CORPORATE GOVERNANCE REPORT

STOCK CODE : 5281

COMPANY NAME: ADVANCECON HOLDINGS BERHAD

FINANCIAL YEAR : December 31, 2020

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCEDisclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B - DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A - DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	: Applied
Application	. Applied
Explanation on application of the practice	: Advancecon Holdings Berhad ("Advancecon" or "the Company") is led by an experienced, competent and diversified Board that is made up of Directors with appropriate competencies, knowledge, skills and experience from diverse backgrounds. The Directors collectively, set the Company's strategic objectives and ensure that the necessary resources are in place for the Company to meet its objectives and review management performance.
	The Board is responsible for the oversight and overall management of the Company. The Executive Directors are responsible to manage the day-to-day operations of the business, implementation of Board policies and making strategic decisions for the business while the Independent Non-Executive Directors ("INEDs") contribute their independent judgement to the Board on issues of strategy and performance.
	The Board is guided by its Board Charter and the Code of Conduct and Ethics ("Code") which clearly sets out the Board's roles and responsibilities and the standard of conduct expected of Directors respectively.
	Board Committees, which operate within its respective defined Terms of Reference ("TOR"), have been established to assist the Board in the discharge of its specific duties and responsibilities. Hence, the Chairman of the respective Committees report to the Board the outcome of deliberations of each Committee's meetings.
	In order to ensure the effective discharge of the Board's functions and responsibilities in meeting the objectives of the Company and of the Group, the Board had carried out the following activities during the financial year ended 31 December 2020 ("FY2020"):

- (a) The Chairman ensures that decisions are taken on a sound and well-informed basis, including ensuring that all strategic and critical issues are considered by the Board and that Directors receive the relevant information on a timely basis.
- (b) The Management's performance under the leadership of the Group Chief Executive Officer ("Group CEO") is monitored through a yearly performance evaluation.
- (c) The Board through the Nomination Committee ("NC") is responsible to ensure the Board is represented by individuals with an optimal mix of qualifications, skills and experience.
- (d) The Remuneration Committee ("RC") is responsible to formulate and review the remuneration for Directors and Senior Management of the Company to ensure the same remain competitive, appropriate and in alignment with the prevailing market practices.
- (e) Through the Risk Management and Sustainability Committee ("RMSC"), the Board oversees the risk management framework of the Group. The RMSC assists the Board to fulfill its responsibilities with regards to risk governance and risk management in order to manage the overall risks exposure of the Group. The Audit Committee ("AC") reviews the risk management and internal controls of the Group to ensure, as far as possible, the protection of its assets and its shareholders' interest.
- (f) The Board maintains an open communication policy that enables the Board and its Management to communicate effectively with shareholders and members of the general public. Whenever appropriate, the Board or the relevant management personnel will respond to queries from the stakeholders on a timely manner.
- (g) The Board ensures that financial statements prepared for each financial year have been made out in accordance with the applicable approved accounting standards and give a true and fair view of the state of affairs of the Company and the Group at the end of the financial year. In preparing the financial statements the Board has:
 - Ensure adherence to accounting policies and applied them consistently.
 - Made judgements and estimates that are reasonable and prudent.
 - Ensure that all applicable accounting standards have been adhered to.

	 Ensure financial statements are prepared on the going concern basis as the Directors have a reasonable expectation, having made enquiries that the Group has adequate resources to continue in operations for the foreseeable future.
Explanation for	
departure	
Large companies are r	equired to complete the columns below. Non-large companies are
encouraged to complete t	he columns below.
Measure	
Timeframe	

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	:	Appl	ied
Explanation on application of the practice		the pres perf	Yeoh Chong Keat is the Independent Non-Executive Chairman of Company. He is responsible for leadership of the Board and ides over the meetings of the Board to ensure that the Board orm its roles and responsibilities effectively at the same time and narges its fiduciary duties diligently.
		the stew	er than leading the Board meetings and meetings of shareholders, Chairman ensures that all relevant issues for the successful rardship of the Group's business are on the Board agenda to tate effective decision making by the Board.
		Duri	ng the FY2020, the Chairman had:
		(a)	Provided leadership for the Board so that the Board could perform its roles and responsibilities effectively and setting its agenda. The Chairman is also responsible for creating an environment for open, robust and effective debate. This includes ensuring, via the Company Secretary, that the Directors receive accurate, timely and clear information.
		(b)	Set the Board agenda with Company Secretary and ensured that Board members had received complete and accurate information in a timely manner.
		(c)	Led Board meetings and discussions.
		(d)	Managed boardroom dynamics by promoting a culture of openness and debate; encouraged active participation and allowed dissenting views to be freely expressed.
		(e)	Acted as the conduit between Management and the Board, although all Directors should have the opportunity to get to know key members of the Management team.
		(f)	Ensured appropriate steps are taken to provide effective communication with stakeholders and that their views were communicated to the Board as a whole.

	(g) Led the Board in establishing and monitoring good corporate governance practices in the company.
Explanation for :	
departure	
Large companies are re encouraged to complete t	equired to complete the columns below. Non-large companies are he columns below.
Measure :	
Timeframe :	

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 1.3The positions of Chairman and CEO are held by different individuals.

Application :	Applied
Explanation on application of the practice	The positions of Chairman and Group CEO of Advancecon are held by two different individuals. The Independent Non-Executive Chairman, Mr Yeoh Chong Keat leads and manages the Board in its collective oversight of management by focusing on governance and compliance whereas the Group CEO, Dato' Phum Ang Kia manages the business strategy and day-to-day operations of the Company. The roles of Chairman and the Group CEO are segregated and clearly defined by their individual position descriptions. The distinct and separate roles of the Chairman and Group CEO, with their clear division of roles and responsibilities have ensured a balance of power and authority, such that no one individual has unfettered decision-making powers. The roles of the Chairman and Group CEO are defined in the Board Charter which is available on the Company's website at www.advancecon.com.my.
Explanation for :	,
- departure	
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Measure	
Timeframe :	

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

Practice 1.4

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

Application :	Applied
Explanation on application of the practice	act as company secretaries under Section 235(2) of the Companies Act 2016 ("the Act"). One of them is a member of Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) whilst the other is a Licensed Company Secretary (LS). During the FY2020, the Company Secretaries had performed the
	 following tasks: (a) Supported the Board and played an important role to facilitate the overall compliance with the Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") and other relevant laws and regulations by updating the Board at the Board meetings. (b) Assisted the Board and Board Committees to function effectively and in accordance with their respective TOR and best practices and ensured adherence to the existing Board policies and procedures.
	(c) Attended Board Meetings and ensured the proper conduct of the meetings. Deliberations and decisions were accurately minuted and kept in the minutes books.
	(d) Managed processes pertaining to the annual shareholders meeting.
	(e) Served as a focal point for stakeholders' communication and engagement on corporate governance issues.
	The roles and responsibilities of the Company Secretaries are set out in the Company's Board Charter, which is available on the Company's website at www.advancecon.com.my .

	The Company Secretaries had attended the necessary training programmes, conferences, seminars and/or forums organised by the Companies Commission of Malaysia ("CCM"), MAICSA, the Securities Commission Malaysia ("SC") and Bursa Securities as well as in house training so as to keep themselves abreast with the latest changes in laws and regulatory requirements that are relevant to their profession and to provide the necessary advisory role to the Board.
Explanation for : departure	
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Measure :	
Timeframe :	

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

Practice 1.5

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

Application :	Applied
Explanation on : application of the practice	Unless otherwise agreed, notice of each meeting confirming the venue, time, date and agenda of the meeting together with relevant Board papers are forwarded to each director no later than seven days before the date of the meeting.
	This is to ensure that the Board papers comprising issues to be discussed, supporting information and documentations are provided to the Board sufficiently in advance. Furthermore, Directors are given sufficient time to read the Board papers and seek for any clarification or further explanation from Management and the Company Secretaries. The deliberations of the Board in terms of the issues discussed during the meetings and the Board's conclusions in discharging its duties and responsibilities are recorded in the minutes of meetings by the Company Secretaries.
	The Board has access to all information within the Company to enable them to discharge their duties and responsibilities and is supplied in a timely basis with information and reports on financial, regulatory and audit matters by way of Board papers for informed decision making.
	Senior Management and/or external consultants may be invited to attend Board Meetings to advise and/or furnish the Board with relevant information.
	To facilitate smooth operation of the businesses of the Group, follow up actions requested by the Board or Board Committees pertaining to the decisions of the Board or the Board Committees, are addressed by the Management within the timeline given.
Explanation for : departure	
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Measure :	
Timeframe :	
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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 is guided by its Board Charter which clearly sets out the Board's strategic intent, roles and responsibilities in discharging its fiduciary and leadership functions. The Board Charter serves as a main source of reference and also provides insights to prospective Board members and Senior Management. It clearly explains the relationship and interaction between the Board, Board Committees, Chairman and Executive Directors. Hence, the Board Charter is reviewed periodically and updated in accordance with the needs of the Company to ensure its effectiveness and consistency with the Board's objectives and corporate vision. The Board Charter was reviewed by the Board on 24 February 2021. The current Board Charter is accessible for reference on the Company's website at www.advancecon.com.my .
Explanation for : departure	
-	quired to complete the columns below. Non-large companies are
encouraged to complete th	e columns below.
Measure :	
Timeframe :	

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	:	The Board is committed in maintaining a corporate culture which engenders ethical conduct. The Board has formalised the Code as a guidance to be followed by Directors and all employees with regards to the Group's standard of integrity and rules of conduct to be observed in the performance of work and business practices. The core sections of the Code covered the following principles: Act with Integrity and Ethics Protect Advancecon Assets and Intellectual Property Comply with Laws and Regulations Working with One Another The Board will periodically review the Code when necessary to ensure it remains relevant and appropriate. The details of the Code are available for reference at the Company's website at www.advancecon.com.my.
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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	:	The Board has established a Whistle Blowing Policy to provide an avenue to facilitate employees of the Group or members of the public to raise any concerns or disclose any improper conduct within the Group and to take appropriate action to resolve it effectively.
		Whistle-blowers can report any improper conduct by email to the Audit Committee Chairman, En Mohd Zaky bin Othman at mohd zaky@advancecon.com.my or post it to Advancecon's office. The Whistle Blowing Policy is available on the Company's website at www.advancecon.com.my.
		On 20 May 2020, the Board had adopted the Anti-Bribery and Corruption Policy which governs the prevention of corruption and unethical practices within the Group. The Anti-Bribery and Corruption Policy Statement is available on the Company's website at www.advancecon.com.my .
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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

Practice 4.1

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

	: Departure		
Explanation on application of the practice			
Explanation for departure	The current Board comprises of seven members with three being INED.		
•	Designation	Number of Directors	Percentage (%)
	Executive Directors	4	57.14
	Independent and Non-Executive Directors	3	42.86
	Total	7	100.00
	The Board is mindful that it does not comprise of the view that the present INED, with a background and experience, have enable objective judgement on various issues	the breadth o	f professional
	impartial, objective and unbiased opinions a satisfied that the Independent Direct management and free from management at relationship which could interfere with the judgement, objectivity and the ability to accompany. The current composition of the Board Company.	nd viewpoints ors are ind nd/or any bus se exercise of t in the best i	ir sharing of 5. The Board is ependent of iness or other independent nterest of the

encouraged to complete the columns below.

Measure		
Timeframe :		

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

Practice 4.2

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

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

Application	:	Not applicable - No independent director(s) serving beyond 9 years
Explanation on application of the practice	:	During the FY2020, none of the Independent Directors have served as Independent Director for a cumulative term of nine years or more.
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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

Practice 4.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Practice 4.4

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

Application	: Applied
Application	. Applied
Explanation on application of the practice	: The Board recognises that having a range of different skills, backgrounds and experiences is essential to ensure effective decision making and governance in the best interests of the Company.
	The normal selection criteria of a Director are based on an effective blend of competencies, skills, experience and knowledge so as to strengthen the Board.
	The NC is responsible for identifying, assessing and recommending the right candidates to the Board as well as reviewing the composition and performance of the Board. In making its recommendations, the NC will consider, among others, the mix of skills, knowledge, experience, diversity (including gender diversity), background, integrity, competence, time commitment and independence in order to meet the strategic objectives and business requirements of the Group.
	During the FY2020, the diversity for the Board and Senior Management are as follows:
	Board of Directors Gender: Male (7); Female (0) Age: 40-49 (1); 50-59 (2); 60 & above (4) Ethnicity: Malay (2); Chinese (5); Indian (0)
	Senior Management Gender: Male (2); Female (0) Age: 30-39 (0); 40-49 (2); 50-59 (0); 60 & above (0) Ethnicity: Malay (0); Chinese (2); Indian (0)
	Having assessed the size, composition and diversity of the Board annually, the NC and the Board opined that the existing Board has the requisite competencies and capacity to effectively discharge its functions and responsibilities.
Explanation for departure	

Large companies are encouraged to complet	•	•	the	columns	below.	Non-large	companies	are
Measure	:							
Timeframe	:							

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

Practice 4.5

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

Application	Departure
Explanation on application of the practice	
Explanation for significant departure	The Board is supportive of the recommendation of Malaysian Code on Corporate Governance 2017 ("MCCG") to the establishment of boardroom and workforce gender diversity policy. The Board does not have specific policies on setting target for the appointment of female Director to the Board.
	The NC will evaluate, assess and recommend the right candidate to the Board based on the candidates' competency, skills, character, time commitment, knowledge, experience and other qualities in meeting the needs of the Group. Equal opportunity is given and the Board does not practise discrimination of any form, whether based on age, gender, race and religion throughout the organisation. Nevertheless, the Board will evaluate and match the criteria of the potential candidate as well as considering the boardroom diversity for any new proposed appointment of directors.
	Currently, our Board members comprise of all male Directors. However, to be in line with the country's aspirational target of 30% representation of women on Board, the Board may consider appointing female Directors in the future to bring about gender diversity.
Large companies are re encouraged to complete t	equired to complete the columns below. Non-large companies are the columns below.
Measure	
Timeframe :	

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

Practice 4.6

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	During the FY2020, the Company did not appoint new additional directors. The current process with regards to the appointment of new Directors to the Board is based on the recommendation of the NC. The Board relies on the existing network and referrals from existing board members, senior management and major shareholders as primary means to source for new Directors as they represent a tried and tested method to source for high-calibre directors with a sound understanding of the business. The Directors appointment process is carried out based on methodical and robust process undertaken by the NC. Candidates recommended are thoroughly assessed based on their competence, integrity, character, time commitment and experience as stated in Paragraph 2.20A of MMLR.
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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

Practice 4.7

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

Application	Applied
Explanation on application of the practice	The NC is made up entirely of INEDs in compliance with paragraph 15.08A(1) of the MMLR.
processe	The NC is chaired by Mr Yeoh Chong Keat, who is the Independent Non-Executive Chairman of the Group.
	The composition of the NC can be found on Page 6 of the Annual Report 2020 ("AR") under Corporate Information.
	The TOR of the NC was reviewed by the NC and approved by the Board on 24 February 2021. The TOR of the NC can be viewed at the Company's website at www.advancecon.com.my.
Explanation for departure	
Large companies are reencouraged to complete	equired to complete the columns below. Non-large companies are the columns below.
Measure	
Timeframe	

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

Practice 5.1

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

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

Application :	Applied		
Explanation on : application of the practice	During the FY2020, the NC conducted a formal and objective internal annual assessment of the Board performance as a whole, the Board Committees and individual Directors, based on self and peer assessment which was undertaken internally. The assessment covers the size and composition of the Board as well as skill mix, industry experience, roles and responsibilities, and effectiveness of the Board, Board Committees and individual Directors based on a set of questionnaires and rating system.		
	Below are the criteria used to assess Board, Board Committees and individual Directors respectively during the financial year:		
	 (a) Directors' self-assessment knowledge about the Group's vision and mission; individual roles, responsibilities and functions including but not limited to participation / deliberation at Board meetings, knowledge about the Group's financial status / performance and the state of affairs of the Group; competency and contribution. 		
	 (b) Board and Board Committees' assessment Board mix authority and composition to function effectively; quality of information and decision making process with regards to financial performance and audit, risk management, internal control and communication with stakeholders. 		
	The NC has referred to the criteria of "Independence" used in the definition of "independent directors" prescribed under the MMLR and MCCG when assessing the independence of INED.		

	The results of the assessments were compiled by the Company Secretary for deliberation and recommendation at the NC meeting and the NC will subsequently table the matter to the Board for their consideration.
	The Board had undertaken the annual evaluation of themselves, its committees and each individual director for FY2020. The Board was satisfied with the outcome of the evaluation and was of the view that the internal evaluation was adequate to determine the overall effectiveness of the Board and individual Directors.
	The Board recognises that it is important that all Directors should be able to dedicate sufficient time to the Company to discharge their responsibilities effectively.
Explanation for : departure	
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Measure :	
Timeframe :	

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

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

Practice 6.1

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

Application :	Applied
Explanation on : application of the practice	The RC is authorised by the Board to establish a formal and transparent procedure for developing a policy on Executive Directors' remuneration and for fixing the remuneration packages of individual Directors.
	The Board believes in a remuneration policy that fairly supports the Directors' responsibilities and fiduciary duties in steering the Group to achieve its long-term goals and enhance shareholders' value. The Board offers a competitive remuneration package in order to attract, develop and retain talented individuals to serve as Directors.
	The RC's principal objective is to evaluate, deliberate and recommend to the Board a remuneration policy for the Executive Directors that is fairly guided by market norms and industry practice. The RC also recommends the Executive Directors' remuneration and benefits based on their individual performances and that of the Group.
	The determination of the remuneration for INED is a matter of the Board as a whole. The level of remuneration for INED reflects the amount paid by other comparable organisations, adjusted for the experience and levels of responsibilities undertaken by the particular INED concerned.
	The remuneration package of INED will be a matter to be deliberated by the Board, with the Director concerned abstaining from deliberations and voting on deliberations in respect of his individual remuneration. The aggregate annual Directors' fees and other benefits payable are to be approved by shareholders at the Annual General Meeting ("AGM") based on recommendations of the Board.

	The remuneration components of key Senior Management shall consist of basic salary, performance-based bonus, benefits-in-kind and other incentives (where applicable). The remuneration of key Senior Management is determined at a level which enables the Company to attract, develop and retain high performing and talented individual with the relevant experience, level of expertise and skills.
Explanation for : departure	
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Measure :	
Timeframe :	

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

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

Practice 6.2

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

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

Application	:	Applied	
Explanation on application of the practice	,	In line with the best practices of MCCG, the Board has set up a RC which comprises exclusively of INEDs in order to assist the Board for determining the remuneration of Directors' and Senior Management.	
		Amongst the RC's functions and duties outlined in its TOR are:	
		(a) To provide assistance and implement the Company's policies and procedures on remuneration including reviewing and recommending matters relating to remuneration and key performance indicators of the Directors and Senior Management.	
		(b) To ensure the Group's remuneration package and key performance indicators are appropriately established after taking into account the demands, complexities and performance of the Company as well as skills and experience required and are aligned with our Group's vision, values and business objectives, market trends and information sources on the rates of salary for similar jobs in selected group of comparable companies.	
		(c) To ensure a fair differential between the remuneration of Directors and Senior Management and other levels of management is maintained.	
	1	(d) To review and determine the benefits in kind for the Directors and Senior Management.	
		(e) To provide assistance to the Board on matters relating to, amongst others, and ensure alignment of management grievances pertaining to compensation, compensation strategy, management development and other compensation	

	arrangements in line with market practice.
	 The present members of the RC are as follows: Fathi Ridzuan bin Ahmad Fauzi, Chairman (INED) Yeoh Chong Keat, Member (Independent Non-Executive Chairman) Mohd Zaky bin Othman, Member (INED)
	The TOR of the RC was reviewed by the RC and approved by the Board on 24 February 2021. The TOR of the RC can be viewed at the Company's website at www.advancecon.com.my.
Explanation for : departure	
Large companies are recencouraged to complete th	quired to complete the columns below. Non-large companies are secolumns below.
Measure :	
Timeframe :	

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	The details of the Directors' Remuneration on a named basis and paid by the Company and its subsidiaries (including the components of directors' fees, salary, bonus, benefits in-kind and other emoluments) during the FY2020 were disclosed in the Corporate Governance ("CG") Overview Statement on page 29 of the AR.
Explanation for	:	
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encouraged to complete	th	e columns below.
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Measure	:	
Timeframe	:	

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

Practice 7.2

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

Application :	Departure		
Explanation on : application of the practice			
Explanation for : departure	Disclosure on the remuneration of the top five Senior Management in the bands of RM50,000 is not provided in the CG Overview Statement of the Company's AR.		
	However, the remuneration of the Executive Directors has been disclosed in the CG Overview Statement of the AR.		
	At this juncture, the Board is of the opinion that the disclosure on the remuneration of the top five Senior Management on a named basis would not be in the best interest of the Group due to confidentiality and sensitivity concerns as well as the issue of competition and staff poaching.		
	The Board will ensure that the remuneration of the Senior Management commensurate with their duties and responsibilities and the performance of the Company.		
	Based on the above rationale, the Company is not in favour of disclosing the remuneration of the top five Senior Management on a named basis		
Large companies are re encouraged to complete to	rquired to complete the columns below. Non-large companies are the columns below.		
Measure :			
Timeframe :			

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

Practice 7.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

There is an effective and independent Audit Committee.

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

Practice 8.1
The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on	:	The roles of the Chairman of the Board and the Chairman of the AC	
application of the practice		are assumed by different Directors.	
product		The Chairman of the Board is Mr Yeoh Chong Keat while the Chairman	
		of the AC is En Mohd Zaky Bin Othman.	
Explanation for	:		
departure	•		
Large companies are		ruired to complete the columns below. Non-large companies are	
encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.	
,			
Measure	:		
Timeframe	:		

There is an effective and independent Audit Committee.

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

Practice 8.2

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

Application	:	Applied
Explanation on application of the practice	:	None of the members of the AC was a former key audit partner during FY2020.
Explanation for departure	•	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

There is an effective and independent Audit Committee.

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

Practice 8.3

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

Application :	Applied
Explanation on : application of the practice	The role of the AC in relation to the external auditors, Messrs Crowe Malaysia PLT ("EA") is found in the AC Report included in the AR. Management maintains a transparent working relationship with EA in seeking professional advice and ensuring compliance with the applicable accounting standards.
	The AC will meet with EA without the presence of Management to ensure that the independence and objectivity of EA are not compromised and matters of concerns expressed by the AC will be raised at that meeting.
	In November 2020, EA presented the Audit Planning Memorandum ("APM") to the AC and they have given written assurance and confirmation that they are and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.
	Prior to the re-appointment of EA for the forthcoming AGM, the AC had undertaken an annual assessment of the quality of audit which encompassed the performance of EA, the quality of their communications with the AC and the Company and their independence, objectivity and professionalism. After the review, the AC was satisfied with the suitability of EA based on their quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC was also satisfied that the provision of the non-audit services provided by EA to the Company for the FY2020 did not in any way impair their objectivity and independence as external auditors of the Company. Having taken into consideration of the above, the Board, through the AC opined that the EA are independent and suitably qualified to act.
Explanation for : departure	

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

There is an effective and independent Audit Committee.

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

Practice 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	: Adopted	
Explanation on adoption of the practice	The AC consists of three members, who are all Independent Non- Executive Directors ("INED").	
	The members of the AC are as follows:	
	Mohd Zaky Bin Othman, Chairman (INED)	
	Yeoh Chong Keat, Member (INED)	
	Fathi Ridzuan Bin Ahmad Fauzi, Member (INED)	
	All the three INED have satisfied the independence test based on the criteria set out in the MMLR.	
	The TOR of the AC was reviewed by the AC and approved by the Board on 24 February 2021. The TOR of the AC can be viewed at the Company's website at www.advancecon.com.my.	

There is an effective and independent Audit Committee.

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

Practice 8.5

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

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

Application	: Applied
Explanation on application of the practice	: Members of the AC are financially literate and have diverse background and collectively, possess a wide range of necessary skills to discharge their duties to be able to understand matters under the purview of the AC including the financial reporting process. During the year, members of the AC were guided on the key audit matters, significant audit issues highlighted in the Audit Planning Memorandum and briefed by the external auditors on financial reporting and other updates. The Quarterly Interim Financial Reports are briefed to the members of the AC, discussed and deliberated amongst the members before the
	said Report was recommended to be tabled to the Board for approval. The AC members had attended training programmes to keep abreast of relevant industry issues, market development and trends including accounting and auditing standards to enable them to sustain their active participation in the functions of the AC. Details of the training and seminars attended by the Directors during FY2020 are set out in the CG Overview Statement on page 28 of the AR.
Explanation for departure	:
Large companies are encouraged to complet	required to complete the columns below. Non-large companies are ethe columns below.

Measure	:	
Timeframe	:	

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

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

Practice 9.1The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	••	The Board recognises the importance of a sound system of risk management and internal control to safeguard shareholders' investment and the Group's assets. The Board acknowledges its primary responsibility to ensure that risks in the Group are identified, measured and managed with appropriate system of risk management and internal controls, and to ensure that the effectiveness, adequacy and integrity of the risk management and internal control systems are reviewed on an on-going basis.
		The Group has in place an on-going process for identifying, evaluating and managing significant risks that may affect the achievement of business objectives for the year and up to the date of this report. The top risks are reported to the Board on regular basis for their deliberation.
		The RMSC continuously evaluates and monitors the significant risks relevant to the Group, appraises and assesses the efficacy of controls implemented to mitigate those risks through a formalised monitoring and reporting process. Reviews are conducted by the RMSC on a regular basis with additional reviews as and when required.
		Internal control and risk-related matters which require the attention of the Board were recommended by the RMSC to the Board for its deliberation and approval and matters or decisions made within the RMSC's purview were escalated to the Board for its notation.
		An overview of the state of risk management and internal control within the Group governed by the Risk Management Framework is set out in the Statement on Risk Management and Internal Control ("SORMIC") of the AR.
Explanation for departure	:	

Large companies are encouraged to complete	•	te the columns below.	Non-large companies are
Measure	:		
Timeframe			

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

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

Practice 9.2

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

Application		Applied
Explanation on application of the practice	:	The features of the Group's risk management and internal control framework, and the adequacy and effectiveness of this framework are disclosed in the SORMIC on pages 32 to 34 of the AR.
Explanation for departure	•	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	•••	
Timeframe	••	

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

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

Practice 9.3 - Step Up

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

Application :	Not Adopted
Explanation on : adoption of the practice	

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board had outsourced the internal audit function to an independent professional service firm, namely, Sterling Business Alignment Consulting Sdn Bhd which provides an independent assurance to the Board on the efficiency, effectiveness and adequacy of the Group's system of internal controls.
		The internal audit functions are carried out in accordance to the risk based internal audit plan approved by the AC. The internal audit plan is developed taking into consideration the Group's latest risk register, risk matrix , business environment, activities, and concerns of the Management and the Board. The Internal Auditors reports directly to the AC. Further details of the internal audit activities are set out in the AC Report on pages 42 to 44 and the SORMIC on pages 32 to 34 of the AR. The appointment of the internal auditor was reviewed by the AC
		annually and endorsed by the Board. The Internal Auditors have unrestricted access to the AC, Board and management.
		The internal audit personnel constantly keep themselves abreast with developments in the profession, relevant industry and regulations through attendance at conferences/trainings.
Explanation for departure	:	
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	:	

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

Practice 10.2

The board should disclose-

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

Application	Applied
Explanation on application of the practice	In accordance with the Internal Audit Charter (Section 5. Independence & Objectivity), Internal Auditors are required to confirm to the AC, at least annually, the organisational independence of the internal audit activity.
	The Group's internal audit function is outsourced to professional service firm Sterling Business Alignment Consulting Sdn Bhd ("Internal Auditors"). Internal Auditors ensures adequate number of personnel to conduct the review.
	Sterling had confirmed that they are independent and free from any relationship or conflict of interest with the Group. The personnel of the Internal Auditors are free from any relationships or conflicts of interest which could impair their objectivity and independence.
	For the Financial year under review, the following Internal Auditors have led the reviews respectively.
	- Ms. So Hsien Ying, a Certified Internal Control Professional (US), Master in Business Administration (Finance) (Hull), BSc Economics (Hons) (London), permanent member of The Internal Control Institute (US), Member of Malaysian Alliance of Corporate Directors and Associate Member of The Institute of Internal Auditors Malaysia (IIAM) with 27 years of experience in business process improvement, internal control review, internal audit and risk management.
	 Ms. Yap Sau Peng, a member of Malaysian Institute of Accountant, Certified Member of The Institute Internal Auditors Malaysia, Certified Practicing Accountant (CPA) (Australia) and Master in Business Administration (Australia) with 19 years of experience in business process improvement,

	internal control review internal audit and rick management
	internal control review, internal audit and risk management.
	 Mr Cheng Chean, a member of Malaysian Institute of Accountant and a Certified Member of Institute of Internal Auditors Malaysia (CMIIA). He is also a Fellow Chartered Certified Accountant (FCCA). Mr. Cheng has 15 years of hand on experience in the fields of External Audit, Internal Audit and Internal Control Review.
	The number of resources of Sterling deployed for each internal audit review ranges from 2 to 5 audit personnel per visit. The staff involved in the internal audit reviews possesses professional qualifications and/or university degree. Majority of the staff are members of The Institute of Internal Auditors Malaysia. The IA review work is reviewed by the respective Manager in charge of the assignment and the Principal. During the year, the internal audit function was carried out in accordance with the Committee of Sponsoring Organizations of the Treadway Commission's ("COSO") Internal Control — Integrated
	Framework. At the same time, Internal Auditors also refer to the International Standards For The Professional Practice Of Internal Auditing (Standards) as guidance of providing a general framework for performing and promoting a broad range of value-added internal auditing functions.
Explanation for : departure	
Large companies are recencouraged to complete th	quired to complete the columns below. Non-large companies are columns below.
Measure :	
Timeframe :	
<u> </u>	1

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

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

Practice 11.1

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

Application	: Applied	
Explanation on application of the practice	Advancecon ensures that its communication with the shareholders and various stakeholders is transparent, timely and with quality disclosures. Advancecon also actively engages all its stakeholders through various platforms including the announcements via Bursa LINK, disclosures on Advancecon's website and engagement through the investor relations ("IR") briefings. The Board ensures the Company announces its quarterly results on a timely basis to the shareholders and also make necessary announcement to its stakeholders. Advancecon via its website, includes an IR section which provides all relevant information on the Company and is accessible to the public.	
	This IR section enhances the IR function by including all announcements made by Advancecon. The IR function is established to enable continuous communication between the Company and its stakeholders. The stakeholders are encouraged to channel their enquiries to the respective personal whose name, contact number and e-mail address i.e. investors@advancecon.com.my is provided on Advancecon's website.	
Explanation for departure		
Large companies are in encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.	
Measure		
Timeframe		

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

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

Practice 11.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	
		Not applicable as the Company is not a Large Company as defined by MCCG
Large companies are encouraged to complete		quired to complete the columns below. Non-large companies are e columns below.
Measure	:	
Timeframe	•	

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

Practice 12.1

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

	T
Application :	Applied
Explanation on :	Shareholders were given notice of more than 28 days in respect of the
•	23 rd AGM of the Company held on 30 July 2020.
application of the	23 AGIVI OF the Company field on 30 July 2020.
practice	
	The 24 th AGM of the Company is scheduled on 17 June 2021 and the
	Notice for the 24 th AGM has been despatched to shareholders of the
	Company on 27 April 2021 which is more than 28 days prior to the
	meeting.
	The additional time given to the shareholders allows them to make the
	necessary arrangements to attend and participate in person or
	through their corporate representatives and/or proxies. It also enables
	the shareholders to consider the resolutions and make an informed
	decision in exercising their voting rights at the AGM.
Explanation for :	decision in exercising their voting rights at the Noivi.
•	
departure	
Large companies are re	quired to complete the columns below. Non-large companies are
encouraged to complete th	ne columns below.
	T
Measure :	
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Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 12.2

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

Application	Applied
Explanation on application of the practice	All the Board members attended the 23 rd AGM of the Company held on 30 July 2020.
	The Chairman presides over the AGM and where appropriate, directs shareholders' queries to the Chairman of AC, NC and RC respectively during the meeting.
	The Company uploaded the outcome of AGM on the Company's website at www.advancecon.com.my as soon as practicable after the conclusion of the said meeting.
Explanation for departure	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure	
Timeframe	

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

Practice 12.3

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

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

Application :	Departure
Explanation on : application of the practice	
Explanation for : departure	The location of the General Meetings has always been held at strategic location at Petaling Jaya, which is easily accessible by the shareholders. The Company does not have a large number of shareholders and as such is not considering leveraging on the technology to facilitate voting in absentia and remote shareholders participation at General Meetings.
	The Board is guided by the provision of the Constitution to facilitate proxy voting at all general meetings, which allows shareholders to cast their votes if they are unable to attend the relevant general meetings. Notice of general meeting and circular to shareholders will contain the relevant information pertaining to the resolutions to be tabled and shareholders may contact the Company for clarification by contacting the personnel whose email and telephone number are published at the Company's website.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :	

SECTION B - DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

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