

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 5079  
**COMPANY NAME** : GETS GLOBAL BERHAD  
**FINANCIAL YEAR** : September 30, 2021

## **OUTLINE:**

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

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

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

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

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

### Intended Outcome

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

### Practice 1.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board's principal role is to effectively promote the best interests of the Company with a view towards enhancing shareholders' and stakeholders' values. In discharging its fiduciary duties and leadership functions, the Board is guided by the Board Charter, which sets out:</p> <ul style="list-style-type: none"><li>a. The roles, functions, responsibilities and authorities of the board, including that of the Board Committees established by the Board;</li><li>b. The board size, composition, tenure of the members and the board policies and processes in respect of its duties, functions and responsibilities; and</li><li>c. The role and responsibilities of the chairman, managing director ("MD"), executive director, senior independent director and independent directors.</li></ul> <p>In addition, it will assist the Board in the assessment of its own performance and of its individual Directors.</p> <p>The Board has reserved a formal schedule of matters for its decision making to ensure that direction and control of the Group are firmly in its hands. It has set the strategic direction of the Group, exercised oversight on Management and set the appropriate tone at the top, while providing thought leadership and championing good governance and ethical practices throughout the Group.</p> <p>All the Directors of the Company has objectively discharged their fiduciary duties and responsibilities at all times in the best interests of the Company to oversee the conduct, business activities and development of the Group. For the financial period ended 30 September 2021, the Management had presented to the Board the following proposals and strategic initiatives: -</p> <p><b>(a) Proposed Private Placement and Proposed Diversification</b></p>

The Proposed Private Placement and Proposed Diversification were tabled to the Board for consideration, for the purpose of raising an immediate injection of fresh capital to be partially utilised for the working capital of the existing bus operations and also venturing into the glove business by creating an additional/new stream of income for the Group. The aforesaid proposals were approved by the Company’s shareholders at the Extraordinary General Meeting (“EGM”) held on 27 November 2020.

**(b) Review of strategic plan**

As part of the containment measures taken by the Government of Malaysia in combating the Covid-19 disease, the Government has instituted lockdown measures, known as “Movement Control Order”. The Board and Management have devoted a significant amount of time commitment to review the impact of Covid-19 lockdown measures on the Group’s existing strategic objectives and its implementation strategies. These include addressing the work-from-home requirements of the staff of the Group and propose emerging safety measures and practices at construction site and its workplaces (including Onetexx Sdn Bhd’s new factory in Kamunting, Perak) to improve the safety of all workers and employees.

During the financial period ended 30 September 2021, Directors had participated in training programmes as follows: -

Name of Director	Training/courses attended
Datuk Che Azizuddin bin Che Ismail	<ul style="list-style-type: none"> <li>• Updates on the Malaysian Code on Corporate Governance</li> </ul>
Low Bok Tek <i>(appointed w.e.f. 24 February 2021)</i>	<ul style="list-style-type: none"> <li>• Updates on the Malaysian Code on Corporate Governance</li> </ul>
Dr. Liew Lai Lai <i>(appointed w.e.f. 12 April 2021)</i>	<ul style="list-style-type: none"> <li>• Mandatory Accreditation Programme</li> <li>• Updates on the Malaysian Code on Corporate Governance</li> </ul>
Dato’ Asmuni bin Sudin <i>(appointed w.e.f. 24 February 2021)</i>	<ul style="list-style-type: none"> <li>• Mandatory Accreditation Programme</li> <li>• Updates on the Malaysian Code on Corporate Governance</li> <li>• Fund Raising Post Covid-19, Economic Impact by Chartered Institute of Islamic Finance</li> </ul>
Lim Chong Eng <i>(appointed w.e.f. 24 February 2021)</i>	<ul style="list-style-type: none"> <li>• Mandatory Accreditation Programme</li> <li>• Updates on the Malaysian Code on Corporate Governance</li> </ul>

Dominic Aw Kian-Wee  
(appointed w.e.f. 27 August 2020)

- Corporate Liability
- Lean Leadership
- Updates on the Malaysian Code on Corporate Governance

In order for the Group to remain competitive, the Board will undergo relevant training programmes and seminars from time to time and as and when necessary to update themselves with the relevant knowledge and skills to discharge their duties effectively.

In addition, the Company Secretaries and external auditors update the Board on a regular basis on the respective changes and amendments to regulatory requirements and laws and accounting standards to help Directors keep abreast of such developments. During the financial period ended 30 September 2021, the Board was briefed by the Company Secretaries on the key updates and highlights of the latest version of MCCG (revised as at 28 April 2021).

The Board had a total of eleven (11) Board Meetings during the financial period ended 30 September 2021, including Special and Emergency Board Meetings.

To enable the Board to discharge its responsibilities in meeting the goals and objectives of the Company, the Board has, amongst others–

- promoted good corporate governance culture within the Group which reinforces ethical, prudent and professional conduct;
- reviewed, discussed and decided on Management’s proposals for the Company, and monitor its implementation;
- ensured that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- assessed Management performance;
- ensured there is a sound framework for internal controls and risk management;
- recognised the principal risks of the Group’s business and that business decisions involve the taking of appropriate risks;
- set the risk appetite within which the Board expects Management to operate and ensured that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- ensured that senior management has the necessary skills and experience, and measures are in place to provide for the orderly succession of Board and senior management;
- ensured that the Company has in place procedures to enable effective communication with shareholders and stakeholders;
- ensured that all its directors are able to understand financial statements and form a view on the information presented; and

	<ul style="list-style-type: none"> <li>ensured the integrity of the Company’s financial and non-financial reporting.</li> </ul> <p>The Group has established a sound framework for internal controls and risk management which is detailed under Practice 9.1, 9.2, 10.1 and 10.2 of this Report. On the formal reporting level, the Board vide the Audit Committee (“AC”), reviews the Internal Audit Report quarterly and discusses the relevant improvements required to address internal audit issues.</p> <p>In addition, the Management had also updated the Board periodically on the construction progress of the new factory (Onetexx Project) located at Kamunting, Perak.</p> <p>The Board recognises that succession planning is an ongoing process designed to ensure that the Group identifies and develops a talent pool of employees through mentoring, training and job rotation for senior management positions that have become vacant. The Board is also supported by the Nomination and Remuneration Committee (“NRC”) to review Board and senior management succession plans to ensure there is an orderly succession of Board and senior management members with the appropriate calibre.</p> <p>The Board also ensures that the Group has in place procedures to enable effective communication with stakeholders.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the financial period ended 30 September 2021, Datuk Mat Noor Bin Nawati ("Datuk Mat Noor") resigned as the Chairman of the Board on 24 February 2021. Datuk Che Azizuddin bin Che Ismail was then re-designated as Chairman of the Board upon Datuk Mat Noor's resignation on the same day. They had during the financial period discharge their duties and responsibilities of the Chairman of the Board.</p> <p>The key responsibilities of the Chairman of the Board include but not limited to the following: –</p> <ul style="list-style-type: none"><li>• led the Board in the adoption and implementation of good corporate governance practices in the Company provided leadership for the Board so that the Board can discharge its duties and responsibilities effectively;</li><li>• through the Executive Director and Company Secretaries, set the Board agenda and ensured that Board members receive complete and accurate information in a timely manner;</li><li>• led Board meetings and facilitate the effective contribution of all Directors at Board meetings;</li><li>• encouraged active participation and allowed dissenting views to be freely expressed;</li><li>• managed the interface between Board and Management and promoted constructive and respectful relationships between Board and Management; and</li><li>• ensured appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

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

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

**Practice 1.3**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board has a unitary structure where the roles of the Chairman and MD are separate.</p> <p>The positions of the Chairman and MD are held by two different individuals and each has a clear accepted division of responsibilities to ensure that there is a balance of power and authority to promote accountability. The Chairman is responsible for instilling good corporate governance practices and leadership, and for ensuring Board effectiveness. The Chairman leads the Board in its collective oversight of Management, while the MD has the overall responsibilities over the Group's operating units, organisational effectiveness and implementation of Board policies and decisions.</p> <p>The distinct and separate roles of the Chairman and MD are clearly defined in the Board Charter to ensure that no one individual has unfettered powers of decision-making.</p>	
<b>Explanation for departure</b>	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 1.4

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company is supported by two (2) suitably qualified and competent Company Secretaries. Both Company Secretaries are qualified Chartered Secretaries under Section 235(2)(a) of the Companies Act 2016 registered with the Companies Commission of Malaysia and are Fellow members of the Malaysian Association of the Institute of Chartered Secretaries and Administrators (“<b>MAICSA</b>”). The Company Secretaries are external company secretaries from Securities Services (Holdings) Sdn. Bhd. with vast knowledge and experience from being in public practice and is supported by a team of competent company secretarial personnel.</p> <p>The Company Secretaries have –</p> <ul style="list-style-type: none"><li>• together with Management, managed all Board and Board Committee meeting logistics;</li><li>• attended and recorded minutes of all Board and Board Committee meetings and facilitated Board communications either in person or through its representative;</li><li>• advised the Board on its roles and responsibilities;</li><li>• facilitated Director training and development;</li><li>• advised the Board on corporate disclosures and compliance with Companies Act 2016, the Company's Constitution, Securities Commission's regulations and Listing Requirements; and</li><li>• monitored corporate governance developments and advised the Board on governance practices.</li></ul> <p>The Board is also updated by the Company Secretaries on the Directors' Resolutions in Writing passed, Directors' dealings pursuant to Chapter 14 of the Main Market Listing Requirements (“<b>Main LR</b>”), announcements made to Bursa Malaysia Securities Berhad (“<b>Bursa Securities</b>”) and circulars or correspondences from Bursa Securities, at every scheduled Board meeting during the financial period.</p> <p>The Company Secretaries had and will continue to constantly keep themselves abreast on matters concerning company law, the capital market, corporate governance, and other pertinent matters, and with changes in the regulatory environment, through continuous training and industry updates. They have also attended relevant continuous</p>

	<p>professional development programmes as required by MAICSA for practicing Chartered Secretaries.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in the discharge of its function, duties and responsibilities.</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 1.5**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Notice and agenda of the scheduled Board Meeting are given to the Directors at least seven (7) days prior to the Board Meeting. Where there were exceptional cases where such notice period could not be provided for the convening of Special or Emergency Meetings of the Board to address critical matters, all Directors had consented to the shorter notice.</p> <p>During the financial period ended 30 September 2021, meeting papers were made available to the Directors at least three (3) business days prior to the meetings. The Management will strive to circulate the meeting materials at least five (5) business days in advance of the meeting day moving forward.</p> <p>The minutes of the Board and Board Committee meetings, as recorded by the Company Secretaries, are disseminated to the Directors in a timely manner for review. All Board members reviewed and confirmed the minutes of meetings to ensure they accurately reflect the deliberations and decisions of the Board, including a statement of declaration of interest or abstention from voting and deliberation where required.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has a Board Charter, which is published on the Company's website at <a href="http://www.getsglobal.com.my">www.getsglobal.com.my</a>. The Board Charter clearly sets out the Board's strategic intent and identifies the respective roles and responsibilities of the Board, Board Committees, individual Directors, Senior Independent Director and senior management, as well as issues and decisions reserved for the Board, the Board's governance structure and authority, and Terms of Reference of the Board, Board Committees and senior management. This is to ensure that all Directors and senior management acting on behalf of the Company are aware of their duties and responsibilities.</p> <p>The Board Charter was updated to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members, and the various legislations and regulations affecting their conduct, and that the principles and practices of good corporate governance are applied in all their dealings in respect, and on behalf of the Company.</p> <p>The Board Charter and Terms of Reference of the Board Committees will be reviewed as and when necessary to ensure they remain consistent with the Board's objectives and responsibilities, and reflect the latest compliance requirements as a result of changes in the regulatory framework, and remain relevant at all times.</p> <p>The Board keeps itself abreast of the responsibilities delegated to each Board Committee, and matters deliberated at each Board Committee meeting through the minutes of the Board Committee meetings and reports by the respective Board Committee Chairman, at Board meetings.</p>
<b>Explanation for departure</b>	:	

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

**Intended Outcome**

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

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

**Practice 3.1**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Group, its Directors, Management and employees firmly believe in creating a corporate culture to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct. The Board has formalised ethical standards by establishing a Code of Conduct ("<b>Code</b>"), which outlines the standards of business conduct and ethical behaviour which the Directors and employees should possess in discharging their duties and responsibilities.</p> <p>Additionally, the Group is committed towards preserving and protecting its interest and reputation at all times. The Group expects high standards of integrity and accountability from all employees within its Group of Companies. It is also intended to encourage and enable employees and others to raise concerns within the Group prior to seeking resolution outside the Company. The said Code is published on the Company's website at <a href="http://www.getsglobal.com.my">www.getsglobal.com.my</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 3.2**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has put in place a whistleblowing policy, which is updated/revised as and when required, to encourage its employees to report genuine concerns in relation to breach of any legal obligation (including negligence, criminal activity, breach of contract and breach of the law), miscarriage of justice, danger to health and safety or to the environment and the cover-up of any of these in the workplace. The whistleblowing policy of the Company provides guidance on the appropriate communication and feedback channels to facilitate whistleblowing.</p> <p>The said whistleblowing policy is published on the Company's website at <a href="http://www.getsglobal.com.my">www.getsglobal.com.my</a>.</p> <p>Employees are made aware that relevant disciplinary actions will be taken for unethical behaviour and gross misconduct.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is led and managed by experienced Board members from diverse backgrounds with a wide range of expertise. The Board comprises a total of six (6) members, of which three (3) members are Independent Non-Executive Directors, one (1) member is a Non-Independent Non-Executive Director and two (2) members are Executive Directors and is in compliance with Paragraph 15.02(1) of the Main LR of Bursa Securities and Practice 5.1 of the MCCG is applied.</p> <p>The presence of Independent Directors which comprise half of the Board, is sufficient to provide necessary check and balance on the decision-making process of the Board. This strong and independent element brings an objective and independent judgment to the decision-making process of the Board and is vital to the effective stewardship of the Group.</p> <p>All Directors have distinguished themselves in their field of expertise and have advised the Board in the area of their respective specialty, where this is relevant to the Group’s business activities and strategic development.</p> <p>The Board is of the view that its current size and composition reflects an appropriate balance of Executive and Non-Executive Directors with the desired blend of skills and experience necessary for the Group’s business and operations.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.2**

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

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

<b>Application</b>	:	Not applicable - No independent director(s) serving beyond 9 years	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.3 - Step Up**

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

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

**Intended Outcome**

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

**Practice 4.4**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supportive of the Board and senior management composition diversity recommendation promoted by the MCCG in order to offer greater depth and breadth to Board discussions and constructive debates at senior management level.</p> <p>All Board and Senior Management appointments are based on meritocracy, objective criteria, merit and with due regard to the benefits of diversity within the Board. Diversity in this context encompasses a wide range of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge, experience, age, cultural background and gender.</p> <p>The NC considers the following objective criteria in their nomination and election process:-</p> <ul style="list-style-type: none"> <li>• Professionalism</li> <li>• Integrity</li> <li>• Time commitment</li> <li>• Ability to discharge functions and responsibilities expected</li> </ul> <p>The new appointees will be considered and evaluated by the NRC and the NRC will then recommend the candidates to be approved and appointed by the Board. The Company Secretaries will ensure all appointments are properly documented. This process was applied for the appointment of Mr. Low Bok Tek, Dr. Liew Lai Lai, Dato' Asmuni bin Sudin, Mr. Lim Chong Eng and Mr. Dominic Aw Kian-Wee as Directors of the Company during the financial period ended 30 September 2021.</p> <p>The Company is an equal opportunity employer and does not practice discrimination of any form, whether based on ethnicity, age, gender, nationality, religious affiliation, education background or marital status, throughout the organisation.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 4.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board practises non-gender discrimination and endeavours to promote workplace diversity and supports the representation of women in the composition of the Board and senior management positions of the Company. The gender diversity policy and boardroom diversity policy of the Company have been adopted by the Company in January 2022.</p> <p>In pursuing gender diversity agenda, the measurable diversity objectives set by the Board are to:-</p> <ul style="list-style-type: none"><li>✓ foster an inclusive culture - involving both women and men in fostering an inclusive culture that upholds the central principle of meritocracy.</li><li>✓ improve talent management - embedding diversity initiatives into the broader talent management processes in order to support the development of all talent, including an increase of the representation of women in management roles.</li><li>✓ develop a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through awareness of the benefits of workforce diversity and successful management of diversity.</li><li>✓ create awareness in all employees of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.</li></ul> <p>The recruitment and appointment of suitable female representation on the Board will be considered when vacancies arise or suitable candidates are identified in line with the Group's strategic objectives.</p> <p>Presently, there is one (1) female Director on the Board of the Company namely, Dr. Liew Lai Lai who was appointed as a Director of the Company on 12 April 2021.</p>
<b>Explanation for departure</b>	:	

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

### Intended Outcome

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

### Practice 4.6

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>Although the Board did not utilise independent sources to identify the new Board members appointed during the financial period ended 30 September 2021, Board decision was still made objectively in the best interests of the Group taking into account their credentials and the wealth of experience they can bring to the Board.</p> <p>Nevertheless, a formal and transparent procedure is conducted by the NRC in assessing the candidates before he/she be recommended to the Board for assessment and approval.</p> <p>During the financial period ended 30 September 2021, the Board appointed five (5) new Board members namely, Mr. Low Bok Tek (Managing Director), Dr. Liew Lai Lai (Independent Director), Dato' Asmuni bin Sudin (Independent Director), Mr. Lim Chong Eng (Independent Director) and Mr. Dominic Aw Kian-Wee (Executive Director).</p>	
		The Board will consider utilising independent sources to identify suitably qualified candidates when the need arises in the future.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.7**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Presently, the NRC is chaired by Dato' Asmuni Bin Sudin, an Independent Non-Executive Director upon the resignation of Dato' Ridza Abdoh bin Haji Salleh as Director of the Company on 24 February 2021. Mr. Lim Chong Eng and Dr. Liew Lai Lai, the Independent Non-Executive Directors were appointed as members of the NRC on 24 February 2021 and 12 April 2021, respectively. The Directors who served as the members of NRC during the financial period ended 30 September 2021 were Datuk Mat Noor bin Nawari and Dato' Rosli bin Sharif.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

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

### Practice 5.1

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

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>There is a formal evaluation process to assess the effectiveness of the Board as a whole. The Board, through the NRC would typically undertake the following assessments annually and the results of the evaluations are presented to the NRC and the Board:-</p> <ul style="list-style-type: none"><li>(i) Directors' self-assessment;</li><li>(ii) Board and Board Committees performance evaluation;</li><li>(iii) Review of the term of office and performance of AC and each of its members; and</li><li>(iv) Assessment of Independent Directors.</li></ul> <p>In view that the Company had undergone a significant change in composition where all except one (1) Board member had resigned from the Board, the said formal evaluation process did not take place. Instead, the NRC and the Board evaluated the credentials and background of the five (5) newly appointed Directors during the financial period before their appointment to the Board.</p> <p>The independence of the Independent Non-Executive Directors of the Company had been fulfilled in accordance with the Main LR and the Board is confident that there would not be any impediment on their independence in carrying out their duties in respective Board and Board Committees.</p> <p>The aforesaid annual evaluation would be conducted from the next financial year end onward i.e., 30 September 2022.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

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

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

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

**Practice 6.1**

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

<b>Application</b>	: Departure				
<b>Explanation on application of the practice</b>	:				
<b>Explanation for departure</b>	: <p>Although the Board has yet to formalise a written policy and procedures to determine the remuneration of directors and senior management, the Board believes that the objectives of the Company’s remuneration framework is to offer a competitive remuneration package to attract, reward, motivate and retain directors and senior management personnel in steering the Group to achieve its long-term goals and enhance shareholders’ value.</p> <p>The NRC is responsible for reviewing and making recommendations to the Board for approval, the framework and remuneration packages of each Director in all forms, drawing from outside advice whenever necessary prior to making the relevant recommendations to the Board so that the levels of remuneration are sufficient to attract and retain the Directors needed to run the Company successfully. In its review, the NRC considers various factors including the Directors’ fiduciary duties, time commitments and the Company’s performance. The NRC also considered and took into account the impact of the Covid-19 pandemic to the business performance when determining the remuneration.</p> <p>As part of the remuneration strategy, the below table sets out the guiding principles and its implementation:-</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Guiding Principles</th> <th style="text-align: left;">Details</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">Alignment with shareholders’ interest</td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> <li>• Align interests between employees and shareholders</li> <li>• Design incentive scheme to align incentive payments with the long-term performance of the Group</li> </ul> </td> </tr> </tbody> </table>	Guiding Principles	Details	Alignment with shareholders’ interest	<ul style="list-style-type: none"> <li>• Align interests between employees and shareholders</li> <li>• Design incentive scheme to align incentive payments with the long-term performance of the Group</li> </ul>
Guiding Principles	Details				
Alignment with shareholders’ interest	<ul style="list-style-type: none"> <li>• Align interests between employees and shareholders</li> <li>• Design incentive scheme to align incentive payments with the long-term performance of the Group</li> </ul>				

	<p>Provide market competitive pay</p> <ul style="list-style-type: none"> <li>• Offer competitive packages to attract and retain talented and experienced individuals</li> <li>• Align compensation pay with the market, subject to affordability</li> </ul> <p>Pay-for-performance</p> <ul style="list-style-type: none"> <li>• Instill and drive a pay-for-performance culture</li> <li>• Measure performance against performance appraisal e.g. performance scorecard, comprising financial and non-financial metrics</li> </ul>
	<p>The NRC would take into consideration to formalise a written policy and procedures by embedding the aforesaid guiding principles to determine the remuneration of directors and senior management.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p><b>Measure</b> :</p>	
<p><b>Timeframe</b> :</p>	

### Intended Outcome

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

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

### Practice 6.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established a NRC that assists the Board in reviewing and recommending the proposed remuneration packages of the Directors of the Company. The Remuneration Committee also assists the Board to structure and link Directors' remuneration to the strategic objectives of the Company, which rewards contribution to the long-term success of the Company in promoting business stability, sustainability and growth.</p> <p>The Board is satisfied that the NRC has effectively and efficiently discharged its roles and responsibilities with respect to its nomination and remuneration functions. As such, it is not necessary to separate the nomination and remuneration functions into distinct nomination and remuneration committees.</p> <p>The Terms of Reference of NRC is available on the Group's website at <a href="http://www.getsglobal.com.my">www.getsglobal.com.my</a>.</p> <p>The following works were undertaken by the NRC relating to its remuneration function during the financial period ended 30 September 2021: -</p> <ul style="list-style-type: none"><li>• Reviewed and assessed the payment of benefits payable to the Directors and recommended the same for the Board for consideration to recommend to the shareholders for approval;</li><li>• Reviewed the Directors' fees for the financial year ended 30 June 2020 and recommended the same for the Board for consideration to recommend to the shareholders for approval; and</li><li>• Reviewed and recommended the remuneration package of Executive Directors to the Board.</li></ul>

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

### Intended Outcome

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

### Practice 7.1

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

<b>Application</b>	:	Applied					
<b>Explanation on application of the practice</b>	:	Details of the aggregate remuneration of the Directors during the financial period ended 30 September 2021, which covered a period of fifteen (15) months, are as follows:—					
Received from the Company							
		<b>Salaries/ Fees RM</b>	<b>Bonus RM</b>	<b>EPF and SOCSO RM</b>	<b>Gratuity RM</b>	<b>Benefits RM</b>	<b>Total RM</b>
<b>Non-Executive Directors</b>							
		47,578.08	-	-	-	3,100.00	50,678.08
	Datuk Che Azizuddin bin Che Ismail						
		18,000.00	-	-	-	300.00	18,300.00
	Dato' Asmuni bin Sudin <i>(appointed w.e.f. 24 February 2021)</i>						
		18,000.00	-	-	-	-	18,000.00
	Mr. Lim Chong Eng <i>(appointed w.e.f. 24 February 2021)</i>						
		14,136.99	-	-	-	-	14,136.99
	Dr. Liew Lai Lai <i>(appointed w.e.f. 12 April 2021)</i>						
		19,643.84	-	-	-	2,800.00	22,443.84
	Datuk Mat Noor bin Nawi <i>(resigned w.e.f. 24 February 2021)</i>						
		19,643.84	-	-	-	1,100.00	20,743.84
	Dato' Rosli bin Sharif <i>(resigned w.e.f. 24 February 2021)</i>						
		19,561.64	-	-	-	2,300.00	21,861.64
	Dato' Ridza Abdoh bin Haji Salleh <i>(resigned w.e.f. 24 February 2021)</i>						

<b>Executive Directors</b>						
Mr. Low Bok Tek <i>(appointed w.e.f. 24 February 2021)</i>	368,000.00	-	42,345.80	-	-	410,345.80
Mr. Dominic Aw Kian-Wee <i>(appointed w.e.f. 27 August 2020)</i>	207,876.71	-	21,538.65	-	-	229,415.36
Encik Ahmad Mustaffa bin Abdul Manaf <i>(resigned w.e.f. 27 August 2020)</i>	4,767.12	-	-	-	300.00	5,067.12
<b>Total</b>	<b>737,208.22</b>	<b>-</b>	<b>63,884.45</b>	<b>-</b>	<b>9,900.00</b>	<b>810,992.67</b>
Received from the Group						
	Salaries/ Fees RM	Bonus RM	EPF and SOCSSO RM	Gratuity RM	Benefits RM	Total RM
<b>Non-Executive Directors</b>						
Datuk Che Azizuddin bin Che Ismail	210,000.00	-	6,087.70	-	-	216,087.70
Dato' Asmuni bin Sudin <i>(appointed w.e.f. 24 February 2021)</i>	-	-	-	-	-	-
Mr. Lim Chong Eng <i>(appointed w.e.f. 24 February 2021)</i>	-	-	-	-	-	-
Dr. Liew Lai Lai <i>(appointed w.e.f. 12 April 2021)</i>	-	-	-	-	-	-
Datuk Mat Noor bin Nawati <i>(resigned w.e.f. 24 February 2021)</i>	-	-	-	-	-	-
Dato' Rosli bin Sharif <i>(resigned w.e.f. 24 February 2021)</i>	-	-	-	-	-	-
Dato' Ridza Abdoh bin Haji Salleh <i>(resigned w.e.f. 24 February 2021)</i>	-	-	-	-	-	-
<b>Executive Directors</b>						
Mr. Low Bok Tek <i>(appointed w.e.f. 24 February 2021)</i>	-	-	-	-	-	-

	Mr. Dominic Aw Kian-Wee <i>(appointed w.e.f. 27 August 2020)</i>	-	-	-	-	-	-
	Encik Ahmad Mustaffa bin Abdul Manaf <i>(resigned w.e.f. 27 August 2020)</i>	-	-	-	-	-	-
	<b>Total</b>	210,000.00	-	6,087.70	-	-	216,087.70
	<i>*Non-Executive Directors' fees are subject to shareholders' approval at the Nineteenth Annual General Meeting ("19<sup>th</sup> AGM") of the Company.</i>						
<b>Explanation for departure</b>							
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>							
<b>Measure</b>							
<b>Timeframe</b>							

### Intended Outcome

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

### Practice 7.2

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

<b>Application</b>	:	Applied						
<b>Explanation on application of the practice</b>	:	<p>For the financial period ended 30 September 2021, the key senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000/- on a named basis, are disclosed as follows:-</p> <table border="1" data-bbox="587 795 1375 1239"> <thead> <tr> <th>Remuneration bands</th> <th>Name of key senior management</th> </tr> </thead> <tbody> <tr> <td>RM150,001 – RM200,000</td> <td> <ul style="list-style-type: none"> <li>Mr. Low Ban Sin, Director of Operations and Strategy, Onetexx Sdn. Bhd.</li> <li>Mr. Low Khai Loon, Director of Sales and Marketing, Onetexx Sdn. Bhd.</li> </ul> </td> </tr> <tr> <td>RM200,001-RM250,000</td> <td> <ul style="list-style-type: none"> <li>Mr. Teong Lian Aik - Chief Executive Officer, Onetexx Sdn. Bhd.</li> <li>Mr. Law Siau Lim - Chief Operating Officer, Onetexx Sdn. Bhd.</li> </ul> </td> </tr> </tbody> </table> <p>The aggregate remuneration (including salaries, bonus, allowances, benefits-in-kind or other emoluments) paid to the senior management members for the financial period ended 30 September 2021 was RM808,081.50 The Board considers the remuneration information of senior management to be confidential and proprietary, and to respect their privacy, will not disclose said information in detail.</p>	Remuneration bands	Name of key senior management	RM150,001 – RM200,000	<ul style="list-style-type: none"> <li>Mr. Low Ban Sin, Director of Operations and Strategy, Onetexx Sdn. Bhd.</li> <li>Mr. Low Khai Loon, Director of Sales and Marketing, Onetexx Sdn. Bhd.</li> </ul>	RM200,001-RM250,000	<ul style="list-style-type: none"> <li>Mr. Teong Lian Aik - Chief Executive Officer, Onetexx Sdn. Bhd.</li> <li>Mr. Law Siau Lim - Chief Operating Officer, Onetexx Sdn. Bhd.</li> </ul>
Remuneration bands	Name of key senior management							
RM150,001 – RM200,000	<ul style="list-style-type: none"> <li>Mr. Low Ban Sin, Director of Operations and Strategy, Onetexx Sdn. Bhd.</li> <li>Mr. Low Khai Loon, Director of Sales and Marketing, Onetexx Sdn. Bhd.</li> </ul>							
RM200,001-RM250,000	<ul style="list-style-type: none"> <li>Mr. Teong Lian Aik - Chief Executive Officer, Onetexx Sdn. Bhd.</li> <li>Mr. Law Siau Lim - Chief Operating Officer, Onetexx Sdn. Bhd.</li> </ul>							
<b>Explanation for departure</b>	:							
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>								
<b>Measure</b>	:							

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

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

**Practice 7.3 - Step Up**

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

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the financial period from 1 July 2020 to 24 February 2021, the AC was chaired by Dato' Rosli Bin Sharif, an Independent Non-Executive Director, while the Chairman of the Board was Dato' Ridza Abdoh Bin Haji Salleh, also an Independent Non-Executive Director.</p> <p>Presently, since 12 April 2021, the AC was chaired by Dr. Liew Lai Lai, while the Chairman of the Board was Datuk Che Azizuddin bin Che Ismail, a Non-Independent Non-Executive Director. Datuk Che Azizuddin Bin Che Ismail was re-designated from Managing Director to Non-Independent Non-Executive Chairman upon the resignation of Dato' Ridza Abdoh Bin Haji Salleh as Chairman of the Board on 24 February 2021.</p> <p>This separation of leadership and responsibility ensured that the objectivity of the Board's review of the AC's findings and recommendations are not impaired. This separation is set out clearly in the Terms of Reference of the AC.</p> <p>During the financial period under review, the Chairman/Chairperson of the AC was responsible to ensure the overall effectiveness and independence of the AC. Together with other members of the AC, they had ensured amongst others that –</p> <ol style="list-style-type: none"> <li>a. the AC is fully informed about significant matters related to the Company's audit and its financial statements and these matters are addressed;</li> <li>b. the AC appropriately communicates its insights, views and concerns about relevant transactions and events to Internal and External Auditors;</li> <li>c. the AC's concerns on matters that may have an effect on the financial or audit of the Company are communicated to the External Auditors; and</li> <li>d. there is co-ordination between Internal and External Auditors.</li> </ol>
<b>Explanation for departure</b>	:	

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The AC has formalised the policy that requires a cooling-off period of at least two (2) years to be observed by the former key audit partner of the Company's External Auditors in the Terms of Reference of the AC before being appointed as a member of the AC. This is to safeguard the independence of the audit and preparation of the Company's financial statements.</p> <p>None of the members of the Board were former key audit partners of the Company. As a matter of practice, the AC has recommended to the NRC not to consider any key audit partner as a potential candidate for Board/AC member to affirm the AC's stand on such policy.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 8.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In recommending the appointment or re-appointment of the External Auditors to the Board, the AC assesses the suitability, objectivity and independence of External Auditors that consider amongst others:-</p> <ol style="list-style-type: none"> <li>the competence, audit quality, experience and resource capacity of the external auditor and its staff assigned to the audit;</li> <li>the adequacy of the scope of the audit plan;</li> <li>the external auditor's ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;</li> <li>the nature and extent of the non-audit services rendered and the appropriateness of the level of fees; and</li> <li>obtaining assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</li> </ol> <p>The assessment to consider the suitability, objectivity and independence of the audit firm is conducted annually. The AC was of the view that Messrs. PKF, the External Auditors, had conducted itself objectively and independently in carrying out the audit of the Company during the financial period ended 30 September 2021, and the AC was satisfied with the performance of the external auditors.</p> <p>In PKF's reports on its audit plan and audit findings, PKF provided its assurance to the AC that they were, and had been, independent through the conduct of the audit engagement in accordance with By-Laws of the Malaysian Institute of Accountants.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	

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

There is an effective and independent Audit Committee.

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

**Practice 8.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The AC comprises solely of Independent Directors.

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 8.5

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	All members of the AC are financially literate and are able to understand the Company's business and matters under the purview of the AC including the financial reporting process. They have continuously applied a critical and probing view on the Company's financial reporting process, transactions and other financial information, and effectively challenged Management's assertions on the Company's financials. Any inconsistencies or irregularities in the financial and operational reports would be questioned to ascertain that the Quarterly Report and the annual Audited Financial Statements taken as a whole provide a true and fair view of the Company's financial position and performance.  All members of the AC have also undertaken and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules, as and when required.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 9.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established an effective risk management and internal control framework to identify and assess risks and monitor of internal controls to mitigate and control business risks.</p> <p>The Board acknowledges that the Group's business activities involve some degree of risks and key management staff and Heads of Department are responsible for managing identified risks within defined parameters and standards.</p> <p>The Internal Audit and Risk Management Department comprises managerial-level reports directly to the AC. The Internal Audit and Risk Management Department is responsible for implementing processes in identifying, evaluating, monitoring and reporting of risks and internal controls which arise from daily business activities of the Group. All significant issues identified and affecting the business objectivities of the Group are reported to the AC and Board accordingly. The Board, through AC, observed the measures were taken on areas identified for improvement, as part of management's continuous efforts to strengthen the Group's internal control.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 9.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is aware and recognises various types of risks inherent in the businesses of the Group and the possible financial impact. As part of its ongoing process to identify, evaluate, and to manage risks, the Board with the assistance of the AC will monitor the effectiveness of internal control, including identifying risk areas, where the details of these risk events will be identified and discussed at length in the meetings. The findings and recommendations, if any, will be tabled at the board meetings on a periodic basis, in which the key risks and corresponding risk mitigating actions are identified and their progress are set for discussions and deliberations. With the approval of the Board, appropriate measures will be taken to strengthen the controls in order to improve the risk management of the Group. An appropriate framework is being maintained on an on-going basis to enhance and develop the Group's risk management further.</p> <p>The Company also engages Internal Auditors to provide independent assessments on the adequacy, efficiency and effectiveness of the Company's internal control system. The Internal Auditors reports directly to the AC and internal audit plans are tabled to the AC for review and approval by the Board to ensure adequate coverage.</p> <p>Further details on the features of the risk management and internal control framework, and the adequacy and effectiveness of this framework, are disclosed in the Statement on Risk Management and Internal Control in this Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

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

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

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

**Practice 9.3 - Step Up**

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

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

### Intended Outcome

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

### Practice 10.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function of the Company is carried out by an outsourced professional service firm that assists the AC and the Board in managing the risks and establishment of the internal control system and processes of the Company by providing an independent assessment on the adequacy, efficiency and effectiveness of the Company's risk management and internal control system and processes. The Internal Auditors report directly to both the AC and the Board.</p> <p>The AC has the following duties and responsibilities to ensure the internal audit function is effective and able to function independently:-</p> <ul style="list-style-type: none"><li>• review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;</li><li>• review the internal audit programme and results of the internal audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;</li><li>• review the internal audit plan, consider the internal audit reports and findings of the Internal Auditors, fraud investigations and actions and steps taken by Management in response to audit findings;</li><li>• review and decide on the budget for the internal audit function;</li><li>• review any appraisal or assessment of the performance of members of the internal audit function; and</li><li>• approve any appointment or termination of the Internal Auditors.</li></ul> <p>The Internal Auditors has and will continue to keep abreast with developments in the profession, relevant industry and regulations.</p> <p>The internal audit function is independent of the operations of the Company and provides reasonable assurance that the Company's system of internal control is satisfactory and operating effectively.</p>

	Further details of the internal audit function are set out in the Statement on Risk Management and Internal Control and the AC Report of this Annual Report.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 10.2

The board should disclose–

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function is outsourced to TGS Advisory Sdn. Bhd., which reports functionally to the AC with unrestricted access to the AC. The head of the internal audit function attends the AC’s meetings to report to on their findings of the effectiveness of the governance, risk management and internal control processes within the Group.</p> <p>The outsourced internal audit function is headed by Mr. Teoh Chey Yeat, a Fellow Member of Association of Chartered Certified Accountants and Member of Malaysian Institute of Accountants, and he is assisted by three (3) personnel in charge deployed for the internal audit reviews.</p> <p>All the internal audit staff on the engagement are free from any relationships or conflicts of interest, which could impair their objectivity and independence.</p> <p>The internal audit reviews were conducted using a risk-based approach and was guided by the International Professional Practice Framework (IPPF).</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board believes that a constructive and effective investor relationship is essential in enhancing shareholder value. The Board, in its best efforts, always keeps the shareholders and various stakeholders informed of the Company's business and corporate developments and ensure that the Company's communication with them is transparent and timely. Shareholders may also communicate with the Company on investor relation matters by posting their enquiries to the Company through the Company's web enquiry form on its website. The Company will endeavour to reply to these enquiries in the shortest possible time.</p> <p>The Board is also mindful of the disclosure obligations as stipulated in the Bursa Securities Main LR and strives to ensure compliance at all times. The Board endeavours to provide timely and accurate disclosure of all material or price sensitive information of the Company to shareholders and investors and may provide additional disclosure of information on a voluntary basis, where possible and applicable, as soon as practicable through various appropriate channels and announcements made to Bursa Securities. The Board ensures that all material information and corporate disclosures are discussed with Management prior to dissemination to ensure compliance with the Main LR. In deciding on the necessary disclosures and announcements, the Board is also guided by Bursa Securities' Corporate Disclosure Guide as published by Bursa Securities from time to time. All public announcements are electronically published and can be accessed publicly at Bursa Securities' website at <a href="http://www.bursamalaysia.com">www.bursamalaysia.com</a> or the Company's website at <a href="http://www.getsglobal.com.my">www.getsglobal.com.my</a>.</p> <p>Besides that, the Annual Report to shareholders, is also one of the main channels of communication between the Company and its shareholders and stakeholders. The Annual Report, which is prepared in accordance with the requirements of the Main LR, communicates comprehensive information of the financial results and activities undertaken by the Company. All information to shareholders is available electronically as soon as it is announced or published.</p> <p>Another key avenue of communication with its shareholders is the Company's Annual General Meeting, which provides a useful forum for</p>

	dialogue with shareholders where they may raise questions or seek clarifications on the Company's business and reports from the Company's Directors.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 11.2**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Company is not categorised as "Large companies" under the Malaysian Code on Corporate Governance and hence, has not adopted integrated reporting based on a globally recognised framework. Nonetheless, the Board ensures there is ongoing engagement and communication between the Company and its stakeholders to build trust and 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, as explained under Practice 11.1 above.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 12.1**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	<p>The notice of the Eighteenth Annual General Meeting (“18<sup>th</sup> AGM”) together with the Annual Report were dispatched to shareholders at least twenty-one (21) days prior to the meeting date. The Board will endeavour to give all shareholders at least twenty-eight (28) days’ notice before the date of the 19<sup>th</sup> AGM and Twentieth AGM this year.</p> <p>The Notice of general meeting provides detailed explanation for the resolutions proposed along with any background information and reports or recommendation that are relevant, where required and necessary, to enable shareholders to make informed decisions in exercising their voting rights.</p>	
		<p>The notice of the 18<sup>th</sup> AGM was advertised in local newspapers and dispatched to the shareholders on 8 December 2020. Prior to the issuance date, announcement in relation to the notice of 18<sup>th</sup> AGM has been made to Bursa Securities.</p>	
		<p>The shareholders and the general public were able to access easily to the notice of 18<sup>th</sup> AGM vide the abovementioned channel.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 12.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>All the Directors of the Company attended the Extraordinary General Meeting and 18<sup>th</sup> AGM of the Company held on 27 November 2020 and 28 September 2020, respectively to engage with the shareholders personally and proactively.</p> <p>All the Directors of the Company have and will always endeavour to attend all General Meetings and the Chairman of the Audit, Nomination and Remuneration Committees will provide meaningful response to questions addressed to them.</p> <p>In addition to the above, members of the Senior Management, External Auditors and Principal Advisers have also attended the general meetings to respond to the shareholders' queries, if any.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 12.3

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In accordance with the Companies Act 2016 and the Company's Constitution, the Company may convene a meeting of members at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue.</p> <p>In view of the current COVID-19 pandemic, the Company had taken the necessary precautions and preventive measures in complying with the directives issued by the Ministry of Health Malaysia, the National Security Council, Ministry of International Trade and Industry and other relevant authorities. These include the option of remote shareholder and proxy participation at the AGM.</p> <p>At the Company's fully virtual EGM and 18<sup>th</sup> AGM held on 27 November 2020 and 30 December 2020 respectively, the Company had leveraged on technology to facilitate remote shareholders' participation and electronic voting for the conduct of poll on the resolution for the first time.</p> <p>The entire EGM and 18<sup>th</sup> AGM proceedings and poll voting were conducted entirely through Securities Services e-Portal. The Administrative Guide with detailed registration and voting procedures were shared with the shareholders and the same were also published on the Company's website.</p> <p>The Company had conducted its voting on all resolutions at the fully virtual EGM and 18<sup>th</sup> AGM in year 2020 by online live polling to provide for remote voting and immediate poll results. The Company had engaged SS E Solutions Sdn. Bhd. to act as the Poll Administrator to provide the electronic polling services, while Commercial Quest Sdn. Bhd. was the appointed independent scrutineer to verify the poll results.</p>
<b>Explanation for departure</b>	:	

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

**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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