p><u>Risk management</u></p> <p>The risk management methodology and approach applied are described as below:</p> <ul style="list-style-type: none">• The Risk Register is compiled and reviewed on a regularly basis. Any emerging new risks are identified and followed up with the implementation of the control action plans;• The Group's risk appetite defines the amount and types of risk that the Group is able and willing to accept in pursuit of the Group's

	<p>business objectives. It also sets out the level of risk tolerance and limits to govern, manage and control the Group’s risk-taking activities.</p> <p><u>Internal control</u></p> <p>The internal control and monitoring procedures include:</p> <ul style="list-style-type: none"> • clearly defined systems and procedures, for key operational and financial departments, include maintaining of good operational and financial records and controls and producing an accurate and timely management information; • detailed reporting of financial results, balance sheets and cash flows, with regular review by the Management; • regular independent internal audit activities to monitor compliance with procedures and assess the integrity of operational and financial information provided; and • regular information provided to the Management, covering financial performance and key indicators and cash flow performance. <p>The key elements of the Group’s internal control system that are considered as an integral part of the assurance framework are as follows:</p> <ul style="list-style-type: none"> • Organizational structure; • Audit Committee; • Internal audit; • Policies and procedures; • Business plan and budgeting process; • Reporting system; and • Appraisal system. <p>Further details on the management and reporting of the risks and the controls in place to mitigate and manage those risks are provided in the Statement on Internal Control and Risk Management of the Annual Report.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	
<p>Timeframe :</p>	

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted															
Explanation on adoption of the practice	:	<p>The Company acknowledge that a key driver for the establishment of a dedicated Board Risk Management Committee is the need for comprehensive views as opposed to silo perspectives. Without a dedicated Board Risk Management Committee, it may give rise to omission of critical risks that are unattended due to absence of committee overseeing.</p> <p>The Company has established a Risk Management Committee, comprise solely of Non-Executive Directors, majority of which are Independent as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Name of Director</th><th>Position</th><th>Directorship</th></tr></thead><tbody><tr><td>1</td><td>Laksamana Tan Sri Dato' Setia Mohd Anwar Bin Haji Mohd Nor</td><td>Chairman</td><td>Independent Non-Executive Director</td></tr><tr><td>2</td><td>Datuk Kevin How Kow</td><td rowspan="2">Committee member</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>3</td><td>Redzuan bin Rauf</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p><i>(Note: Datuk Kevin is an Independent Non-Executive Director until his redesignated to a Non-Independent Non-Executive Director on 31 May 2023. Datuk Rozimi bin Remeli has ceased to be the Chairman of the Risk Management Committee following his resignation on 1 September 2023, Laksamana Tan Seri Dato' Setia Mohd Anwar filled the vacancy on 5 September 2023)</i></p> <p>In carrying out its duties, the composition of the Board RMC enables the risk exposures, as well as risk frameworks/ processes, to be reviewed objectively and independently. The non-executive composition of the Board RMC also enables risk considerations in business to be looked at from fresh perspectives without Management bias.</p>	No.	Name of Director	Position	Directorship	1	Laksamana Tan Sri Dato' Setia Mohd Anwar Bin Haji Mohd Nor	Chairman	Independent Non-Executive Director	2	Datuk Kevin How Kow	Committee member	Non-Independent Non-Executive Director	3	Redzuan bin Rauf	Independent Non-Executive Director
No.	Name of Director	Position	Directorship														
1	Laksamana Tan Sri Dato' Setia Mohd Anwar Bin Haji Mohd Nor	Chairman	Independent Non-Executive Director														
2	Datuk Kevin How Kow	Committee member	Non-Independent Non-Executive Director														
3	Redzuan bin Rauf		Independent Non-Executive Director														

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 Board of Directors (“Board”) recognise the importance of the internal audit function, serving as a sounding board on deficiencies in risk management, internal control and governance processes, and provides advice on the remedial measures to be meted out by the company.</p> <p>In order for the internal audit function to provide objective assurance, it is imperative to ensure that this function is well-equipped to deliver the depth and quality of the work that is expected of it.</p> <p>The Board has established an in-house internal audit (“IA”) function for the Group which reports directly to the Audit Committee (“AC”).</p> <p>The IA function is guided by the IA Charter. The primary role of the Internal Audit Department, based on the IA Charter is to provide independent, objective assurance and consulting services designed to add value and improve the company’s operations. The IA function is guided by The Institute of Internal Auditors’ mandatory guidelines including the Definition of Internal Auditing, the Core Principles, the Code of Ethics and the International Standards for the Professional Practice of Internal Auditing.</p> <p>As guided by the IA Charter, the internal audit function should be independent of the activities they audit to ensure impartial views and unbiased judgements and recommendations made to the Management and the Board. For this reason, the IA function, including all of its staff, is not involved in performing routine non-auditing works or have direct responsibility over any activities, functions or tasks they are reviewing.</p> <p>To ensure that the responsibilities of IA are fully discharged, the AC is responsible for the following:</p> <ul style="list-style-type: none">• reviewing nature and scope of IA plans;• reviewing internal audit reports, major findings and the management’s responses thereto on any internal investigations carried out by the IA and ensure that appropriate actions is taken by management in respect of the IA observations and the AC’s recommendations;• reviewing adequacy of the scope, functions, competency and resources of the IA functions and whether it has the necessary authority to carry out its work;

	<ul style="list-style-type: none"> • reviewing the performance of the IA function; • approving appointment or termination of senior IA staff members; • be informed of resignation of IA staff and provide staff an opportunity to submit reasons for resigning; and • reviewing assistance given by the Group’s employees to the IA function. <p>For the financial year under review, internal auditing activities of the Group were carried out based on the IA plan 2023 as approved by the AC. The results of these internal auditing activities, including findings and action plans where necessary, were documented and reported/ recommended to the AC.</p> <p>Further details on the elements of the internal control system are provided in the Statement on Risk Management and Internal Control set out in the 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

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Internal Audit (“IA”) Charter specifies that the IA function should be independent of the activities they audit to ensure impartial views and unbiased judgements and recommendations made to the Management and the Board. For this reason, the IA function, including all of its staff, is not involved in performing routine non-auditing works or have direct responsibility over any activities, functions or tasks they are reviewing. To ensure its independence, the Head of IA reports directly to the Audit Committee (“AC”).</p> <p>The AC has on 5 September 2023 reviewed the adequacy of the scope, functions, competency and resources of the IA function to meet the requirement of the Group’s current operations structure and size.</p> <p>The IA function has one (1) personnel, i.e. the Senior Executive. He holds a Bachelor Degree in Finance and an associate member of the Institute of Internal Auditors Malaysia (“IIAM”) with thirteen (13) years of experience in internal audit.</p> <p>The IA function adheres to the Institute of Internal Auditors’ mandatory guidelines including the Definition of Internal Auditing, the Core Principles, the Code of Ethics and the International Standards for the Professional Practice of Internal Auditing.</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	:		
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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 of Directors ("Board") understands the need of maintaining an open line of communication between the Board, shareholders, and the general public.</p> <p>Sarawak Cable ensures that its communication with the shareholders and various stakeholders is transparent, timely and with quality disclosure.</p> <p>The Group actively engages all its stakeholders through various platforms, including via Sarawak Cable's website and engagement through the investor relations ("IR") function.</p> <p>Sarawak Cable has a dedicated "Investors" section on its Group website, which provides the relevant information of the Group, including share price information, quarterly financial reports, Bursa Malaysia announcements, annual reports and press releases.</p> <p>The IR function is established to enable continuous communication between the Group and its stakeholders. The stakeholders are encouraged to channel their concerns by dropping a message at the "Contact Us" section on the Group website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>Sarawak Cable has during the financial year ended 31 May 2022, held the 24th Annual General Meeting (“AGM”) on 23 December 2022 (to cover details of the financial period from 1 January 2021 to 31 May 2022), where the notice for the AGM was served on 30 November 2022, 23 days before the meeting.</p> <p>The Company acknowledges that notices of Annual General Meeting (“AGM”) shall be despatched to shareholders at least 28 days before the AGM to provide shareholders sufficient time to read and understand the Annual Report, resolutions to be tabled and make the required attendance and voting arrangements.</p> <p>Despite departure from this practice for the 24th AGM, we endeavour to apply this practice, providing the notice of the upcoming AGM (25th) at least 28 days before the AGM.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 13.2

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>We understand that the participation of all members of the Board of Directors (“Board”) in general meetings will serve to distribute the responsibility of engaging with shareholders, to all Directors of the Company and not just the Chairman of the meeting. This would also enable the Board to communicate with shareholders in a more holistic manner. In a similar vein, it also provides Shareholders with an opportunity to seek pertinent clarifications from Directors who are acting as custodians of their investments. Shareholders could perceive that a Director is not committed in performing his or her responsibilities to the company if the said Directors is not in attendance during general meetings.</p> <p>The 24th Annual General Meeting (“AGM”) on 23 December 2022 was held on a fully virtual basis, and was attended virtually by all the Directors and the Company Secretary.</p> <p>Shareholders were provided with the opportunity to submit questions prior to and during the AGM. All the questions ask by the Shareholders were attended to accordingly.</p> <p>The Directors were informed of the upcoming AGM date (25th AGM) and will be present at the meeting, barring any unforeseen circumstances.</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>Traditionally, voting during general meetings has been carried out either by a show of hands, which represents “one person, one vote” or by poll, which is reflective of an individual or entity’s shareholding of the company (“one share, one vote”). In order to cast a vote, Shareholders have to be present at the meeting venue, but may often face with challenges such as the location of the meeting.</p> <p>To encourage participation of Shareholders, the Company has leverage on technology to facilitate voting and remote Shareholder’s participation.</p> <p>The Company’s latest AGM (24th) was carried out virtually, where Shareholders participated, spoke (in the form of real time submission of typed texts) and voted remotely using the online meeting platform at https://meeting.boardroomlimited.my, provided by Boardroom Share Registrars Sdn Bhd.</p> <p>Prior to engaging Boardroom for the above facility, the Company has considered cyber hygiene practices including data privacy and security to prevent cyber threats of the online meeting facility.</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	: The Board of Directors ("Board") acknowledges that the Annual General Meeting ("AGM") is the principal forum for communication and interaction with Shareholders. At each meeting, the Board reports on the Company's development and performance since the previous AGM. For the latest AGM (24 th) held on 23 December 2022, Shareholders were provided with the opportunity to submit questions prior to and during the AGM. The questions raised were mainly answered by the Acting CEO and Group Chief Operating Officer and any unanswered questions (e.g. due to time constraint) will be answered through email subsequent to the meeting.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Board of Directors (“Board”) recognises the importance of providing the opportunity for shareholders to have real-time interactions with the Board and Senior Management, including responding to any questions or comments that they may have. When a company conducts the general meeting virtually, the experience of meeting will depend on smooth broadcast of the meeting.</p> <p>Prior to appointing Boardroom Share Registrars Sdn Bhd for the online meeting platform at https://meeting.boardroomlimited.my, we have considered and tested the infrastructure in place and experience of the meeting.</p> <p>For the latest AGM (24th) held on 23 December 2022, Shareholders were provided with the opportunity to submit questions prior to and during the AGM. The questions raised were answered by the Acting CEO and Group Chief Operating Officer, and any unanswered questions (e.g. due to time constraint) will be answered through email subsequent to the meeting.</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	: Departure
Explanation on application of the practice	:
Explanation for departure	: The minutes of our 24 th Annual General Meeting (“AGM”) was published on our corporate website at https://www.sarawakcable.com/agm-egm-2022-egm , more than 30 business days after the AGM. The Company recognises the need to publish as soon as practicable, a complete and comprehensive recording (in the form of meeting minutes) of the general meeting detailing proceedings and issues or concerns raised by Shareholders, and the responses by the company, as to many Shareholders, the general meeting is the only opportunity to directly pose questions and comments to the company’s Board of Directors (“Board”) and Management. Hence, the Company will publish the minutes of the upcoming AGM (25 th) on our corporate website on or before 30 business days after the meeting.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	: Choose an item.

**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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