

## **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 7412  
**COMPANY NAME** : SHH Resources Holdings Berhad  
**FINANCIAL YEAR** : 30 June 2022

### **OUTLINE:**

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

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

#### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT 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 responsible for the performance and affairs of the Group and the provision of leadership and guidance for setting the strategic direction to ensure the long-term success and sustainability of the Group.</p> <p>The Board has adopted a Board Charter which sets out the composition, roles and responsibilities, leadership, delegation, and conduct and procedures of the Board and the management to ensure performance and accountability.</p> <p>The Board has delegated the daily management of the Group's affairs to the Managing Director. Managing Director provide the leadership, supervision and monitoring of the efficiency and effectiveness of the conduct of the Group's business activities.</p> <p>The Managing Director is responsible for developing corporate strategies, operational plans and targets and managing a team of executives responsible for the execution of the functions to attain the desired corporate and business targets as set by the Board in a sustainable manner.</p> <p>The Managing Director is assisted by members of the Management team, who themselves are responsible for certain specific areas of the Group's operations. The management team assesses business opportunities and threats and, where appropriate, develop strategies to capitalise on such opportunities and put in place risk management and internal control practices to mitigate risks inherent in or associated with such opportunities. The Board, as part of its succession plan, has also appointed a CEO to assist the Managing Director.</p> <p>The Board has established and is supported by the following Board Committees which consist of a majority of Independent Non-Executive Directors to provide independent oversight on management and to ensure that there are appropriate checks and balances while discharging its oversight function:-</p> <ul style="list-style-type: none"><li>- Audit Committee</li><li>- Remuneration Committee</li><li>- Nominating Committee</li><li>- Risk Management Committee</li></ul>

	<p>Each of the Board Committee operates within its respective terms of reference (“ToR”) that also outlines its respective functions and authorities. The ToR of the respective Board Committee are periodically reviewed by the Board Committee and approved by the Board to ensure that the ToR remains relevant and adequate.</p> <p>The Board is also committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Group’s Code of Ethics and Conduct, together with the Employees Handbook and Anti-Bribery and Corruption Policy guide the Directors, management and employees in with regard to policies and ethics standards to be adhere to in the conduct of the daily affairs and businesses of the Group.</p> <p>The Board is also mindful of the importance of business sustainability, stakeholder inclusivity and sound values of good corporate governance in the conduct of the Group’s activities. The Board believes in striking a balance between achieving operational profitability whilst simultaneously managing sustainability-related risks in the areas of economic, environmental and social to create long-term value for our stakeholders including the society. The Group’s sustainability efforts encompass material sustainability, product safety and quality, occupational safety and health and manufacturing impact on the environment.</p> <p>The Board has adopted a Whistleblowing Policy for the Group where all queries or concerns regarding the Group may be convey to the Senior Independent Director or the Company Secretary at the registered office of the Company.</p> <p>The Board Charter, Code of Ethics and Conduct and Whistleblowing Policy are subject to periodical review to ensure consistency with the Board’s strategic intent as well as relevant new regulations and standards of corporate governance that may have an impact in discharging the Board’s responsibilities. Details of the Board Charter, Code of Ethics and Conduct, Anti-Bribery and Corruption Policy and Whistleblowing Policy can be found on the Company’s website at <a href="http://www.shh.com.my">www.shh.com.my</a>.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## Intended Outcome

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

## Practice 1.2

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

<b>Application</b> :	Applied	
<b>Explanation on application of the practice</b> :	<p>The Chairman of the Company, Dato’ Haji Obet Bin Tawil is an Independent Non-Executive Director of the Company. He was appointed to the Board on 31st March 2017.</p> <p>The Chairman is primarily responsible for ensuring the effective conduct of the Board including the efficient organisation and conduct of the Board's function and meetings; fostering good relationship and communication amongst board members, effective communication with shareholders and relevant stakeholders; and the evaluation of the performance, composition and ongoing development of all members of the Board.</p> <p>The roles and responsibilities of the Chairman of the Board is set out in the Board Charter which is available on the Company’s website at <a href="http://www.shh.com.my">www.shh.com.my</a>.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

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

### Practice 1.3

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

Application :	Applied	
Explanation on application of the practice :	<p>The positions of Chairman and Managing Director, the key person responsible for the daily management of the Group business are held by two different individuals.</p> <p>The Chairman of the Company, Dato’ Haji Obet Bin Tawil is an Independent Non-Executive Director of the Company. The Chairman is primarily responsible for ensuring the effective conduct of the Board including the efficient organisation and conduct of the Board's function and meetings; fostering good relationship and communication amongst board members, effective communication with shareholders and relevant stakeholders; and the evaluation of the performance, composition and ongoing development of all members of the Board.</p> <p>The Managing Director of the Company, Dato’ Teo Wee Cheng holds the primary executive responsibility for developing corporate strategies, operational plans and targets and managing a team of executives responsible for the execution of the functions to attain the desired corporate and business outcomes as set by the Board.</p> <p>The roles and responsibilities of the Chairman and the Managing Director as contained in the Board Charter are clearly separated to ensure that there is a balance of power and authority.</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 1.4

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>		
<b>Application</b> :	Departure	
<b>Explanation on application of the practice</b> :		
<b>Explanation for departure</b> :	The Chairman is currently the Chairman of the Remuneration Committee and is a member of the Audit Committee and the Nominating Committee.	
	In view of the recent changes in the board composition, the Board is presently reviewing its composition of the board committees to ascertain the best way to comply with the recommendations provided in the MCCG 2021.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

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

## Practice 1.5

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 Secretary of the Company is a member of CPA Australia and the Malaysian Institute of Accountants. She is qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016 and has more than 15 years of corporate secretarial experience.</p> <p>The Company Secretary advises the Board on any updates relating to their duties and responsibilities as directors; corporate governance and compliance with Listing Requirements.</p> <p>The Company Secretary is responsible to ensure the proper conduct of the meetings according to the rules and regulations. She also ensures that the Board’s deliberations at meetings are properly minuted.</p> <p>Board and board committee members have access to the advice and services of the Company Secretary, management representatives and, if deemed necessary, other independent professionals at the expense of the Company in the discharge of their duties.</p> <p>The Company Secretary has attended the necessary training programmes, conferences, seminars and/or forums organised by the Companies Commission of Malaysia, MAICSA, to keep herself 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.</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 Board and board committee members are provided with the requisite notices, agenda and board papers as soon as practical before the convening of each meeting. The Board members are given time to review and, where necessary, obtain additional information or clarification prior to or during the meeting to ensure effectiveness of the proceeding of the meeting.</p> <p>The Company Secretary also prepares the Board/Board Committees meeting minutes, properly recording issues deliberated and decisions and conclusions are arrived at, as well as dissenting views or abstention by any Director, if any. The minutes of meetings are timely circulated and subsequently confirmed by the members of the Board and board committee(s) at the next 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

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

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

### Practice 2.1

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

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

Application :	Applied	
Explanation on application of the practice :	<p>The Company’s Board Charter was first adopted by the Company on 30 November 2015.</p> <p>The Board Charter sets out the respective roles and responsibilities of the Board as a whole, Board Committees, the Chairman, Executive Directors and Non-Executive Directors as well as the list of matters and issues reserved for the Board.</p> <p>The Board had in 2021 reviewed and updated the Board Charter so as to be in line with the Companies Act 2016, requirements of the Malaysian Code on Corporate Governance 2021 and amendments to the Main Market Listing Requirements of Bursa Securities.</p> <p>The Board Charter is available on the Company’s website at <a href="http://www.shh.com.my">www.shh.com.my</a></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 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 Group has established and adopted a Code of Ethics and Conduct covering core areas of conflicts of interest; confidential information; insider information and securities trading, protection of assets and funds; gifts, gratuity and bribes; workplace health and safety, sexual harassment; discriminations and misconducts. The Group has in June 2020 adopted an Anti-Bribery and Corruption Policy in line with Section 17A of the Malaysian Anti-Corruption Commission (MACC) Act, 2009 (Amendment 2018) to further clarify the standards of ethics and conduct acceptable by the Group when dealing with external stakeholders.</p> <p>The purpose of the Code of Ethics and Conduct and Anti-Bribery and Corruption Policy is to ensure that all employees and Directors maintain and enforce the highest standards of ethics and conduct in the performance of their duties and responsibilities throughout the organisation.</p> <p>The Board would periodically review these policies. The Group’s Code of Ethics &amp; Conduct was last reviewed by the Board in 2021.</p> <p>The Code of Ethics and Conduct and Anti-Bribery and Corruption Policy are available on the Company’s website at <a href="http://www.shh.com.my">www.shh.com.my</a>.</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 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 Company has established its Whistleblowing Policy.</p> <p>This policy and procedure aim to provide and facilitate a mechanism to enable staff and other members of the Group to voice concerns in a responsible and effective manner.</p> <p>This policy is designed to enable employees to raise concerns internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. This policy is intended to cover concerns which are in the public interest and may at least initially be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary.</p> <p>Whistleblowers can report any improper conduct to the Senior Independent Director, Dato’ Haji Obet Bin Tawil at <a href="mailto:obettawil@shh.com.my">obettawil@shh.com.my</a> or the Company Secretary at the registered office of the Company.</p> <p>The Whistleblowing Policy is available on the Company’s website at <a href="http://www.shh.com.my">www.shh.com.my</a>.</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 4.1

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

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

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

Application :	Applied	
Explanation on application of the practice :	<p>The Board is mindful of the importance of business sustainability. The Board believes in striking a balance between achieving operational profitability whilst simultaneously managing sustainability-related risks in the areas of economic, environmental and social to create long-term value for our stakeholders including the society.</p> <p>The Group has established a sustainability framework that incorporates economic, environmental and social considerations which are deemed material to the Group. The Board is assisted by the Risk Management Committee who is responsible for the establishment of effective framework, policies and procedures to address the sustainability of the Group’s business. The Group’s Management is responsible for the implementation of the sustainability management process which includes the identification, assessment, prioritisation, management and reporting of the Group’s sustainability matters.</p> <p>At present, the Group’s sustainability efforts encompass material sustainability, product safety and quality, occupational safety and health and manufacturing impact on the environment.</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 4.2

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.

<b>Application</b> :	Applied	
<b>Explanation on application of the practice</b> :	<p>The Risk Management Committee is responsible for the setting up and implementation of the Group's sustainability policies and procedures. The sustainability framework, policies and procedures are shared with members of the Management who are responsible for the implementation of business strategies in compliance with these policies and procedures.</p> <p>The identification and assessment of the key material sustainability matters (MSMs), the strategies/action plans to manage prioritised MSMs, together with the relevant key performance indicators for monitoring performance are undertaken by the Management and results of these processes are presented to the Board for to their views and opinions.</p> <p>The sustainability strategies/action plans are then implemented and the key performance indicators are then measured, recorded and reported to the Risk Management Committee for performance monitoring and implementation of corrective or performance improvement actions.</p> <p>The implementation of the sustainability framework of the Group and the results of the performance indicators for the MSMs are reported annually in the Sustainability Statement contained in the Annual Report of the Company for consumption by internal and external stakeholders.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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.

<b>Application</b> :	Departure	
<b>Explanation on application of the practice</b> :		
<b>Explanation for departure</b> :	<p>Certain Board members and key management staff of the Group have attended the sustainability-related trainings to keep abreast with developments and management of sustainability and environmental, social and governance (ESG) considerations.</p> <p>Trainings programmes in relation to sustainability attended by certain Board members and key management of the Company are:-</p> <ul style="list-style-type: none"><li>• Sustainability and Its Impact on Organisation: What Directors and Senior Management Need to Know; and</li><li>• Labour Right: Understanding the Risks and Its Impact on ESG and Sustainability.</li></ul> <p>In addition to the above, the Executive Directors interacts with internal and external stakeholders in the running of the Group's business, are well aware and are actively managing the risks and opportunities related to the Group MSMs, including climate related issues which has significant impact on the Group's supply chain.</p> <p>The Directors will continue to attend appropriate training programmes recommended by the NRC to keep abreast and understand and managing current and emerging sustainability risks and opportunities relevant to the Group.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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.

<b>Application</b> :	Departure	
<b>Explanation on application of the practice</b> :		
<b>Explanation for departure</b> :	While the Board via the Risk Management Committee have established a sustainability framework and undertaken sustainability risks and opportunities assessment and identified material sustainability matters, the Risk Management Committee has yet to develop formal sustainability key performance indicators (KPIs) and the criteria for the performance evaluations of the Board and the Management in addressing key sustainability matters and achieving their related KPIs.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

The 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.

<i>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.</i>	
<b>Application</b> :	Not adopted.
<b>Explanation on adoption of the practice</b> :	



### Intended Outcome

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

### Practice 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>As part of its annual review of the performance of the Board, the Nominating Committee assesses the composition of the Board to ensure that there is a balance of expertise and experience amongst its members.</p> <p>In the assessment of the composition of the Board, the Nominating Committee takes into consideration the skill mix, qualification, experience, professional background, age and gender representation vis-a-vis the role and responsibilities of the Board and the business in which the Group is in.</p> <p>The Nominating Committee takes into consideration the performance, contribution and tenure of Directors standing for re-election.</p> <p>The Nominating Committee will recommend the appointment of new member(s) onto the Board and/or Board Committees and replacement of directors who have resigned from the Board or Board Committee.</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.

<b>Application</b> :	Departure	
<b>Explanation on application of the practice</b> :		
<b>Explanation for departure</b> :	The Board of Directors of the Company currently comprises eight (8) members of whom four (4) are Executive Directors and four (4) are Non-Executive Directors. Out of the four (4) Non-Executive Directors, three (3) are independent.	
	The Company complies with Paragraph 15.02(1) of the Main Market Listing Requirements of Bursa Securities which states that at least two (2) directors or one-third (1/3) of the Board members of a listed issuer, are independent directors.	
	The Board had assessed the performance and independence of the independent directors and concluded that the current Board is able to exercise independent and objective judgement and act in the best interest of the Company even though they do not form a majority of the Board members.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 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.

<b>Application</b> :	Not applicable - No independent director(s) serving beyond 9 years	
<b>Explanation on application of the practice</b> :	<p>At present, none of the independent directors have served the Board for more than nine (9) years.</p> <p>As part of the Board Charter, the Board has prescribed that all Independent Directors provide an annual confirmation of his/her independence to the Board based on its policy on criteria of assessing independence as prescribed by the Bursa Malaysia Listing Requirements.</p> <p>For independent directors who has served the Company for more than (nine) 9 years, the Board has in place a policy that it will seek annual shareholders’ approval for the continuing in office of the director as an Independent Director. To retain an Independent Director after the twelfth (12) year, the Board will seek annual shareholders’ approval through a two-tier voting process at the Company’s shareholders’ meeting as follows:</p> <p>Tier 1: Only the large shareholder(s) of the Company votes; and Tier 2: Shareholders other than large shareholder(s) votes.</p>	
<b>Explanation for departure</b> :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 5.4 - Step Up

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

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

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

## Intended Outcome

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

## Practice 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 :	Departure	
Explanation on application of the practice :		
Explanation for departure :	The Company does not have a formal set of criteria for the identification, evaluation and appointment of Directors and senior executives.	
	The above notwithstanding, the Board has established a Nominating Committee which is responsible for identifying the need and evaluating the suitability and, if required, recommending the appointment of new member(s) onto the Board or Board Committees.	
	The Nominating Committee takes into considerations the qualification, competence, experience, track record, other board membership, time commitment and potential conflict of interest situations in evaluating his/her suitability and recommending candidates for appointment to the Board.	
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 Nominating Committee is responsible for identifying the need, evaluating the suitability and recommending the appointment of any new director.</p> <p>The Company did not use independent sources to identify candidates for its previous board appointments. Candidate(s) for new appointment shall be primarily identified and recommended by existing Directors and/or major shareholders.</p> <p>In the evaluation and appointment of new board member(s), Board and Nomination Committee are guided by the following process and procedures for the appointment of a new director:-</p> <p>Evaluate the suitability of candidates for in accordance to his/her competency, experience, commitment, contribution and integrity of the candidates, and in the case of candidates proposed for appointment as Independent Non-Executive Directors, the candidate’s independence;</p> <p>Recommend the appointment of the candidate as a member and where necessary, Board Committees, where necessary; and</p> <p>Decision to be made by the Board on the appointment, including appointment to the Board Committee, where necessary.</p>	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :	Not adopted.	
Timeframe :		

## Intended Outcome

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

## Practice 5.7

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

Application :	Departure	
Explanation on application of the practice :		
Explanation for departure :	<p>The details of candidate(s)/Directors(s) seeking appointment or reappointment as a member of the Board and/or Board Committees of the Company, namely details of educations, work experience and track record, industry expertise, participation or involvement in professional, trade and non-trade associations or societies, directorship in other public listed companies and family relationship with any substantial shareholders or other Directors of the Company are provided in the Company’s Annual Report.</p> <p>In addition, the direct and indirect interests of the candidate(s)/Directors(s) in the Company and where applicable, the attendance of Directors at Board meetings are disclosed in the Statement Accompanying Notice of Annual General Meeting.</p> <p>Shareholders can therefore rely on this information in the voting on the individual resolution for the election/re-election of each of the candidate/Director.</p>	
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 :	<p>The Nomination Committee (“NC”) of the Company currently comprises three (3) members, all whom are Independent Non-Executive Directors.</p> <p>The Chairman of the NC is Ms Ng Sai Goey, an Independent Non-Executive.</p> <p>The ToR of the NC is available on the Company’s website at <a href="http://www.shh.com.my">www.shh.com.my</a>.</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 5.9

The board comprises at least 30% women directors.

Application :	Applied	
Explanation on application of the practice :	At present, more than 1/3 of the Board comprises female directors. Datin Teo Chan Huat is an Executive Director and is principally involved in the day-to-day management of the business of the Group. Ms Grace Khoo Ting Ting who is an Executive Director of the Company has more than 20 years of experience in financial management and administration of companies involved in the supply chain and logistic industries. Ms Ng Sai Goey, an Independent Non-Executive Director, is a member of the Malaysian Institute of Accountants and a former Group Financial Controller of a listed company. She has a wide range of working experiences in professional and commercial practices.	
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.

<b>Application</b> :	Departure	
<b>Explanation on application of the practice</b> :		
<b>Explanation for departure</b> :	The Company does not have formal gender diversity policy. This notwithstanding, the Board recognises the importance and benefits of gender diversity and takes this into consideration as one of the selection criteria for appointment of a member of the Board or senior management. The Company however maintains that competences, skills, experience and knowledge should remain a priority so as not to compromise on mix of capabilities, experience and qualification.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

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

### Practice 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>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The NC is primarily responsible for an effective Board and the assessment of the performance of the members of the Board.</p> <p>The criteria used, amongst others, for the annual assessment of individual Directors include an assessment on their roles, responsibilities, qualification, competency, expertise and participation.</p> <p>For Board and Board Committees, the assessment will be based on their progress in implementing the policy and/or on achieving those objectives set in their respective terms of reference.</p> <p>In respect of the assessment for the financial year ended 30th June 2022, the Board, Board Committees and individual Directors conducted self-assessment based on the following criteria:-</p> <ul style="list-style-type: none"> <li>• Assessment of performance of individual Board members; Board Committees and the Board as a whole;</li> <li>• Assessment of experience, competence and time commitment of Board members;</li> <li>• Assessment on Board size, structure and balance in terms of skill and experience; and</li> <li>• Evaluation of level of independence of independent directors.</li> </ul> <p>The Nominating Committee was satisfied that the Board members and Board Committees have discharged their duties and responsibilities effectively. The Nominating Committee is also satisfied with the Board composition in terms of structure, size, the balance between Executive, Non-Executive and Independent Directors and diversity in terms of skills, experience knowledge and gender.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

**Intended Outcome**

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

## 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.

<b>Application</b> :	Departure
<b>Explanation on application of the practice</b> :	
<b>Explanation for departure</b> :	<p>The Group has a Remuneration Policy which primary objective is to attract, retain and motivate Directors. The Remuneration Policy does not cover the remunerations of senior management staffs. The remuneration shall be based on terms that are market competitive and at the same time aligned with shareholders' interests.</p> <p>The remuneration of the Managing Director and Executive Directors is made up of basic salaries, directors' fees, allowances, annual bonus and other benefits and are set according to:- the nature of job; the level of skills, experience and scope of responsibilities; the performance, contribution and commitment devoted to the company; and market and industry's rate.</p> <p>The remuneration of the Non-Executive Directors consists of directors' fees and allowances. The level of remuneration for the Non-Executive Directors must reflect:- Qualification and experiences; and Level of responsibilities and time commitment.</p> <p>Remuneration of the Executive Directors shall be structured to link rewards to corporate and individual performance and shall take into consideration remuneration paid to them of other similar companies, whether in size and /or industry, the individual's performance and responsibility, market competitiveness as well as the Group's overall performance.</p> <p>Remuneration for the services of Non-Executive Directors shall be aligned with market terms, taking into consideration remuneration paid to directors of other similar companies, whether in size and/or industry, the individual's performance and responsibility, market competitiveness as well as the Group's overall performance.</p> <p>While the remuneration of the senior executives are not covered under the</p>

### Intended Outcome

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

	Group's Remuneration Policy, their remuneration packages comprising salaries, annual bonus and other benefits, shall be determined by the Managing Director and Executive Directors.	
	The Remuneration Committee will periodically review the Remuneration Policy and recommend it for approval by the Board.	
	The Remuneration Policy of the Company is available at the Company's website at <a href="http://www.shh.com.my">www.shh.com.my</a> .	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

### Intended Outcome

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

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

### Practice 7.2

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

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

Application :	Applied	
Explanation on application of the practice :	<p>The RC is primarily responsible for matters relating to the remuneration of the Board. The Remuneration Committee operates under its own ToR.</p> <p>The main functions of the Remuneration Committee include the following:-</p> <ul style="list-style-type: none"><li>(a) Review the adequacy and effectiveness of the Remuneration Policy of the Company and its subsidiaries in the context of consistent and effective risk management;</li><li>(b) Obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity;</li><li>(c) Review the performance of individual Executive Directors and recommend to the Board for approval, the total remuneration package;</li><li>(d) Review and recommend the remuneration package of Non-Executive Directors for approval by the Board; and</li><li>(e) Prepare the annual remuneration report and communicate with shareholders on directors’ remuneration.</li></ul> <p>The ToR of the RC is available on the Company’s website at <a href="http://www.shh.com.my">www.shh.com.my</a>.</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

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.

<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	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 financial year ended 30th June 2022 are as follows:-



No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Teo Wee Cheng	Managing Director	-	-	-	-	-	-	-	-	-	603,750	46,000	17,400	72,468	739,618
2	Datin Teo Chan Huat	Deputy Managing Director	-	-	-	-	-	-	-	-	-	420,000	36,000	10,525	50,400	516,925
3	Dato' Haji Obet Bin Tawil	Chairman	63,000	-	-	-	-	-	63,000	73,500	-	-	-	-	-	73,500
4	Tan Siong Sun	Non Independent Non Executive Director	172,700	-	-	-	-	-	172,700	200,150	-	-	-	-	-	200,150
5	Ng Sai Goey	Independent Non Executive Director	66,000	-	-	-	-	-	66,000	66,000	-	-	-	-	-	66,000
6	Dato' Tan Seng Hu (resigned on 20 Sept 2022)	Non Independent Non Executive Director	65,300	-	-	-	-	-	65,300	75,350	-	-	-	-	-	75,350

**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.

<b>Application</b>	:	Departure									
<b>Explanation on application of the practice</b>	:										
<b>Explanation for departure</b>	:	<p>The Board has considered the recommendation of MCCG for disclosure of the detailed remuneration packages of its top five Senior Management staff on a named basis. The Board is of the view that the transparency and accountability aspects of corporate governance applicable for the top five Senior Management staff are adequately served by the disclosure of the remuneration packages of these individuals on a no-name basis in successive bands of RM50,000.</p> <p>As two of the top five senior management are Executive Directors, their detailed remuneration on named basis have been disclosed. The remuneration of the remaining 3 Senior Management on a no-name basis in successive bands of RM50,000 are as follows:</p> <table border="1"> <tr> <td>RM150,001 to RM200,000</td> <td>2</td> </tr> <tr> <td>RM200,001 to RM250,000</td> <td>-</td> </tr> <tr> <td>RM250,001 to RM300,000</td> <td>-</td> </tr> <tr> <td>RM350,001 to RM400,000</td> <td>1</td> </tr> </table>		RM150,001 to RM200,000	2	RM200,001 to RM250,000	-	RM250,001 to RM300,000	-	RM350,001 to RM400,000	1
RM150,001 to RM200,000	2										
RM200,001 to RM250,000	-										
RM250,001 to RM300,000	-										
RM350,001 to RM400,000	1										
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>											
<b>Measure</b>	:										
<b>Timeframe</b>	:										

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

## Intended Outcome

There is an effective and independent Audit Committee.

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

## Practice 9.1

### 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.

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

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>The Audit Committee comprises of two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director.</p> <p>It is chaired by Ms Ng Sai Goey, who is an Independent Director of the Company. Ms Ng Sai Goey has a Bachelor of Economics (majoring in Accounting) and is a chartered member of the Malaysian Institute of Accountants. She has a wide range of working experiences in professional and commercial practices having worked with a local and an international public accounting firms prior to joining several public listed companies in Malaysia where her job responsibilities were in the areas of, inter-alia accounting, financing/budgeting, taxation and corporate management. Her last position was as Group Financial Controller of a main board company listed on Bursa Malaysia.</p> <p>The other members of the committee have tertiary qualifications in economics, are financially literate and have experienced in the public administration and investment research and analysis.</p> <p>The duties and responsibilities of the Chairman of the AC are defined in the Terms of Reference of the AC, which is available on the Company's website at <a href="http://www.shh.com.my">www.shh.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

There is an effective and independent Audit Committee.

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

## Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	The ToR of the AC has been updated to include a cooling-off provision that a former partner or team member of the Company’s existing auditing firm shall be prohibited from acting as a member of the Audit Committee for a period of three (3) years commencing on the date of his ceasing: <ul style="list-style-type: none"><li>• to be a partner or employee of the firm; or</li><li>• to have any financial interest in the firm;</li></ul> whichever is later.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

## Intended Outcome

There is an effective and independent Audit Committee.

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

## Practice 9.3

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has delegated to the AC to undertake an annual assessment of the quality of audit which encompassed the performance and calibre of the External Auditors and their independence, objectivity and professionalism.</p> <p>The ToR of the AC also requires the AC to assess the suitability, objectivity and independence of the External Auditors annually. The areas of assessment include among others, the External Auditors' independence, calibre, quality processes, audit team and resources, audit plan and scope, audit communication, audit governance, audit and non-audit fees paid to Auditors and audit outcome and recommendation.</p> <p>At the AC meeting held in May 2022, the External Auditors namely, Peter Chong &amp; Co had presented to the AC its 2022 Audit Plan which included a confirmation that Peter Chong &amp; Co is independent throughout the conduct of the audit engagement in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants.</p> <p>The External Auditors will rotate their engaging partner in charge of the audit of the Company's Audited Financial Statements at least once every five (5) years to maintain their independence from the Group.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

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

## Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The members of the AC possess a mix of skill, knowledge and appropriate level of expertise and experience to enable them to discharge their duties and responsibilities pursuant to the ToR of the AC.</p> <p>The Audit Committee comprises of two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director.</p> <p>The members of the Audit Committee have a combination accounting, business and economic tertiary qualifications, and are financially literate and have experienced in the fields of accounting and finance; public administration; and investment research and analysis.</p> <p>Ms Ng Sai Goey, the Audit Committee Chairman, has a Bachelor of Economics (majoring in Accounting) and is a chartered member of the Malaysian Institute of Accountants. She has a wide range of working experiences in professional and commercial practices having worked with a local and an international public accounting firms prior to joining several public listed companies in Malaysia where her job responsibilities were in the areas of, inter-alia accounting, financing/budgeting, taxation and corporate management. Her last position was as Group Financial Controller of a main board company listed on Bursa Malaysia.</p> <p>Dato' Hj Obet Bin Tawil, a member of the committee, has a Bachelor of Economic Degree with Honours, majoring in Analytical Economics is financially literate and has considerable experienced in the public administration at various agencies in the state of Johor, the last position being the State Secretary of Johor.</p> <p>Mr Tan Siong Sun, a member of the committee, has business/economic tertiary qualification and has been involved in conducting research, collecting and analysing data, monitoring economic trends and developing forecasts in relation to investment environment.</p> <p>The AC is aware of the need to continuously develop and to broaden their knowledge in the areas of accounting and auditing in order to carry out their roles and duties effectively. The training attended by the AC members during the financial year ended 30th June 2022 are set out in the Corporate</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.

	<p>Governance Overview Statement under "Directors' Training" in the Company's 2022 Annual Report.</p> <p>For the financial year ended 30th June 2022, the Board through the Nomination Committee had reviewed the effectiveness of the AC via an evaluation questionnaire. The Board is satisfied with the performance of the AC and that the necessary skills, experience, knowledge and other relevant field of expertise of the AC members had contributed to the overall effectiveness of the AC.</p> <p>The detailed report on the activities of the AC for the financial year ended 30th June 2022 is set out in the Company's Annual Report 2022.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

The board is provided with reasonable assurance that adverse impact arising from 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises that effective risk management framework is an integral part of good business management. It is an ongoing process to identify, evaluate, monitor, manage and mitigate the risks that may affect the Group's ability to achieve its business objectives and strategies.</p> <p>Although the Board retains responsibility for establishing and assessing the effectiveness of the Company's systems for management of material business risks, the Board has delegated the responsibility to assess the effectiveness and efficiency of the Group's internal control and risk management framework to the Risk Management Committee ("RMC").</p> <p>The risk management framework comprises the Group's Management Policy, Risk Management Processes and Corporate Culture and Risk Management Philosophy.</p> <p>The Board believes that the risk management framework will benefit the Group in terms of:-</p> <ul style="list-style-type: none"><li>• Effective strategic planning with due consideration of the opportunities and risks;</li><li>• Better cost control and utilisation of resources;</li><li>• Increased knowledge and understanding of exposure to risk;</li><li>• Systematic and well-informed methods of decision making; and</li><li>• Enhancing shareholder value by minimising losses and maximising opportunities.</li></ul> <p>In addition to the activities undertaken by the RMC, the Audit Committee meet regularly to evaluate the adequacy and effectiveness of the Group's internal control systems by reviewing the audit findings and recommendations to improve any weaknesses or non-compliance and the respective responses from the business unit Management thereto, to ensure that all key risks and control weaknesses are being properly addressed.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

**Intended Outcome**

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

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

## Intended Outcome

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

The board is provided with reasonable assurance that adverse impact arising from 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b>Risk Management Framework</b></p> <p>The Group has adopted a formal risk management framework which describes the manner in which the Group identify, assesses, monitors and manages risk. The risk management framework comprises the Group's Management Policy, Risk Management Processes and Corporate Culture and Risk Management Philosophy.</p> <p>The implementation of the Group's Risk Management Processes entails the following:</p> <ul style="list-style-type: none"><li>• establishing and implementing across the Group a formal risk management and internal control processes;</li><li>• identifying functions and related risks in key operating units which may impact upon the Group;</li><li>• regularly monitoring and assessment of the performance and effectiveness of the risk management and internal control processes;</li><li>• constant communication between Executive Directors and Management (Heads of Department) through management of daily operations and regular scheduled management meetings and reports; and</li><li>• ensuring the risk management and internal control processes are overseen by the Risk Management Committee.</li></ul> <p>In terms of implementation of the risk management process, the RMC together with the Internal Auditor had in the previous years assessed and updated the SWOT analysis and risk profiling of some key departments of operating companies within the Group, namely the Marketing, Account &amp; Finance and Human Resources departments.</p> <p>In 2020 and 2021, the Group focused on tackling the risks and disruptions brought about by the Covid-19 pandemic on the Group's furniture manufacturing operations. For the year ended 30<sup>th</sup> June 2022, the Group continued to monitor and implement mitigation measures for Covid-19 related risks as follows:-</p> <ul style="list-style-type: none"><li>a) supply chain risks; and</li><li>b) market risks.</li></ul> <p><b>Internal Control and Internal Audit Function</b></p> <p>The Internal Audit function is considered an integral part of the risk management framework and its primary objective is to provide assurance on the adequacy and effectiveness of the risk, control and governance framework of the Group. The Group's internal control system and monitoring</p>

## Intended Outcome

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

	procedures include:- <ul style="list-style-type: none"> <li>defined systems and procedures for key operational and financial departments, including maintenance of good operational and financial records and controls and the production of timely and accurate financial and management information and reports;</li> <li>monitoring and control of key financial risks through clearly laid down authorisation levels and proper segregation of accounting duties;</li> <li>detailed reporting of trading results, balance sheets and cash flows, with regular review by the management, Audit Committee and Board of Directors;</li> <li>regular independent internal audit activities to monitor compliance with operational procedures and assess the integrity of operational and financial information provided; and</li> <li>regular information provided to the management, covering operational performance, key business indicators and financial and cash flow reports.</li> </ul>	
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 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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The Board has established a Risk Management Committee comprising 2 Independent Directors and 1 Non-Executive Non-Independent Director to oversee the risk management framework and sustainability strategies and initiatives of the Group, reviews the risk management and sustainability policies and procedures formulated by Management and makes relevant recommendations to the Board for approval.

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company has employed a full time experienced in-house internal audit personnel to undertake the internal audit function of the Group. The Internal Auditor operates independently from the operating units. The principal role of the Internal Auditor is to undertake independent, regular and systematic reviews of the systems of internal control within the Group so as to provide reasonable assurance that such systems continue to operate satisfactorily and effectively.</p> <p>It is the responsibility of the Internal Auditor to provide the Audit Committee with independent and objective reports on the state of internal control of the various operating units within the Group.</p> <p>During the year ended 30<sup>th</sup> June 2022, the Internal Auditor evaluated the adequacy and effectiveness of key controls within the Group's operating units in responding to the risk within the Group's governance, operations and information systems regarding the:</p> <ul style="list-style-type: none"><li>• maintenance of proper accounting records;</li><li>• reliability of financial information used within the business or for publication;</li><li>• safeguarding of assets against unauthorised use or disposition;</li><li>• efficiency and effectiveness of the running of the businesses and operations; and</li><li>• compliance with laws and regulations.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company employs one (1) full time experienced internal audit personnel, namely Ms Gui Lee Ser as its own in-house Internal Auditor ("Internal Auditor"). Ms Gui is member of Association of Chartered Certified Accountants and Malaysian Institute of Accountants. She holds a Master of Science degree in Accounting and Finance from Birmingham City University, United Kingdom. She has more than 6 years of audit experiences in public accounting firms.</p> <p>The Internal Auditor is free from any relationship or conflict of interest, which could impair his objectivity and independence. The Internal Auditor reports directly to the Audit Committee.</p> <p>A risk-based approach has been adopted by the Internal Auditor in establishing the internal audit program where major risk areas has be identified. The audits are carried out based on the detailed audit procedures as stated on the audit program designed for each of the audit area based on the level of risks identified.</p> <p>The internal audit activities are carried out in accordance with the internal audit plan which is designed to assess the adequacy, efficiency and effectiveness of the Group's internal control and management reporting system.</p> <p>During the financial year, the Internal Auditor conducted and presented the Internal Audit Reports to the Audit Committee on the following audit areas in accordance with the Internal Audit Plan as approved by the Audit Committee:</p> <ul style="list-style-type: none"> <li>• Finance and Accounting Processes</li> <li>• Purchasing Processes</li> <li>• Costing Processes</li> <li>• Logistic Processes</li> <li>• Human Resource and Payroll Processes; and</li> <li>• Sales and Marketing Processes.</li> </ul> <p>The direct expenditure incurred for the internal audit function for the financial year ended 30th June 2022 is approximately RM167,906.</p>
<b>Explanation for departure</b>	:	



**Intended Outcome**

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

## Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>The Company acknowledges the importance of timely and equal dissemination of all material business, corporate and financial developments affecting the Group to all stakeholders.</p> <p>The main channels of communications with stakeholders are through the following:-</p> <ul style="list-style-type: none"><li>• the quarterly announcements on financial results and other periodical or relevant announcement to Bursa Securities;</li><li>• Shareholders' circulars and annual report;</li><li>• general meetings of shareholders;</li><li>• meetings with investors, analysts and fund managers and briefing where appropriate; and</li><li>• the Company's website at <a href="http://www.shh.com.my">www.shh.com.my</a> where shareholders can access information and developments on the Group's business and the Company's corporate information such as the Board Charter, Terms of References of the Board Committees, Company Policies, press releases, financial information, Company's announcements and others.</li></ul> <p>The Board will ensure that it adheres to and comply with the disclosure requirements of Bursa Securities Listing Requirements as well as the Corporate Disclosure Guide issued by Bursa Securities.</p> <p>The Company has designated its Chief Financial Officer who has the appropriate level of competency and authority to prepare and release of material disclosures.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally 51ecognized framework.

<b>Application</b>	:	Not adopted	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	Not applied as the Company in not consider as "Large Companies"	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 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	:	Notices of general meetings of the Company together with relevant circular to shareholders are issue at least 28 clear days before the 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	:		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's 27<sup>th</sup> AGM, held on 30<sup>th</sup> November 2021 was conducted entirely through live streaming using the remote participation and voting facilities provided by Boardroom Share Registrars Sdn Bhd at the at 12<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan ("Broadcast Venue").</p> <p>The Chairman of the Board, Executive Directors and Chairman of the Board Committees, together with the Auditors and certain members of the Senior Management of the Company were at the Broadcast Venue or attended the 27<sup>th</sup> AGM remotely and were available to respond to any questions or queries submitted by shareholders via Broadcast's video conferencing.</p> <p>Upon commencement of the AGM, the Chairman duly advised the shareholders that they were allowed and encouraged to submit their questions or queries in the query box throughout the AGM proceedings. During the AGM, the Chairman conducted a brief presentation on the Group's performance for the year and its business outlook.</p> <p>Shareholders who participated at the 27<sup>th</sup> AGM were able to submit questions during the AGM for the Company to respond. Questions posed by shareholders are read out and answers and clarifications, where appropriate, were provided by the Directors and Senior Management of the Company.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

### Practice 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's 27th AGM, held on 30th November 2021 was conducted entirely through live streaming from the Broadcast Venue as part of the Company's effort to allow shareholders from all place to attend remotely without having to travel to a physical location.</p> <p>The Company circulated the Notice of 27th AGM and the Administrative Details for the AGM to inform and provide guidelines and instructions to shareholders on the registration and usage of the remote participation and voting facilities, entitlement to attend the AGM, appointment of proxy(ies), attendance, participation and voting at the AGM.</p> <p>Shareholders who participated in the 27th AGM remotely were able to view live from the Broadcast Venue, submit questions and vote on resolutions tabled at the AGM via remote participation and voting facilities.</p> <p>The Company had appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the polling process, and Sky Corporate Services Sdn Bhd as the Scrutineers to verify the poll results.</p> <p>The voting was conducted on a poll in accordance with Paragraph 8.29A of the MMLR of Bursa Securities. The remote voting at the AGM commenced from the start of the AGM until the time the Chairman announced the completion of the voting session.</p> <p>In respect of the concern on good cyber hygiene practices to be in place including data privacy and security to prevent cyber threats, the poll administrator has made representation to the Company that the security, confidentiality, integrity and availability of LumiAGM application are vital to conducting a successful AGM in Malaysia.</p> <p>Its LumiAGM systems and suppliers' services are certified with ISO/IEC 27001:2013 international standard. This certification provides a robust, auditable and externally verified framework of controls designed to maintain the confidentiality, integrity and availability of customer information and the personal data Lumi processes on their behalf. Lumi uses strong, industry best-practice encryption techniques to ensure customer data is protected from unauthorised access. The Lumi platform is regularly and extensively penetration tested using independent, accredited third-party experts.</p>

**Intended Outcome**

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

**Practice 13.3**

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

## Intended Outcome

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

## Practice 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>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board introduced the members of the Board to the shareholders, briefed the meeting on the procedures for shareholders to attend, raise questions and vote at the AGM.</p> <p>During the AGM, the Chairman briefed the meeting on the performance of the Group for the financial year and opened the floor for shareholders to ask questions.</p> <p>The Chairman, Executive Directors and Chairman of the Board Committees, together with the External Auditors and members of the certain members of management team were present at the Broadcast Venue or remotely to answer questions raised during the AGM .</p> <p>Shareholders are also encouraged to submit their written questions before the AGM so that the Board and management could prepare the necessary responses during the AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



## Intended Outcome

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

## Practice 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.*

<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	<p>Company's 28th AGM, to be held on 29th November 2022 will be conducted entirely through live streaming from the Broadcast Venue as part of the Company's effort to allow shareholders from all place to attend remotely without having to travel to a physical location.</p> <p>Shareholders who participate in the 28th AGM remotely will be able to view the AGM live and will be briefed as to the manner in which they can submit questions and vote on resolutions tabled at the AGM. Questions pose by shareholders will be read out and answers and clarifications, where appropriate, will be provided by the Directors and Senior Management of the Company live during the virtual AGM. Questions that are not addressed during the AGM due to time constraint will be responded to via email to the respective shareholder/proxy after the meeting.</p> <p>Shareholders can vote remotely at the AGM from the start of the AGM until the time the Chairman announces the completion of the voting session and the results of the voting on the resolutions to be tabled will be presented at the conclusion of the AGM and announce to Bursa at the end of the day of the AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 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 the general meeting.</i>		
<b>Application</b>	:	Applied.
<b>Explanation on application of the practice</b>	:	The detailed minutes of the AGM will be made available at the Company's website at <a href="http://www.shh.com.my">www.shh.com.my</a> within 30 days after the AGM.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

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

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

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