

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7228
COMPANY NAME : T7 Global Berhad
FINANCIAL YEAR : 31 December 2022

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 TO 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 of Directors ("Board") of T7 Global Berhad recognises and is committed to upholding a high benchmark of corporate governance and ensuring controls, systems and processes are well sustained for the Group.</p> <p>The Chairman ensures smooth and effective functioning within the Board. The Executive Directors are responsible for overseeing the day-to-day operations and affairs of the Group. The Non-Executive Directors, both independent and non-independent, are responsible for providing insights, unbiased and independent views, advice and judgement towards the Board and bringing impartiality to Board deliberations and decision making. The Non- Executive Directors play a vital check and balance role by challenging and scrutinising the Management's proposals and recommendations in an objective manner to the decision-making process at the Board level. The Board is fully aware of its responsibilities and has adopted key roles in strategising the direction of the Group.</p> <p>The Board is the ultimate authority of T7 Global Berhad, which is responsible for authorising and reviewing all long-term and short-term business and strategic plans unless the matters require shareholders' approval. Specific goals are set up with key performance indicators for management to implement those plans. Along with Independent Director's extensive experiences and expertise in various fields of business and industries, T7 Global Berhad's Management strives to achieve goals so as to protect minority shareholders' rights. Management reviews all matters reserved to the committees comprised solely of Independent Directors and the Board.</p> <p>The Board is assisted by various Board Committees in discharging its duties which operate within their terms of references. These Board Committees are as follows:-</p> <ul style="list-style-type: none">i) Audit and Risk Management Committee ("ARMC");ii) Nomination Committee ("NC");iii) Remuneration Committee ("RC"); andiv) Share Issuance Scheme Committee.

	The agenda items were deliberated by the respective committees before putting up for recommendation to the Board. The respective Board Committee's Chairman will report to the Board on any significant development and deliberations conducted at the Board Committee level.	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

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

Practice 1.2

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

Application	: Applied
Explanation on application of the practice	<p>T7 Global Berhad is led by YBhg. Datuk Seri Dr. Nik Norzrul Thani Bin N. Hassan Thani, the Acting Executive Chairman, who joined the Board since 23 March 2015. The profile of the Acting Executive Chairman is available in the Company's 2022 Annual Report.</p> <p>The Chairman ensures smooth and effective functioning within the Board.</p> <p>The key roles and responsibilities of the Chairman include the following:-</p> <ul style="list-style-type: none">• Ensuring the Board's effectiveness in all aspects of its roles and setting of its agenda;• Leading the Company in its relationship with shareholders, financial institutions and media;• Chairing Board and General Meetings;• Ensuring relevant and/or significant issues are on the agenda;• Ensuring all Directors, Executive and Non-Executive, are provided with accurate, timely and clear information/reports to enable and encourage them to play their roles in the Board meeting. This includes making certain that Directors, especially Non-Executive Directors are advised of all likely future developments and trends, provided with relevant information tailored to their needs and they are properly briefed on issues arising at Board meetings to enable the Board to make sound decisions, monitor effectively and to promote the success of the Company;• Ensuring the other Executive Directors look beyond their executive functions and accept their full share of responsibilities of governance;• Encouraging healthy debate on all issues and maintain independency;• Ensuring Board resolution is put to vote should there be any objection to ensure that it is the will of the majority;• Running the Board and ensuring its effectiveness in all aspects of its roles, including regularity and frequency of meetings;• Ensuring there is appropriate delegation of authority from the Board to executive management;• Ensuring all Directors have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making;• Upholding the highest standards of integrity and probity;• Ensuring all the Directors are fully informed about all issues on which the Board will have to make a decision, through briefings with the Group Chief Financial Officer and the Company Secretary, and• Ensuring effective implementation of Board policies and decisions;

	<ul style="list-style-type: none"> • Maintaining effective communication that enables the Board to communicate effectively with shareholders; • Interpreting the operations of the Company to the shareholders and accommodate feedback from shareholders; and • Interaction with shareholders and give sufficient opportunity to shareholders to enquire about the Group's activities and performance, and to relate their expectations and concerns. Facilitating questions and answers sessions pertaining to resolution(s) proposed in the General Meeting or during any meeting with shareholders.
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>The Board regularly controls and reviews its delegation and authority level to YBhg. Datuk Seri Dr. Nik Norzrul Thani Bin N. Hassan Thani, the Acting Executive Chairman and YBhg. Tan Sri Datuk Seri Tan Kean Soon J.P., the Executive Deputy Chairman.</p> <p>The management team is led by Mr. Tan Kay Zhuin, the Group Chief Executive Officer.</p> <p>In order to prevent any abuse of authority, strict procedure of authority and different levels of independence review are followed. Procedures of authority are clearly set up and all operational decisions are made after review.</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 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees’ meetings, by way of invitation, then the status of this practice should be a ‘Departure’.</i>	
Application :	Applied
Explanation on application of the practice :	The Chairman of the Board is not a member of the Nomination Committee, Remuneration Committee and Audit and Risk Management Committee (“ Board Committees ”). He is not invited to attend any of the Board Committees’ meeting. This is to ensure the avoidance of self-review threat and to promote better check and balance function as well as more objective review by the Board on all matters recommended by the Board Committees.
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>The Board is supported by two (2) suitably qualified and competent Company Secretaries as follows:-</p> <ul style="list-style-type: none">• Ms. Chua Siew Chuan, FCIS• Ms. Tan Loo Ee, ACIS <p>Both of the Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016.</p> <p>The brief profile of the Company Secretaries are as follows:-</p> <p>(1) Ms. Chua Siew Chuan, FCIS</p> <p>Ms. Chua has been elected as a Fellow Member of the MAICSA since 1997. She has more than 40 years of experience in handling corporate secretarial matters, with working knowledge of many industries and government services. She was first elected to the MAICSA Council in May 2011 and co-opted to Council in October 2020. She was President of the MAICSA from June 2014 to July 2016. She is currently the Deputy Chairperson of the National Disciplinary Tribunal.</p> <p>Ms. Chua is a Chartered Secretary by profession. She is the Managing Director of Securities Services (Holdings) Sdn. Bhd., a prominent corporate secretarial service provider in Malaysia. Ms. Chua is also the named company secretary for a number of public listed companies, public companies, private limited companies and societies.</p> <p>(2) Ms. Tan Loo Ee, ACIS</p> <p>Ms. Tan Loo Ee ("Ms. Tan") has been elected as an Associate member of the MAICSA since 2013. She has more than 10 years of experience in corporate secretarial practice, with working knowledge across a diverse range of industries, including banking, construction, property development, information technology, trading, manufacturing, oil and gas, shipping and logistics.</p> <p>Ms. Tan is presently the Company Secretary of several public listed companies in Malaysia and a number of private limited companies and companies limited by guarantee.</p>

	<p>The Board is regularly updated by the Company Secretaries on new changes to the statutory and regulatory requirements and the resultant implications to the Company and Board in discharging their duties and responsibilities.</p> <p>The Company Secretaries attend and ensure that all Board meetings are properly convened, and that an accurate and proper record of the proceedings and resolutions passed are taken and maintained in the statutory registers at the registered office of the Company.</p> <p>The Company Secretaries also undertake the statutory duties as prescribed under the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p>	
<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 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board meets at least 5 times a year, with additional meetings being called upon when decisions on urgent matters arise between the scheduled meetings. Papers and documents pertaining to matters on the agenda for the Board and Board Committees meetings are furnished to the Directors at least 5 business days in advance of the meetings to ensure they are fully aware of the upcoming issues. Board Committee meetings are usually held prior to the Board meetings, to allow the Committees to properly convey the matters and reports to the Board.</p> <p>Minutes of each Board meeting are circulated to all Directors on a timely basis before the next succeeding Board meeting for their perusal prior to confirmation of the minutes during the Board 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

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

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

Practice 2.1

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

The board charter clearly identifies–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter of the Company is in place and is available on T7 Global Berhad's website at www.t7global.com.my.</p> <p>The Board had on 6 April 2022 reviewed and adopted the revised Board Charter of the Company. The Board will review the Board Charter from time to time and make any necessary amendments to ensure they remain consistent with the Board's objectives, current laws/regulations and good governance practices.</p> <p>The duties and responsibilities of the Board Committees are summarised in their respective Terms of References, which are also available on the Company's website at www.t7global.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Code of Ethics and Conduct is represented to the Board, the Management team and all employees as a reference of conduct. The policy of T7 Global Berhad complies with all governmental laws, rules, and regulations applicable to its businesses. The Code of Ethics and Conduct is applied when it is stricter than the local law and regulations.</p> <p>The core areas of the conduct covered in the Code of Ethics and Conduct are conflict of interest, business conduct and employee conduct.</p> <p>The Board had on 29 June 2020 reviewed and adopted the revised Code of Ethics and Conduct of the Company.</p> <p>The Code of Ethics and Conduct is available on the Company's website at www.t7global.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a whistleblowing policy and procedures and is available on the Company's website at www.t7global.com.my, to provide the opportunity for all stakeholders including employees, shareholders and others to raise their concerns of any malpractice within the Group. The objective of the policy and procedure is to provide and facilitate a mechanism for whistle-blowers to report concerns about any suspected and/or known misconduct, wrongdoings, corruption, fraud, waste and/or any abuse of power.</p> <p>This will enable each case and/or issue to be investigated and for appropriate action to be taken to ensure that the matter is resolved effectively and within the Group whenever it is possible.</p> <p>If an employee found any misconduct, wrongdoings, corruption, fraud, waste and/or any abuse of power, he or she should report to the immediate supervisor. Each supervisor is expected to be available to subordinates for this purpose. An investigation should be conducted by the supervisor. If the employee is dissatisfied with the review or investigation from the supervisor, further reviews by the Acting Executive Chairman and Executive Deputy Chairman are encouraged. Investigation team will be set up to investigate the issue and take action. Reviews should contribute to the level of management appropriate to resolve the issue. If the issue cannot be resolved, the whistle-blowers can escalate the report to the ARMC Chairperson. The ARMC will deliberate on the matter reported and decide on the appropriate action.</p> <p>The Board had on 29 June 2020 reviewed and adopted the revised whistleblowing policy and procedures of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors of T7 Global Berhad shoulders the responsibility for oversight of the Group’s sustainability journey and its execution, ensuring accountability and transparency of its ethical and social responsibility footprints. The Board discusses and receives regular updates on material issues, developments and progress reports on sustainability. During the year, the Board reviewed and enhanced the Group’s sustainability governance structure.</p> <p>In 2021, the Group launched a new Sustainability Framework, which forms part of T7 Global’s new long term corporate strategy. To better integrate and unify the Group’s sustainability efforts and its strategic outlook, a Group Sustainability Committee (“GSC”) was also established, with the Group Chief Executive Officer appointed as Chairman.</p> <p>The GSC strategically drives the Group’s sustainability and climate agenda, in line with the Group’s strategic direction and commitments, sustainability vision, as well as prioritised United Nations’ Sustainable Development Goals (SDGs) and sustainability pillars, as guided by the Group Sustainability Framework.</p> <p>Please refer to T7 Global’s Sustainability Report as disclosed in the Company’s 2022 Annual Report for further information which describes the Group’s sustainability journey, highlighting the Group’s initiatives, achievements, challenges and key results that are underpinned by our robust Sustainability Framework.</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>The Board continues to ensure all stakeholders are kept informed of the sustainability initiatives and development undertaken by the Group. The primary tool used by the Board is the annual statutory disclosure documents, such as the Sustainability Report (“SR”) and Corporate Governance Report. Information on T7 Global’s sustainability strategies are laid out through these reports to ensure stakeholders can capture a holistic view of the initiatives.</p> <p>Through the SR, the external stakeholders were engaged on the material matters which have the most impact on the Company’s ability to create long-term value. The SR is also available on the Company’s website www.t7global.com.my, the Company’s Sustainability strategies, activities as well as Sustainability Performance information are also published on the Company’s website to keep the internal and external stakeholders informed on the Company’s commitments toward Company’s Sustainability Strategy moving forward.</p> <p>Through continuous employee engagement, all employees are set with clear expectations, targets, and objectives for each employee, while themselves carrying the highest portion of Health Safety and Environmental KPI weightage.</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 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>In ensuring the Company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success, Management had integrated sustainability considerations into the recruitment processes, imposing such as training criteria and sustainability experience to recruit relevant employees that will bring sustainability expertise to the Company.</p> <p>The Nomination Committee will review the training and development needs of the Directors on sustainability subject to ensure the Directors have adequate understanding on sustainability competencies when discourse with Management in addressing sustainability risks.</p> <p>The Group Sustainability Committee (“GSC”) is assigned to assist the Board in determining the Company’s sustainability strategy aligning with the Company’s business strategy. The GSC will assist the Company in executing a Sustainability Plan to support long-term value creation and includes strategies on economic, environmental, social and governance (ESG) considerations, thereby strengthening the integration of sustainability in the Company’s operations.</p> <p>The Board was briefed by the ESG consultants in relation to the importance of ESG investing, materiality matters and ESG strategy and framework.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board and Senior Management have performed their respective roles in addressing material sustainability risks and opportunities. A detailed study is required for developing the criteria for the performance evaluations of the Board and the Management to address the material sustainability risks and opportunities.</p> <p>The Board and the Management will review this area in year 2023. The Company intends to maintain the current practice of evaluation.</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

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Group Chief Executive Officer (“GCEO”) has been identified as the designated person to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the Company.</p> <p>The GCEO also leads the Group Sustainability Committee in providing stewardship and guidance on relevant key sustainability matters of the Company and to guide the Company in meeting the economic, environmental and social sustainability.</p>

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>For the appointment and re-election of directors of the Company and its subsidiaries, the Board had on 6 April 2022 approved and adopted the Directors' Fit and Proper form in the Company's Board Charter, with the same to be published on the Company's corporate website. This was in line with the Enhanced Director Amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad issued on 19 January 2022, aimed at further strengthening board independence, quality and diversity.</p> <p>Directors seeking appointment or re-election to the Board are required to make the fit and proper declaration in the prescribed form.</p> <p>The Nomination Committee ("NC") reviews the composition, tenure, skills and experience matrix of the Board, annually, and to review the tenure of each Director and recommend Directors who are retiring by rotation for re-election, which are clearly stated in the Terms of Reference of NC.</p> <p>The NC assessed the performance of the Directors including those seeking re-election via the Board and Board Committee Evaluation Form for the financial year ended 31 December 2022 based on competencies, commitment, contribution, performance, independence and their ability to act in the best interest of the Company as a whole. Only those with satisfactory evaluation are recommended to the Board for re-election.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>For the financial year ended 31 December 2022, the Board consists of seven (7) Directors, whereby four (4) out of seven (7) of them are Independent Non-Executive Directors (“INEDs”) which is equivalent to 57% of the total number of Directors.</p> <p>The 4 INEDs are as follows:-</p> <ol style="list-style-type: none"> 1) Tan Sam Eng 2) Admiral Tan Sri Dato’ Seri Panglima Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (R) 3) CP (R) Dato’ Sri Wan Ahmad Najmuddin Bin Mohd 4) Tan Sri Dato’ Sri Koh Kin Lip, J.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

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	:	<p>For the financial year ended 31 December 2022, the total tenure of each independent director are as follows:</p> <table border="1"><thead><tr><th>Name of Director</th><th>Tenure (Years)</th></tr></thead><tbody><tr><td>Tan Sam Eng</td><td>7</td></tr><tr><td>Admiral Tan Sri Dato' Seri Panglima Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (R)</td><td>3</td></tr><tr><td>CP (R) Dato' Sri Wan Ahmad Najmuddin Bin Mohd</td><td>3</td></tr><tr><td>Tan Sri Dato' Sri Koh Kin Lip, J.P.</td><td>2</td></tr></tbody></table> <p>The independence of the 4 Independent Non-Executive Directors were self-assessed during the year and the confirmation by the independent directors was that they each are, both in substance and form, independent of management and free of any business or other relationship that could materially interfere with or could be perceived to materially interfere with, the exercise of their unfettered and independent judgement. The assessment covers the regulatory definitions of independent directors under the Main Market Listing Requirements, and an additional subjective element of independence in substance. This is additionally demonstrated by the conduct and discharge of his/her duties as a director.</p> <p>The Board also believes that there are significant benefits to be reaped from long-serving Directors given that they have a deep understanding of the Company's needs and direction, whilst ensuring that they remain objective and impartial in the discharge of their duties.</p> <p>There were no Independent Non-Executive Directors whose tenure exceeds a cumulative term of 9 years in the Company thus far.</p> <p>However, should the Board intend to retain an Independent Non-Executive Director beyond the nine-year term in the future, the Board will provide the proper justification and seek shareholders' approval through a two-tier voting process in a general meeting to be convened.</p>	Name of Director	Tenure (Years)	Tan Sam Eng	7	Admiral Tan Sri Dato' Seri Panglima Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (R)	3	CP (R) Dato' Sri Wan Ahmad Najmuddin Bin Mohd	3	Tan Sri Dato' Sri Koh Kin Lip, J.P.	2
Name of Director	Tenure (Years)											
Tan Sam Eng	7											
Admiral Tan Sri Dato' Seri Panglima Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (R)	3											
CP (R) Dato' Sri Wan Ahmad Najmuddin Bin Mohd	3											
Tan Sri Dato' Sri Koh Kin Lip, J.P.	2											
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.

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p><u>Board</u></p> <p>While the Board is responsible for appointment of new Directors, the Nomination Committee (“NC”), as delegated by the Board, reviews the recommendations and appointments of Directors, the Group Chief Executive Officer, the Group Chief Financial Officer with due regard to Paragraph 2.20A of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia Securities”). The NC comprises only of independent directors and recommendations to the Board are objectively made based on the best interests of the Company, as and when required subsequent to the annual review of the Board composition. Members of the NC do not participate and abstain on any matters concerning their own assessments or re-elections.</p> <p>In its selection of suitable candidates, all nominees to the Board are first considered by the NC, taking into consideration the mix of skills, competencies, experience, integrity, personal attributes and time commitment required to effectively fulfil his or her role as a director. Diversity in terms of age, gender and ethnicity is also considered during the selection process.</p> <p>In line with Paragraph 15.06 of MMLR of Bursa Malaysia Securities, none of the members of the Board holds more than five (5) directorships in listed companies. Prior to acceptance of other appointments for directorship in other listed companies, the Directors are required to first notify the Acting Executive Chairman of T7 Global to ensure that such appointment would not unduly affect their time commitment and responsibilities to the Board.</p> <p>The Directors’ commitment to carrying out their duties and responsibilities is reflected by their attendance at the Board and Board Committees meetings held during the year. Although some Directors hold multiple directorships, they were able to commit and devote their time to the Board and Board Committees meetings. The Board is satisfied that each Director has devoted sufficient time to effectively discharge his/her responsibilities.</p>

	<p>None of the Board members of the Company is persons linked directly with the executive powers such as heads of state, heads of government and ministers and none of the Board members is an active politician. An active politician as defined in the Malaysian Code on Corporate Governance is a person who is considered politically active if he is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council, or division level in a political party.</p> <p><u>Senior Management</u></p> <p>The Senior Management are recruited based on their relevant skills and experiences. The Board ensures that only suitable personnel with the relevant skills and experiences are appointed to management positions of the Company.</p>	
<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

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	In identifying candidates for appointment as Director, the Board would consider recommendations from the existing Board members, management, or major shareholders. In addition, all appointments of Directors would need to undergo the nomination process by the Nomination Committee (“ NC ”) as mentioned in Practice 5.5 above, to ensure that the candidate is fit to close the gap in the Board. The Board and NC will use independent sources to identify suitably qualified candidates moving forward, where necessary.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>T7 Global is committed to maintaining high standards of corporate disclosure and transparency. The profiles of Directors are made available on the Company's website and Annual Report. In line with this aspiration, the Board endeavours to provide timely and transparent disclosures, releasing all required/material announcements as soon as practicable.</p> <p>The Board recognises the importance of leveraging on effective communication platforms such as the Company's website and Annual Report to provide clear, accurate and valuable insights on the Group's performance and position to its shareholders. This allows shareholders to make informed decisions with respect to the business of the Group, including on appointments and reappointments of Directors.</p> <p>During the year, the assessment relating to reappointment of directors was reviewed by the Nomination Committee and recommended to the Board for approval. The Board approved the proposal, based on the merit and calibre of the directors. In line with the Malaysian Code on Corporate Governance, the Board will disclose a statement on whether they are supportive of the reappointment of directors in the Notice of Annual General Meeting and will include details such as interests in shares and any conflicts of interests for full transparency.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee is chaired by YBhg. Admiral Tan Sri Dato' Seri Panglima Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (R), an Independent Non-Executive Director of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	Currently, the Board has 1 female Director, namely Ms. Tan Sam Eng, out of a total of 7 Directors, equivalent to 14% of the total number of Directors.	
		<p>The Board recognises that diversity is one of the key drivers to enhance its effectiveness to encourage a broader scope for debate within itself. The Policy on Gender Diversity is formulated objectively to ensure the right mix of member in terms of age, ethnicity and gender. In addition, having a diverse Board is also important to ensure the Company remains relevant and sustainable in the rapidly transforming and evolving business environment.</p> <p>Alternate Practice:</p> <p>The Board will, from time to time, review its composition and size to ensure it fairly reflects the investments of the shareholders of the Company while at the same time having due regard for diversity in skills, experience, cultural background, gender and age.</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

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 recognises that diversity is a key driver to enhance its effectiveness and having a right mix of skills and a balance board would contribute to the achievement of the Company's goals.</p> <p>The Policy on Gender Diversity adopted by T7 Global is formulated objectively to ensure a mix and profiles of the Board, in terms of age, ethnicity, and gender to provide the necessary range of perspective, experience and expertise required to achieve effective stewardship and management.</p> <p>The Board had on 6 April 2022 adopted the Policy on Gender Diversity and it is available on the Company's corporate website at www.t7global.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The Board, individual Director and Board Committee are assessed by the Nomination Committee (“ NC ”) through the following annual assessment once every year:- (a) Effectiveness of the Board as a whole and the various Board Committees; (b) Independence of Independent Directors; (c) Contribution and performance of each individual Director; and (d) Contribution and performance of the Audit and Risk Management Committee (“ ARMC ”) and each individual ARMC member. The annual assessments are conducted in yearly basis and each of the Directors are given a chance to provide feedback on the effectiveness of the Board as a whole and their individual performance and contribution to the Board. In addition, the NC members also assessed the contribution and performance of the Board Committees and each individual ARMC member. The results of all the assessments are then collated by the Company Secretaries and tabled to the NC for deliberation. In annual assessment of individual Directors by the NC, the skills and experience of individual Directors are reviewed to ensure the composition of the Board is appropriate with a good mix of skills and core competencies in order to discharge its duties and responsibilities and to meet the business needs of the Group. The Board is satisfied with the results of the annual assessment. The Board views that the current size and the existing composition of the Board are sufficient and well balanced, cater effectively to the scope of the Group’s operations and there is appropriate mix of knowledge, skills, attributes and core competencies in the Board. As presently constituted, the Board has the stability, continuity and commitment as well as capacity to discharge its responsibilities effectively.
Explanation for departure	:

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

Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a remuneration policy to facilitate the Remuneration Committee (“RC”) to review, consider and recommend to the Board the levels and elements of remuneration of Directors with executive functions and the senior management. The Board as a whole recommends to shareholders the allowances of the Non-Executive Directors and the Executive Chairman after considering the recommendation of the RC.</p> <p>The remuneration packages of the Executive Directors are approved by the Board. The Directors’ remuneration scheme is structured to attract, retain and motivate them in order to achieve sustainable growth and business success.</p> <p>The Board reviews the remuneration of the Executive Directors annually subject to their respective service contracts. Whereby the respective Executive Directors are not allowed to involve in the discussion or contribute to any decision making on their own remuneration package.</p> <p>The Board had on 6 April 2022 reviewed and adopted the revised Directors and Senior Management’s Remuneration Policy which is made available for reference on the Company’s website at www.t7global.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has a Remuneration Committee to recommend to the Board the framework and remuneration packages of the Non-Executive Directors and Executive Directors, as well as senior management in all forms.</p> <p>The authority, duties and responsibilities of Remuneration Committee are clearly defined in its Terms of Reference which is available on the Company's website at www.t7global.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The remuneration breakdown of the Directors of the Company for the financial year ended 31 December 2022 is disclosed as per attached.

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	Datuk Seri Dr. Nik Norzrul Thani Bin N. Hassan Thani	Executive Director	0	0	0	0	0	0	0	420	0	0	0	0	0	420
2	Tan Sri Datuk Seri Tan Kean Soon, J.P.	Executive Director	0	0	0	0	0	0	0	0	0	1,140	0	0	380	1,520
3	Tan Kay Vin	Executive Director	0	0	0	0	0	0	0	0	0	498	0	0	206	704
4	Tan Sam Eng	Independent Director	57	0	0	0	0	0	57	0	0	0	0	0	0	0
5	Admiral Tan Sri Dato' Seri Panglima Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (R)	Independent Director	51	0	0	0	0	0	51	0	0	0	0	0	0	0
6	CP (R) Dato' Sri Wan Ahmad Najmuddin Bin Mohd	Independent Director	57	0	0	0	0	0	57	0	0	0	0	0	0	0
7	Tan Sri Dato' Sri Koh Kin Lip, J.P.	Independent Director	51	0	0	0	0	0	51	0	0	0	0	0	0	0

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 top three (3) senior management includes one (1) Acting Executive Chairman, one (1) Executive Deputy Chairman and one (1) Executive Director of which their detailed remuneration had been disclosed under Practice 8.1 of this Report.</p> <p>Whilst for the remaining senior management, the Board is of that view that the disclosure on named basis would have adverse effect on the Company's talent retention in the competitive industry. All senior management are remunerated based on their scope of duties and responsibilities.</p> <p>Alternate Practice:</p> <p>Practice 8.1 has been applied where there is detailed disclosure on named basis for the remuneration of individual Directors. Therefore, the Intended Outcome in respect of the Directors have been met where the stakeholders can assess whether the remuneration of directors is commensurate with their individual performance, taking into consideration the company's performance.</p> <p>The Remuneration Committee will assist the Board to ensure that all Directors and senior management are fairly rewarded for their individual contribution to the Company's overall performance and that the remuneration commensurate with the level of executive responsibility and is appropriate considering the Company's performance.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairperson of the Audit and Risk Management Committee is Ms. Tan Sam Eng, an Independent Non-Executive Director of the Company and she is not the Chairman of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>None of the Audit and Risk Management Committee Members were former key audit partners.</p> <p>The policy on observation of a cooling-off period of at least three (3) years for a former key audit partner prior to the appointment as a member of Audit and Risk Management Committee, had been incorporated in the revised Terms of Reference of the Audit and Risk Management Committee.</p> <p>The Board had on 6 April 2022 reviewed and adopted the revised Terms of Reference of the Audit and Risk Management Committee which is available on the Company's corporate website at www.t7global.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>Under its Terms of Reference, the Audit and Risk Management Committee (“ARMC”) is responsible for assessing the capabilities and independence of the external auditor and to make subsequent recommendations to the Board on the appointment, reappointment or termination of the external auditor.</p> <p>The ARMC performs an annual assessment of the performance, suitability and independence of the external auditors. In addition, the ARMC also met once with the external auditors in the absence of the Management. The External Auditors have also confirmed to the Board their independence in writing by providing both audit and non-audit services up to the date of this report.</p> <p>The Board had on 6 April 2022 reviewed and adopted the revised policies and procedures to assess the suitability, objectivity and independence of the external auditors, which is available on the Company’s corporate website at www.t7global.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The Audit and Risk Management Committee comprises solely of Independent Non-Executive Directors, details of which are as follows: <ol style="list-style-type: none">1) Tan Sam Eng2) Admiral Tan Sri Dato' Seri Panglima Ahmad Kamarulzaman Bin Hj Ahmad Badaruddin (R)3) CP (R) Dato' Sri Wan Ahmad Najmuddin Bin Mohd

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 and Risk Management Committee is made up of members possessing an appropriate mix of skills, knowledge and experience. They are all financially literate and have sound knowledge and understanding of financial reporting and management requirements. In addition, they also possess a sufficient understanding of the Company's business.</p> <p>Members of Audit and Risk Management Committee attend trainings and talks to keep them updated on developments in financial reporting and accounting standards. Updates and developments in the Companies Act 2016, new Accounting Standards and Interpretations are presented by the External Auditors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has established a risk management framework and internal control systems in place to ensure the smooth running of the business with the aim to manage the risks and control of the Company’s business and financial affairs economically, efficiently and effectively to be able to seize profitable business opportunities in a disciplined way while avoiding or mitigating risks that could cause loss, reputational damage or business failure.</p> <p>The Audit and Risk Management Committee (“ARMC”) assists the Board in reviewing risk matters and being a focused platform and act as a sounding board for the Management to evaluate risks in a more holistic manner.</p> <p>Further information on the ARMC Report and Statement on Risk Management and Internal Control are disclosed in the Company’s 2022 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 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 key features of the Company's risk management and internal control framework, which cover their adequacy and effectiveness are disclosed under the Statement of Risk Management and Internal Control in the Company's 2022 Annual Report.</p> <p>In essence, T7 Global Berhad's Risk Management Framework aims to strengthen the current practices and place greater emphasis on risk management implementation and business continuity practices.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>One of the Audit and Risk Management Committee's ("ARMC") duties and responsibilities in the financial year ended 31 December 2022 is the review and approval of the annual internal audit plan, including the scope of works for the financial year.</p> <p>The Company has engaged an internal audit professional firm, i.e. OAC Consulting Sdn. Bhd. during the year to perform the internal audit function of the Group. The internal audit firm reports directly to the ARMC and administratively to the Group Chief Financial Officer. The works of the internal audit firm are guided by the Code of Ethics and Conduct that provides its independence in evaluating and reporting on adequacy, integrity and effectiveness of the overall internal control system, risk management and corporate governance in the Group using a systematic and disciplined approach.</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 firm (OAC Consulting Sdn. Bhd.) appointed by the Company is an independent professional internal audit service provider manned by professional and experienced staff. For each internal audit review, a team led by Engagement Director, Mr. Lionel Vernon Yong Nguon Kee and/or Senior Director, Mr. Leonard Lim Weng Leong will be assigned by Internal Audit firm to undertake the review in accordance to the internal audit plan approved by the Audit and Risk Management Committee.</p> <p>The Engagement Director of the firm is a Certified Internal Auditor, United States of America (CIA), a Chartered Accountant (Malaysia), a Member of the Malaysian Institute of Accountants (MIA), a Fellow Member of the Chartered Association of Certified Accountants, United Kingdom (FCCA) and a Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA). The Senior Director of the firm is a Fellow Member of Institute of Public Accountants (FIPA), a Fellow Member of Institute of Financial Accountants (FFA) and a Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA).</p> <p>The Internal Audit firm appointed by the Company is free from any relationships or conflicts of interest which could impair their objectivity and independence. The Internal Auditors performed their work by referring to a recognised framework such as the standards recommended by the International Professional Practices Framework of the Institute of Internal Auditors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>T7 Global Berhad values all its stakeholders. The Board acknowledges there is a need to establish a high quality, ongoing dialogue and communication with stakeholders and maintain trust. Therefore, the Board established, amongst others, a shareholder communication policy to serve as a guide and management of shareholder's requirements.</p> <p>Information is disseminated through the following channels:-</p> <ul style="list-style-type: none"> • Annual Report; • Circulars/Statement to shareholders; • Various disclosures and announcements to Bursa Malaysia Securities Berhad; and • Company's website at www.t7global.com.my <p>In addition, stakeholders can have a channel of communication with the Group Corporate Affairs to direct any queries and provide feedback to the Group via email: corpcomm@t7global.com.my.</p> <p>Stakeholders may obtain up-to-date information about T7 Global Berhad by assessing the website, http://www.t7global.com.my or by accessing Bursa Malaysia Securities Berhad's website http://www.bursamalaysia.com. Information required by the shareholders such as financial results, Board Charter, Code of Ethics and Conduct and various Company's policies etc. are available at the Company's website at www.t7global.com.my. The shareholders are informed of their rights to demand for poll prior to the commencement of each general meeting.</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

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	:	The Company will implement this as soon as practicable.	
Timeframe	:	Nil	Nil

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The 2021 Annual Report, which contains the Notice of the 18th Annual General Meeting (“AGM”), was sent to shareholders at least 28 days prior to the date of the meeting to give sufficient time to shareholders to consider the resolutions that will be discussed and decided at the AGM. The Notice of AGM, which sets out the businesses to be transacted at the AGM, was also published in a major local newspaper.</p> <p>The notes to the Notice of AGM also provide detailed explanations for each resolution proposed to enable shareholders to make informed decisions in exercising their voting rights.</p> <p>The Notice for convening the forthcoming 19th AGM of the Company which is scheduled to be held on 21 June 2023, is sent to the shareholders on 28 April 2023, which is more than 28 days before the date of AGM.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All the Directors and Chair of the Board Committees were present at the virtual 18th AGM of the Company held on 29 June 2022 to engage with the shareholders personally and proactively.</p> <p>In addition to the above, members of the Senior Management and External Auditors of the Company have also attended and will continue to attend the AGM to respond to the shareholders' queries.</p> <p>All the Directors have committed to attend the forthcoming 19th AGM of the Company, scheduled to be held on 21 June 2023, unless unforeseen circumstances preclude them from attending the AGM.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 18th AGM of the Company was conducted on a virtual basis, and the coming 19th AGM will continue to leverage on technology and be held as a virtual AGM, of which the details are set out in the Notice of the 19th AGM of the Company and the Administrative Details.</p> <p>The virtual AGM will enable remote shareholders' participation and online remote voting pursuant to Sections 327(1) and (2) of the Companies Act 2016 and Clause 82 of the Constitution of the Company.</p> <p>The Company had engaged an external technology service provider, Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor" or "TIIH") to provide the live streaming webcast and online remote voting using the remote participation and voting ("RPV") facilities for conducting the AGM.</p> <p>1. Remote shareholders' participation at the 18th AGM</p> <p>The shareholders were invited through the Notice of the 18th AGM to participate, speak (including posing questions to the Boards via real time submission of typed texts) and vote (collectively, "participate") remotely at the 18th AGM.</p> <p>The registration for attendance of the 18th AGM was open from 29 April 2022 at 10:00 a.m. until the day of the 18th AGM on 29 June 2022.</p> <p>The shareholders, proxies and corporate representatives were required to pre-register their attendance for the 18th AGM to ascertain their eligibility to participate the 18th AGM via RPV facilities.</p> <p>The detailed procedures for registration of attendance via RPV facilities were provided to the shareholders in the Administrative Details.</p> <p>The Company had requested the General Meeting Record of Depositors as at 20 June 2022 for the 18th AGM to verify the shareholders who were entitled to attend the 18th AGM. Upon verification, the shareholders who registered for attendance were notified via email by Tricor on the confirmation of the attendance for the 18thth AGM.</p>

	<p>A unique meeting link, known as the “Meeting ID” i.e. (Live Stream Meeting) T7GLOBAL 18TH AGM was shown on TIIH Online website at https://tiih.online for the entitled shareholders, proxies and corporate representatives to access the live stream of the 18th AGM remotely.</p> <p>2. Voting in absentia</p> <p>The shareholders, proxies and corporate representatives logged on to the TIIH Online website with the username and password to vote the resolutions as set out in the Notice of the 18th AGM.</p> <p>The detailed procedures for voting via RPV facilities were provided to the shareholders in the Administrative Details.</p> <p>Tricor was appointed as Poll Administrator to conduct the poll voting electronically via Tricor e-Vote application (“Tricor e-Vote App”) and Scrutineer Solutions Sdn. Bhd. was appointed as Independent Scrutineer to verify the poll results for the 18th AGM. A pre-recorded video clip on the steps for the online voting process was played at the 18th AGM.</p> <p>The shareholders, proxies and corporate representatives were informed that they may submit their votes right from the commencement of the 18th AGM. The shareholders proxies and corporate representatives who had yet to cast their votes, had been given a prescribed time to cast their votes after all items on the Agenda had been dealt with and the closure of the Questions and Answers session. The voting session was closed as announced by the Chairman after the prescribed time.</p> <p>Tricor has confirmed that the data privacy and security to prevent cyber threats are in place in facilitating the general meetings of the Company.</p>
<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

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The 18th AGM of the Company held on 29 June 2022 was conducted leveraging on technology, holding the AGM virtually via Remote Participation and Voting (RPV) facilities.</p> <p>The shareholders were allowed to submit their questions electronically through the online platform provided by Tricor Investors & Issuing House Services Sdn. Bhd. via TIH Online Website at https://tiih.online prior to the AGM, and used in the form of real time submission of typed texts and vote remotely.</p> <p>The Company received live questions during the AGM and had addressed all live questions at the AGM.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 18th AGM of the Company held on 29 June 2022 was conducted virtually via Remote Participation and Voting (“RPV”) facilities.</p> <p>The RPV facilities are hosted via TIIH Online Website at https://tiih.online provided by Tricor Investors & Issuing House Services Sdn. Bhd. allowed the shareholders to pose questions to the Board and Chairman before and during the AGM via typed text in the query box. The shareholders were allowed to submit their questions at any time from the day of notice of AGM and up to the time when the meeting was in progress.</p> <p>The detailed procedures to participate in the meeting remotely were provided to the shareholders in the Administrative Details of the AGM sent through email and by ordinary post and the same were also published on the Company’s website.</p> <p>At the 18th AGM, shareholders and proxies logged in through the RPV facilities to attend the AGM which were sent through via email and/or by ordinary post and the same were also published on the Company’s website at www.t7global.com.my</p> <p>All the Directors, Senior Management, Company Secretaries and Shareholders attended the 18th AGM virtually.</p> <p>The Chairman read the questions posed by the shareholders and the Chairman answered the questions accordingly. To ensure effective communication, each question was also displayed on the screen as and when the Chairman provided his responses to the respective questions accordingly in an orderly manner.</p> <p>The 18th AGM proceeding was conducted smoothly with the choice of RPV facilities.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The minutes of the 18 th Annual General Meeting (“AGM”) of the Company held on 29 June 2022 were published at the Company’s website within 30 business days after the 18 th AGM of the Company.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT TO 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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