

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7036
COMPANY NAME : Borneo Oil Berhad (the “Company” or the “Group”)
FINANCIAL YEAR : June 30, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is collectively responsible for the long-term success of the Company and the delivery of sustainable value to its stakeholders. To ensure the effective discharge of the Board's functions and responsibilities, the Board has in place the Board Charter and has established Board Committees with clear Terms of Reference.</p> <p>The Board is guided by its Board Charter, which lays out its roles and responsibilities in, among others, reviewing and adopting the Group's strategic plans, overseeing the conduct of the business operations of the Group, reviewing the adequacy of the internal control, identifying principal risks and ensuring that the risks are properly managed, establishing a succession plan, developing and implementing a shareholders communications policy, reviewing management information and internal control system of the Group and promote good Corporate Governance culture within the Group which reinforces ethical, prudent and professional behaviour.</p> <p>Roles and responsibilities of the Board include:</p> <ul style="list-style-type: none">i. Identifying principal risks and ensuring the implementation of appropriate internal controls and risk management measures;ii. Reviewing and adopting the Company's strategic plans;iii. Overseeing the conduct of the Company's business;iv. Succession Planning;v. Overseeing the development and implementation of an investor communication policy for the Company; andvi. Reviewing the adequacy and integrity of management information and internal control system of the Company.
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

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

Practice 1.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The role of the Chairman of the Board is set out in the Board Charter. The Chairman provides leadership to the Board, champions good governance and sets the tone of governance for the Board, maintains the Board’s focus towards its goals during or outside board meetings, and insightful current issues within and outside the industry.</p> <p>Mr. Tan Kok Chor is the Non-Independent Non-Executive Chairman of the Company. His profile is reflected in the accompanying Annual Report 2023. He ensured the Board functioned effectively with good corporate governance under his leadership. Being the Chairman of the Board, he has experience in commercial, legal and administrative matters. He held various directorships in several other private limited companies incorporated in Malaysia.</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

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	:	Mr. Tan Kok Chor is the Non-Independent Non-Executive Chairman and Datuk Joseph Lee Yok Min @ Ambrose is the Managing 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

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board is not a member of the Audit Committee ("AC"), Nomination Committee ("NC") and Remuneration Committee ("RC").</p> <p>Each of the committees is also chaired by a different Independent Non-Executive Director. This is to ensure all the committees can function independently to meet the objectives and goals 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

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company Secretaries are Ms. Chin Siew Kim and Ms. Andrea Huong Jia Mei. They are both qualified to act as company secretaries under Section 235(2) of the Companies Act 2016.</p> <p>The Company Secretaries are experienced, competent and knowledgeable, and play an essential role in advising the Board on corporate compliance with the relevant laws, rules, procedures, and regulations affecting the Board and the Group and best practices of governance and corporate disclosures. The roles and responsibilities of the Company Secretaries are stipulated in the Board Charter.</p> <p>The Directors have unrestricted access to the advice and services of the Company Secretaries. The Board is regularly kept up to date on any relevant legislation, regulations and guidelines, as well as any amendments thereto issued by Bursa Malaysia Securities Berhad ("Bursa Securities"), Securities Commission Malaysia and other relevant regulatory authorities, including recommendations on corporate law reform in Malaysia as well as applicable foreign jurisdictions, particularly the effects of such new or amended legislation, regulations and guidelines on the directors specifically and the Group generally.</p> <p>The Company Secretaries ensure that the board and board committees' decisions are correctly documented and relayed to Management to act upon in a timely manner. The Company Secretaries are also responsible for, among others, the operation of the secretariat function, including lodgements with relevant statutory and regulatory bodies, the administration of Board and Board Committee meetings (including preparation of the minutes, matters arising and Board Committee Chairman's reports), managing processes pertaining to the Company's general meetings, and assisting the Board in applying the latest corporate governance practices to meet the Board's needs and stakeholders' expectations.</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

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>All Directors are provided with an agenda and a set of board papers together with previous minutes and other relevant information issued at a reasonable period from the date of Board Meetings to ensure that the Directors can appreciate the issues to be deliberated and to obtain further explanations, where necessary.</p> <p>Directors are allowed to participate in Board or Board Committee meetings via electronic means. The BOB meetings are held either physically or in hybrid mode. All deliberations and decisions made at Board or Board Committee meetings, including dissenting views and whether any Director abstained from voting or deliberating on a particular matter, are duly minute as records of their proceedings.</p> <p>The Board papers contain all relevant information, and the minutes of meetings enable the Board members to make informative decisions. Where necessary, senior management staff may be invited to attend the Board meetings for their comments and ideas on the relevant matters discussed.</p> <p>Draft Minutes of the meetings are typically circulated to the Directors within 14 days after each meeting for 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

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	:	The Board has in place a board charter that demarcates the responsibilities between the Board, Board Committee, Chairman, Independent Non-Executive Director, Executive Director and Company Secretary according to the principles of good corporate governance as stipulated in the policy documents and guidelines issued by the relevant regulatory authorities. The Board Charter is published on the Company's website via Board Charter.pdf (borneo-oil.com.my)
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has an established Code of Conduct and Ethics ("the Code") implemented throughout the Group, which dictates the ethics and standard of good conduct expected from every director and employee. The Code provides the framework for all directors and employees. Failure to comply with the Code may result in the commencement of disciplinary actions that may lead to termination of employment and/or appointment.</p> <p>The Code covers areas such as compliance with the law, professional integrity, accurate and complete accounting, bribes, gifts and entertainment, conflicts of interest, the act of diverting, confidentiality and protection of company assets, political and charitable contributions, as well as occupational health, safety and environmental activities.</p> <p>The Code of Conduct and Ethics is published on the Company's website. Code of Conduct and Ethics.pdf (borneo-oil.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 provides a safe and confidential avenue for all employees of the Group and members of the public to raise concerns on any poor or unacceptable practice and misconduct. The whistle-blowers are reassured that they will be protected from detrimental action or unfair treatment for disclosing concerns in good faith. The whistleblowing policy provides an avenue to encourage employees and stakeholders to raise genuine concerns about unethical behaviours, illegal activities, malpractices and/or failure in compliance with legal or regulatory requirements at the workplace.</p> <p>The Company is committed to treating all such disclosures confidentially and sensitively. The whistle-blower's identity shall be kept confidential unless prior written consent of the whistle-blower has been obtained for such disclosure or if required by law or any regulatory authorities.</p> <p>The Whistleblowing Policies and Procedures is published on the Company's website. Whistleblowing Policies and Procedures (borneo-oil.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 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	:	The Board is principally responsible for the governance of sustainability in the Company and has approved and endorsed policies pertaining to the Company’s Sustainable policies, strategies, priorities and targets. Amongst the responsibility of the Board on sustainability are: - a) Review and approve Management’s proposal on the strategic plan for the Group to bring objectivity and sound judgement to the strategic planning process b) Ensure that the strategic plan for the Group supports long-term value creation and includes strategies on Environmental, Social and Governance (“ESG”) and Economic, Environmental and Social (“EES”) considerations underpinning sustainability.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>In meeting the objectives on sustainability, the Board undertakes to review and approval of sustainable development strategies and policies in respect of the following areas: -</p> <ol style="list-style-type: none">1. Employees – The Board is committed to ensuring the Management builds a company where employees are happy to work and take pride as part of the Group.2. Customer - The Board is committed to ensuring the Group places the highest regard in relation to the safety and quality of products. Management shall ensure the quality of its products and services are meeting the highest customer satisfaction and requirements.3. Environment - The Board is committed to ensuring that the Group preserves and enhances society’s quality of life by improving the Group’s sustainable activities in order to sustain the ESG areas of the Group’s operations. <p>Detailed description of BOB’s stakeholder engagement groups and priorities together with its sustainability aspirations and performances are disclosed in the Company’s Sustainability Statement, which is set out in the Company’s Annual Report for FYE2023 to be communicated to its stakeholders.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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	:	The Company and the Board are constantly monitoring the industry trends and taking steps to overcome operating challenges and meet stakeholder expectations, to produce long-term value for shareholders and stakeholders of the Group and the community. The Board also kept themselves abreast with and understand the sustainability issues and regulatory updates by attending seminar/training and through the dissemination of updates and notices from Bursa Malaysia and Securities Commission and also by reading sustainability-related material and professional journals.	
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	:	For the performance evaluation carried out for Financial Year Ended 2023, the Nomination Committee did not assess the performance of the Board in addressing sustainability risks and opportunities.	
		The Board will continue to improve the performance evaluation criteria by including the performance evaluation of addressing sustainability risks and opportunities moving forward.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Nomination Committee (“NC”) oversees and reviews the overall composition of the Board in terms of size, the required mix of skills, experience and other qualities, and core competencies for the Directors of the Company and the Board’s capacity to discharge its responsibilities effectively.</p> <p>On an annual basis, the NC will review the independence of the Independent Directors, and assess the effectiveness of the Board as a whole and the Board Committees.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>As stated in the Board Charter, Board composition shall comprise at least two directors or one-third of the Board of Directors, whichever is the higher, who are Independent Non-Executive Directors (“INED”).</p> <p>As of the end of the financial year, the Board comprises seven (7) members, out of which three (3) are INEDs. It fulfils the prescribed requirement for at least one-third of the board comprised of independent directors as stated in Paragraph 15.02 of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company recognises MCCG's recommendation that the tenure of an independent director should not exceed a cumulative term limit of nine (9) years. Upon completion of nine (9) years, the Independent Director may continue to serve on the Board as an Independent Director subject to assessment by the Board and shareholders' approval at the general meeting.</p> <p>MCCG 2021 recommended that after serving for nine years, an independent director may continue to serve on the board as a non-independent director. If the board intends to retain the independent director beyond nine years, the board should provide justification and seek annual shareholders' approval through a two-tier voting process.</p> <p>Mr. Seroop Singh Ramday, Senior Independent Non-Executive Director has served for nine (9) years as an Independent Non-Executive Director. Therefore, the Company shall be seeking the shareholders' approval via a two-tier voting process at the forthcoming 39th Annual General 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

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

Practice 5.4 - Step Up

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

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

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company sets out the approach to diversity on the Board, including gender, age and ethnic diversity. However, the Board is committed to further enhancing skill set, experience and cultural background diversity regarding its composition. The Board does not specify a set target for boardroom diversity as the appointment of Board members should be based on objective criteria, merit, and due regard for diversity.</p> <p>In selecting a suitable candidate, the Nomination Committee is responsible for making recommendations to the Board for the re-election of Directors who retire by rotation. This recommendation is based on formal reviews of the performance of Directors, taking into consideration the Board competency matrix and the Directors' contribution to the Board through their knowledge and commitments, experiences, level of independence and ability to act in the best interest of the Group in decision making.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.6

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The NC will perform an annual review of the required mix of skills and experience and other qualities, including core competencies which Directors should bring to the Board and assess the effectiveness of the Board as a whole, as well as look into succession planning, boardroom and gender diversity to ensure the effectiveness of the Board.</p> <p>The procedures for appointment to the Board are formal and transparent. The candidate is identified through the recommendation of the existing board members, senior management, shareholders and independent third-party referrals.</p> <p>In identifying candidates for appointment to the Board, certain factors are taken into consideration on their mix of skills, experience and strengths that would be relevant for the effective discharge of the Board's responsibilities</p> <p>The Board will consider referrals from external sources to identify suitably qualified candidates when the need arises in the future and will not solely rely on recommendations from existing Board members, Management and/or major shareholders.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 5.7

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

Application	:	Applied	
Explanation on application of the practice	:	Profiles of directors who are due for retirement and offered themselves for re-election, are set out in the Annual Report of the Company. The performance, contribution and if applicable, independence of the retiring directors who are standing for re-election were duly assessed by the NC and Board. The justifications to support the re-election of retiring directors were provided in the Notice of AGM for shareholders to make informed decision at the AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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 made up entirely of Non-Executive Directors, of whom all 3 Directors are independent. The Committee is chaired by Mr. Seroop Singh Ramday, Senior Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	As at 30 June 2023, the Board comprises two (2) female directors, namely Ms. Georgia Suzanne Lingam @ Gerogianne and Ms. Susie Chung Kim Lan. Another female director, Ms. Siti Ainee Hanum Binti Suhaidi was appointed to the Board on 27 July 2023. Currently, the three female directors constitute 42.85% of the board's composition.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board has always considered gender and workplace diversity as set out under Practice 5.5 and Practice 5.10 of the MCCG 2021 which emphasise the support of women's representation at the Group level as well as the Group's respective subsidiary boards. Notwithstanding, the Board is of the view that while it is important to promote gender diversity, the normal selection criteria of a director, based on an effective blend of competencies, skills, extensive experience and knowledge in areas identified by the Board, should remain a priority so as not to compromise on qualifications, experiences and capabilities.</p> <p>When appointing a director or senior management, the Nomination Committee will always evaluate and match the criteria of the candidate to the Board based on individual merits, experience, skill, competency, knowledge and potential contribution, whilst due consideration for boardroom diversity also be taken into account.</p> <p>The Company does not set any specific target for boardroom diversity, and female representation will be considered when suitable candidates are identified.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The evaluation of the effectiveness of the Board, board committees, and individual directors, including the Independent Director, was conducted in-house under the purview of the Nomination Committee ("NC") and facilitated by the Company Secretaries.</p> <p>The evaluation criteria for the Board, Board Committees and individual Directors are primarily anchored on regulatory enumerations and emerging best practices of MCCG as the evaluation method.</p> <p>The Board also assessed the independence of Independent Directors in respect of the financial year under review, which was carried out internally and facilitated by the Company Secretaries. Based on the overall assessments conducted for the financial year under review, the Board is satisfied that the Company's Independent Directors are independent of the management and free from any business or other relationships that could interfere with independent judgment.</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 7.1

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 Group's policy on Directors' and Senior Management's remuneration establishes formal and transparent procedures for determining the remuneration of Directors and Senior Management in a manner that will attract and retain Senior Management talent, align their interests with the interests of shareholders and drive the Company's long-term objectives.</p> <p>The remuneration of the Executive Directors is reviewed and recommended by the Remuneration Committee to the Board for approval, taking into account the individual performance, economic conditions, the inflation price index, achievement of budget and information from independent sources on the rates of salary for similar positions in other comparable companies.</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>In line with the best practices of MCCG 2021, the Board has set up a Remuneration Committee ("RC") comprising all three (3) Independent Non-Executive Directors and is chaired by the Senior Independent Non-Executive Director, Mr. Seroop Singh Ramday.</p> <p>The summary of key activities undertaken by the RC during the financial year under review was disclosed in the RC Report in the Company's Annual Report 2023.</p> <p>The Remuneration Committee has written Terms of Reference, which deal with its authority and duties, and these Terms are disclosed on the Company's website at www.borneo-oil.com.my</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The detailed disclosure of each Director's remuneration for the financial year under review was disclosed on the named basis in the Corporate Governance Overview Statement of the Company's Annual Report 2023.

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 Joseph Lee Yok Min @ Ambrose	Executive Director	900	-	-	-	-	-	900	900	-	-	-	-	-	900
2	Mr. Tan Kok Chor	Non-Executive Non-Independent Director	192	-	-	-	-	-	192	192	-	-	-	-	-	192
3	Mr. Seroop Singh Ramday	Independent Director	120	-	-	-	-	-	120	120	-	-	-	-	-	120
4	Ms. Susie Chung Kim Lan	Independent Director	60	-	-	-	-	-	60	60	-	-	-	-	-	60
5	Ms. Georgia Suzanne Lingam @ Georgianne	Executive Director	60	-	-	-	--	-	60	60	-	151.071	-	-	-	211.071
6	Ms. Siti Ainee Hanum Binti Suhaidi (Appointed 27.7.2023)	Independent Director	0	-	-	-	-	-	-	0	-	-	-	-	-	0
7	Sri Ganesh A/L Balasubramaniam	Executive Director	24	-	-	-	-	-	24	24	-	160.423	-	-	-	184.423
8	Michael Moo Kai Wah (Resigned 8.6.2023)	Independent Director	99.96	-	-	-	-	-	99.96	99.96	-	-	-	-	-	99.96

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board is of the view that it is not to the Company's advantage or best business interest to disclose the detailed remuneration of its Senior Management on a name basis, considering the competitive nature of the industry within which we operate and the sensitivities associated with such disclosure. The confidentiality of such information is also crucial for the Group in managing our talent bench effectively.</p> <p>As an alternative to the recommended practice, the Board has opted to disclose the number of Senior Management whose aggregate remuneration for the financial year under review was disclosed in the Corporate Governance Overview Statement of the Company's Annual Report 2023.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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	:	Choose an item.

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 Committee is Ms. Susie Chung Kim Lan, an Independent Non-Executive Director and she is not the Chairperson 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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company does not have any precedent or intention to appoint a former auditor as a member of the Audit Committee. Therefore, no such policy was implemented for the time being.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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>The primary function of the Audit Committee is to assist the Board in its responsibility to ensure that the financial statements of the Group are prepared in accordance with Malaysian Financial Reporting Standards ("MFRS") and other applicable accounting standards as well as to review the adequacy and effectiveness of internal control systems of the Group.</p> <p>The Audit Committee ensures that the external auditors are independent of the activities it audits and reviews the contracts for the provision of non-audit services by the external auditors to ensure that the independence and objectivity of the external auditors are not compromised. This annual review and assessment cover areas such as calibre of the external audit firm, independence and objectivity, quality of the processes / performance, audit team, audit scope and planning, audit fees, audit communications and resources supported by the assessment conducted by relevant management members.</p> <p>The external auditors have confirmed to the Audit Committee that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the independence criteria set out by the Malaysian Institute of Accountants.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Audit Committee comprises solely of three (3) Independent Non-Executive Directors.</p> <ol style="list-style-type: none">1) Ms. Susie Chung Kim Lan- Chairperson2) Mr. Seroop Singh Ramday – Member3) Ms. Siti Ainee Hanum Binti Suhaidi – Member <p>None of them is an alternate director</p>

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The qualifications and experience of the individual Audit Committee members are disclosed in the profile of the Directors of the Annual Report 2023.</p> <p>During the financial year under review, all members of the Audit Committee had undertaken the relevant training programmes to keep themselves abreast of the latest development in accounting and auditing standards, statutory laws, regulations and best practices to enable them to discharge their duties effectively.</p> <p>The training programmes attended by the AC members during the financial year under review are provided in the Corporate Governance Overview Statement of the Company's Annual Report 2023.</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 Board is updated on the Group's internal control system which encompasses risk management practices as well as financial, operational and compliance controls. It maintains oversight of all identifiable risks within the Group to ensure that the policies and procedures on risks and internal controls are implemented in accordance with the Group's business objectives. The Board is also committed to maintaining and reviewing the adequacy and integrity of the internal control system that would provide reasonable assurance in monitoring the effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations.</p> <p>The Risk Management Committee evaluates the risk management policies formulated by Management and the effectiveness of the mechanisms set in place to identify, evaluate and mitigate risk. It then makes the necessary risk-related recommendations to the Board for consideration and approval. The Risk Management Committee is also responsible for ensuring that the appropriate systems are in place to identify and highlight areas of potential business or operational risk to the Group.</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	:	Information on the features of its risk management and internal control framework and the adequacy and effectiveness of this framework are set out in the Statement on Risk Management and Internal Control of the Annual Report 2023.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Risk Management Committee of the Group which comprises solely of Independent Directors from the Audit Committee oversees the Company's risk management framework and policies.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is fully aware of the importance of the internal audit functions and has engaged an independent professional firm to provide independent assurance to the Board and Audit Committee in providing an independent assessment of the adequacy, efficiency and effectiveness of the Group's internal control system.</p> <p>The internal audit adopts a risk-based approach and prepares its audit plan based on the risk profiles from the risk assessment of the Group. Scheduled internal audits are carried out based on the annual audit plan approved by the Audit Committee. The internal audit reports are issued and reviewed by the Audit Committee members during the year.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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 function was outsourced to an independent professional firm and free from any relationships or conflicts of interest, which would impair their objectivity and independence. The Audit Committee reviewed the appointment of the internal auditors prior to their engagement.</p> <p>The appointed internal audit firm, Valens Consult Services Sdn. Bhd., provides the technical expertise and resources and carries out the audit function according to a recognised framework as disclosed in the Statement on Risk Management and Internal Control.</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>The Company has a dedicated Investor Relation ("IR") Information link on our website, which maintains regular dialogue with all its stakeholders, including key institutional investors and analysts, and answers queries from shareholders.</p> <p>The Board endeavours to provide timely and accurate disclosure of all material information of the Group to the shareholders and investors. Information is disseminated through various disclosures and announcements made to Bursa Securities, including quarterly financial results, audited financial statements, and Annual Reports.</p> <p>This information is also electronically published on Bursa Securities and the Company's corporate website at http://www.bursamalaysia.com and at www.borneo-oil.com.my, respectively, which are accessible by the public as well.</p> <p>The Board adheres strictly to the Bursa Securities disclosure framework to provide investors and the public with accurate and complete information on a timely basis. The Board ensures that authorised personnel handle confidential information to avoid leakage and improper use of such information. The Board is also mindful that information that is expected to be material must be announced immediately.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>Under the Companies Act 2016 and the MMLR of Bursa Securities, an AGM should be called by giving at least 21 days' notice of the meeting. Nevertheless, our Board will at least provide for a 28 days' notice period for its 2023 AGM because we believe it is beneficial to our shareholders as they will get sufficient time to make an informed decision regarding the AGM business agenda and make the necessary arrangements to attend and participate in person or through corporate representatives, proxies or attorneys.</p> <p>The AGM Notice also includes an AGM Guide, which provides useful information to shareholders regarding the details of the AGM, shareholders' entitlement to attend the AGM, their rights to appoint a proxy or representative and the voting procedures. Relevant explanatory notes for the resolutions proposed are also included in the AGM Notice to assist our shareholders in having a better understanding and evaluation of the issues involved to enable them to make informed decisions in exercising their voting rights.</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 Directors will attend and participate in the Company's general meetings unless unforeseen circumstances prevent them from doing so.</p> <p>Shareholders are invited to attend the AGM each year and ask questions on any resolutions proposed. The Chairman and Directors are present at the general meeting to address any stakeholder concern on matters relating to the functions and activities under the purview of their respective Committees.</p> <p>During the last AGM, all Directors attended the Meeting.</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 13.3

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company will hold its 2023 AGM in SICC at Kota Kinabalu, Sabah, and the venue is easily accessible by shareholders.	
		The Board has opted for a physical platform for better engagement with shareholders as it allows a better flow of two-way communication at the general meetings.	
		The Board will consider embracing the adoption of technology to facilitate voting in absentia and remote shareholders' participation in future general meetings to allow broader shareholders' participation.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 13.4

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 Chairman of the Board will represent to brief or answer the questions from shareholders or representatives of proxies at the venue of the AGM.</p> <p>The representatives of proxies or shareholders are allowed to submit the pre-meeting questions. Besides, they were allowed to submit the questions during the meeting. The Chairman or representative of the Board of Directors will react immediately to answer or reply as necessary.</p> <p>All the Directors, Senior Management, Company Secretaries and external auditors were present during the AGM to engage with the shareholders to address any area of interest or concern brought up by shareholders and representatives of proxies.</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.

provide any reasons online entered by the meeting platform.			
Application	:	Not applicable – only physical general meetings were conducted in the financial year	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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 general meeting was posted on the Company's website at www.borneo-oil.com.my no later than 30 business days after the general meeting.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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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