

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0017
COMPANY NAME : XOX Technology Berhad (fka M3 Technologies (Asia) Berhad
("XOX Tech" or the "Company")
FINANCIAL YEAR : March 31, 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 of Directors ("Board") is entrusted with the proper stewardship of the Company's resources for the best interest of its shareholders and also to steer the Group towards achieving the maximum economic value possible. The members of the Board have extensive experience and expertise in a wide range of related and unrelated industries and have been selected based on their skills, knowledge and their ability to add strength to the leadership.</p> <p>The Executive Director ("ED") is accountable for the Company's activities, strategies and financial performance. Particular attention is given to ensure that the strategies proposed by the Management of the Company are fully discussed and critically examined by the Board.</p> <p>Broadly, the Board assumes the following principal responsibilities in discharging its fiduciary and leadership functions:-</p> <ul style="list-style-type: none">• Reviewing and adopting the overall strategic direction, business plans, annual budgets of the Group, including major capital commitments. During the FYE 2019, the Board after having considered the domestic economic challenges to maintain operational expenditure, has revised the utilisation of the proceeds raised from the Rights Issue with Warrants.• Overseeing and evaluating the conduct and sustainability of the business of the Group.• Reviewing and approving of new ventures, major acquisitions and disposal of undertakings and properties.• Identifying principal risks and ensuring implementation of appropriate systems to manage these risks.• Reviewing the adequacy and integrity of the Group's internal control systems and management information systems.• Establishing key performance indicators and succession plan.• Overseeing the development and implementation of the shareholder communications policy for the Company.

	<ul style="list-style-type: none"> • Reviewing the corporate structure of the Group. <p>The Board has delegated certain responsibilities to other Board committees to assist the Board in carrying out its duties and responsibilities, namely, Audit Committee (“AC”), Nomination Committee (“NC”), Remuneration Committee (“RC”) and Employees Share Option Scheme Committee.</p> <p>The role of the Board Committees is to advise and make recommendations to the Board. The Chairman of various committees provide a verbal report on the outcome of their committee meetings to the Board, and any further deliberation is made at the Board level, if required.</p> <p>Each committee operates in accordance with written terms of reference approved by the Board. The Board appoints the members and Chairman of each Committee.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board, Mr. Chew Shin Yong, Mark is responsible for the leadership, effectiveness, conduct and governance of the Board. The Chairman is committed to good corporate governance practices and has been leading the Board towards high performing culture.</p> <p>The roles and responsibilities of the Chairman of the Board have been clearly specified in the board charter. The roles of the chairman, amongst others, are as follows:</p> <ol style="list-style-type: none"> 1. To provide leadership to the Board. 2. To oversee the effective discharge of the Board's supervisory role. 3. To facilitate the effective contribution of all Directors. 4. To conduct and chair Board Meetings and General Meetings of the Company. 5. To manage Board communications and Board effectiveness and effective supervision over Management. 6. To ensure that quality information to facilitate decision making is delivered to the Board on timely manner. 7. To ensure Board Meetings and General Meetings are in compliance with good conduct and best practices. 8. To promote constructive and respectful relations between Board members and between the Board and the Management. 9. Together with the ED, represents the Company and/or Group to external groups such as shareholders, creditors, consumer groups, local communities and federal, state, and local governments.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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 ED are separated, clearly defined and are held by two different persons.</p> <p>Mr. Chew Shin Yong, Mark is the Executive Chairman while Mr. Nicholas Wong Yew Khid is the ED. There is a proper balance of power and authority on the Board, with clear division of responsibilities between the Chairman and the ED. This delineation provides a good check and balance, with the Chairman being responsible for leadership of the Board, while the ED leads the management of the Group and has overall responsibility for the operating units and the implementation of the Board's policies and decisions.</p> <p>The roles and responsibilities of the Chairman and ED are distinct and separate to ensure there is a balance of power and authority.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	The Chairman of the Board is not a member of the Audit Committee, Nominating Committee or Remuneration Committee.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The board is supported by suitably qualified and competent Company Secretary in carry out its roles and responsibilities. The Company Secretary is qualified to act as Company Secretary under Section 235 of the Companies Act 2016, of which is Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators.</p> <p>The Board acknowledges that the Company Secretary play an important role and will ensure that the Company Secretary fulfils the functions for which she have been appointed.</p> <p>The Company Secretary and/or her assistants attend and ensure that all Board and Board Committees meetings are properly convened, and proper records of the meeting proceedings and resolutions. All resolutions passed are taken and maintained at the registered office of the Company.</p> <p>The Company Secretary play an advisory role in supporting the Board and the Board Committee on issues relating to compliance with laws, rules, procedures and regulations affecting the Company, particularly, Companies Act 2016, ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Malaysian Code on Corporate Governance (“Code”), Company’s Constitution and Board Charter.</p> <p>All Directors have unrestricted access to the advices and services of the Company Secretary to enable them to discharge her duties effectively. Overall, the Board is satisfied with the service and support rendered by Company Secretary to the Board in the discharge of secretarial functions.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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>Directors have access to all information within the Company whether as full board or in their individual capacity, in furtherance of their duties. In addition, whenever independent professional advice is required by the Directors, outside experts may be engaged at the Company's expense. Before incurring such professional fees, the Director concerned must consult with the Chairman, or with four (4) other Directors (three (3) who is a Non-Executive Directors). Such advice was not sought by any of the Directors for the financial year under review.</p> <p>The Directors have unrestricted access to information from the Management, the Company Secretaries, the outsourced Internal Auditors as well as the External Auditors of the Group, with or without senior management presences in furtherance of their duties.</p> <p>To facilitate the Directors' time planning, the Board and Board Committees' meetings calendar was prepared in advance for each new calendar year by the Company Secretaries. The calendar provides the Directors with scheduled dates for meetings of the Board and Board committees as well as the Annual General Meeting ("AGM"). The closed periods for dealings in securities by Directors and principal officers based on the scheduled dates of meetings for making announcements of the Group's quarterly results were also provided therein.</p> <p>The Notice and meeting materials of Board and Board Committees' meetings are targeted to be circulated to the Directors at least five (5) working days prior to the dates of meeting in order to review and deliberate on such matters accordingly.</p> <p>The deliberation and conclusions of matters discussed in the Board or Board Committee meetings are duly recorded in the minutes of meetings. The draft minutes of which are circulated to the Board's or Committee Chairman's review within a reasonable timeframe after meeting. The meeting minutes accurately captured the deliberations and decisions of the Board and/or the Board Committees, including whether any Director abstains from voting or deliberating on a particular matter.</p> <p>All the records of proceeding and resolutions passed are kept at the registered office of the company.</p>

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

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter provides guidance to the Board in the fulfilment of its roles, duties and responsibilities which are in line with the principle of good corporate governance.</p> <p>The Board Charter is available on Company's corporate website at www.xoxtech.com.my.</p> <p>The Board Charter is subject to periodic review and is update as and when necessary to ensure it remain consistent with the Group's policies and procedures, the Board's overall responsibilities as well as changes to legislation and regulations.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has adopted a Code of Ethics and Conduct which is incorporated in the Board Charter of the Company and available on the Company's website at www.xoxtech.com.my . The Code of Ethics and Conduct is to be observed by all Directors and employees of the Group. The Board will review the Code of Ethic and Conduct regularly to ensure that it continues to remain relevant and appropriate.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has adopted a Whistle Blowing Policy with the intention to promote the highest standard of corporate governance and business integrity that provides avenue for all employees of the Group and members of the public to raise concerns or disclose any improper conduct within the Group and to take appropriate action to resolve them effectively.</p> <p>The Whistle Blowing Policy is published on the Company’s corporate website at www.xoxtech.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board believes that sustainability development of the Group business operation is one of the key pillars in the Group's Strategy which is of paramount importance to its long-term success. The Board also recognize that business success is interdependent with both environment and social responsibility and towards this end the Board continually embed sustainability deeper into our operations to create a more sustainable environment. All divisions within the Group collaborate and strive towards a common goal of leveraging sustainability and integrate Economic, Environmental and Social ("EES") practices into the Group operations.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board acknowledge that identifying relevant stakeholder is important and has designed a Stakeholder Engagement Process to engage with the various interest groups to unravel their expectations. At the end of the process, they strive to strike a balance between the material needs of the Group and the expectations of the stakeholders.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board recognises the importance of keeping abreast with the ever-evolving sustainability landscape, so as to align its business strategies with its long-term sustainability value and objective.	
		The Board will incorporate more sustainability discussions into its business planning and strategies and participate in professional development programmes or activities to improve on its skills set and knowledge on sustainability, to enable it to better tackle and deliberate on sustainability matters in a more effective and efficient manner.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	There were no performance evaluations of the board and senior management in addressing the company’s material sustainability risks and opportunities.	
		The Board will consider including the review of the performance in terms of sustainability risks and opportunities in future performance evaluations.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The role of the NC is to assist the Board in ensuring the Board comprises individuals with the requisite skills, knowledge and experience. The NC leads in the process of identifying and recommending suitable candidates for directorship to the Board and Board Committees.</p> <p>The NC conducts an annual review of the structure, size and composition of the Board, including the balance mix of skills, knowledge, experience and the independence of the Non-Executive Directors and also an assessment of the performance of the Board, Committees and individual of Directors.</p> <p>The NC shall consider the prospective Director's character, experience, skills, expertise, core competencies, integrity and time commitment, number of directorships and external obligations.</p> <p>The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. If upon completion of nine (9) years, the Independent Director continues to serve on the Board, he or she may do so subject to the re-designation as a Non-Independent Director after serving a cumulative term of nine (9) years, subject to the following:</p> <ul style="list-style-type: none">a) assessment by the NC, regarding the independence and contributions; andb) shareholders' approval in a general meeting, where the Board must provide its justification on the recommendation.
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	:		
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Intended Outcome

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

Practice 5.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board will continue to search for suitable candidates to support the group's objective.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 5.3

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

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

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:	No independent director(s) serving beyond 9 years	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board and the NC acknowledge the importance of diversity in terms of skills, experience, age, gender, culture background and ethnicity and recognises the benefits of diversity at the board and senior management level.</p> <p>In line with the best practices of the Code and the gained attention of boardroom diversity as an important element of a well-functioned organisation, the appointment of Board members is reviewed by the NC and made via a formal and transparent process. The NC shall consider and recommend suitable candidate for the Board, in terms of appropriate balance of skills, expertise, attributes and core competencies, taking into consideration the character, gender, experience, integrity, competence and time commitment.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC of the Company is responsible to oversee the selection and assessment for new appointments to the Board. The members of the Board are to be appointed in a formal and transparent practice as endorsed by the Code. The NC will scrutinise the candidates and recommend the same for the Board's approval.</p> <p>The NC will assess the suitability of an individual by taking into account the individual's mix of skill, functional knowledge, expertise, experience, professionalism, integrity and/or other commitments that the candidate can bring to complement the Board. Besides the recommendation from the existing Board members, management and major shareholders, the Board also refer to the potential candidate from the industry taking into consideration the education, skills and experience background.</p> <p>The NC has developed certain criteria used in assessing the effectiveness of the Board and the Board Committees annually to ensure that the Board has an appropriate balance of skills, expertise and core competencies.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

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

Application	:	Applied	
Explanation on application of the practice	:	The profiles of the Directors, including their professional qualifications and work experiences are set out on pages 5 to 7 of the Annual Report 2022 for the shareholders' purview. The Board's statement of support on the appointment or reappointment of the Directors is set out in the explanatory note of the notice of AGM.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NC is chaired by Mr. Ng Kok Heng, an Independent and Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:	Please provide an explanation on how the practice is being applied.	
Explanation for departure	:	The Board acknowledges the importance of boardroom diversity and workforce gender diversity policy.	
		The Board will consider the appointment of female director when a right candidate is identified.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has adopted a Gender Diversity Policy which sets out the approach to improve diversity on the Board of Directors and the management level.</p> <p>The Board acknowledges the need for gender diversity for good governance practices and to enhance the efficient functioning of the Board. The Board believes the appointment of a new member is guided by the skills, experiences, competency and knowledge of the individual candidate and it shall review any potential candidate wherever reasonably possible.</p> <p>The Board shall also accord due consideration to inculcate diversity policy in the boardroom and workplace which encapsulates not only gender, but also age and ethnicity for a well-functioned organisation.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The NC has a formal assessment criterion to assess the effectiveness of the Board. The Board through the annual review by the NC on the size and composition to determine if the Board has right size and sufficient diversity with independence element that fit the company's objective and strategic goal.</p> <p>In evaluating performance of Non-Executive Directors, amongst others, the attendance at Board or Committee meetings, adequate preparation for Board and/or Committee meetings, regular contribution to Board or Committee meetings, personal input to the role and other contributions to the Board or Committee as a whole. Whilst, in evaluating performance of Executive Directors, assessment was carried out against diverse key performance indicators, amongst others, financial, strategic, operations management and business plans, product development, conformance and compliance, shareholders'/ investors' relations, employees training and development, succession planning and personal input to the role.</p> <p>The activities undertaken by the NC during the financial year under review were as follows:</p> <ul style="list-style-type: none">● Evaluated the balance of skill, knowledge and experience of the board. Carried out the assessment and rating of each Director's performance against the criteria as set out in the annual assessment form.● Undertaken an effectiveness evaluation exercise of the board and its committees as a whole with the objective of assessing its effectiveness.● Reviewed and assessed the independence of the Independent Directors of the Company.● Reviewed and assessed the performance of AC.

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

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board, through the RC, had established formal and transparent remuneration policies and procedures which set out the principle and guideline for Board and RC to determine the remuneration of Directors and/or Senior Management of the Company.</p> <p>The Remuneration Policy is available at the Company’ corporate website at www.xoxtech.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has in place a RC comprises entirely of Non-Executive Directors, the majority of whom are Independent Directors.</p> <p>The RC is responsible for assessing and reviewing the remuneration packages of the Board and Senior Management and subsequently furnishes their recommendations to the Board for adoption. The RC discharge its responsibilities in accordance with its Terms of Reference and Remuneration Policy.</p> <p>The Directors' fee and meeting allowance payable to the Directors are endorsed by the Board for approval by the shareholder of the company at the AGM. Directors do not participate in decision regarding their own remuneration packages.</p> <p>The Terms of Reference of the RC and Remuneration Policy are available on the Company's corporate website at www.xoxtech.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The detailed disclosure of the Directors' remuneration received during the financial year ended 31 March 2022 on named basis as recommended by the Code is disclosed in the Corporate Governance Overview Statement in the Annual Report 2022.

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	Chew Shin Yong, Mark	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	191	Input info here	Input info here	7.3	198.3
2	Nicholas Wong Yew Khid	Executive Director	20	Input info here	35	Input info here	Input info here	5.1	60.1	48	Input info here	35	Input info here	Input info here	5.1	88.1
3	Ng Kok Heng	Independent Director	48	Input info here	Input info here	Input info here	Input info here	Input info here	48	48	Input info here	Input info here	Input info here	Input info here	Input info here	48
4	Yong Ket Inn	Independent Director	44	1.5	Input info here	Input info here	Input info here	Input info here	45.5	44	1.5	Input info here	Input info here	Input info here	Input info here	45.5
5	Datuk Chai Woon Chet	Non-Executive Non-Independent Director	48	Input info here	Input info here	Input info here	Input info here	Input info here	48	48	Input info here	Input info here	Input info here	Input info here	Input info here	48
6	Lim Kooi Siang	Independent Director	12	Input info here	Input info here	Input info here	Input info here	Input info here	12	12	Input info here	Input info here	Input info here	Input info here	Input info here	12
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Applied – the company discloses the remuneration of members senior management who are not members of the board
Explanation on application of the practice	:	The remuneration for the Chief Executive Officer (“CEO”) in bands of RM50,000 during the FYE 2022 is as follow:- Range of Remuneration of CEO RM150,001 - RM200,000 – Encik Azril bin Aliuddin
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	:	

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Audit Committee is Mr. Yong Ket Inn, and he is not the Chairman of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Terms of Reference of the AC was reviewed and revised to specify the policy which 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 AC.</p> <p>No former key audit partners of the present and former external auditors have been appointed to the Board or employed by the Company.</p> <p>The Terms of Reference of the AC is available at the Company's corporate website at www.xoxtech.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established the External Auditors Assessment Policy (“the Policy”) together with an annual performance evaluation form. The Policy is to outline the guidelines and procedures for the Audit Committee to review, assess and monitor the performance, suitability and independence of the External Auditors.</p> <p>The External Auditors are precluded from providing any services that may impair their independence or conflict with their role as External Auditors. The AC also review the independence of the External Auditors and the level of non-audit services rendered by the External Auditors and their affiliates.</p> <p>The Audit Committee shall carry out annual performance assessment of the External Auditors and may request Finance Manager to join the assessment.</p> <p>The annual evaluation form provides a checklist for the Audit Committee to carry out formal review of the independence, effectiveness and efficiency of the External Auditors of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Not Adopted
Explanation on adoption of the practice	:	<p>The AC comprises three (3) members, all the audit committee members are Non-Executive Directors, with a majority of them being Independent Directors as detailed below:-</p> <p>(a) Mr. Yong Ket Inn (Chairman, Independent Non-Executive Director) (b) Mr. Ng Kok Heng (Member, Independent Non-Executive Director) (c) Datuk Chai Woon Chet (Member, Non-Independent Non-Executive Director)</p>

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board regards the members of the AC possess the necessary skills and knowledge to discharge their duties in accordance with the terms of reference of the AC.</p> <p>The qualification and experience of the AC members are disclosed in the Board of Director's Profile in the Annual Report 2022.</p> <p>They are expected to devote sufficient time to update their knowledge and enhance their skill through appropriate continuing education programmes, so as to enable them to sustain their active participation during deliberations.</p> <p>In addition, during the AC meetings, the members were also briefed by the External Auditors on the following key areas:-</p> <ul style="list-style-type: none">● Financial Reporting developments;● Adoption of Malaysian Financial Reporting Standards; and● Other changes in regulatory environment
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	:		
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Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges its overall responsibility of maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness. The Board has delegated the responsibility for reviewing the adequacy and effectiveness of the risk management and internal control systems to the AC.</p> <p>The AC has been entrusted by the Board to ensure effectiveness of the Group's internal control systems. The activities of the outsourced Internal Auditors are reported to the AC which provides the Board with the required assurance in relation to the adequacy and integrity of the Group's system of internal controls.</p> <p>The details of the Group's risk management and internal control framework are set out in the Statement of Risk Management and Internal Control of the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has delegated task of monitoring the internal control and risk management system to the management team. Therefore, the Management plays a key role in ensuring that the established internal control processes and closely adhered to, and to promptly provide feedback to the Board of any breach in internal control, whether deliberately or inadvertently.</p> <p>The system of internal control and risk management are subjected to regular evaluation on their adequacy and effectiveness by the management team. Any significant risk and mitigating responses are communicated to the Board through the Audit Committee to ensure continuing relevance and compliance with current law and regulation. The AC assist the board to review the adequacy and effectiveness of the system of internal control and risk management in the group and ensure the appropriate method and procedures are used to obtain the level of assurance required by the Board.</p> <p>Details of the Group's risk management and internal control framework are set out in the Statement of Risk Management and Internal Control of the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established the Internal Auditors Assessment Policy (“the Policy”) together with an annual performance evaluation form. The Policy is to outline the guideline and procedures for AC to review, assess and monitor the performance, suitability and independence of the Internal Auditors.</p> <p>The Internal Auditors are precluded from providing any service that may impair their independence or conflict with their role.</p> <p>The AC shall carry out annual performance assessment of the Internal Auditor and may request the Finance Manager to join the assessment.</p> <p>The annual evaluation form provides a checklist for the AC to carry out a formal review of the independence, effectiveness and efficiency of the Internal Auditors of the company.</p> <p>To ensure that the responsibilities of internal auditors are fully discharge, the AC evaluated the performance of the internal auditors for the financial period ended 2022 upon such evaluation criteria as set out in its Internal Auditors annual assessment form, amongst other the following were part of criteria reviewed by the Audit Committee:</p> <ol style="list-style-type: none">1) Adequacy of resources and experience of the internal audit firm;2) Quality process of the internal audit firm;3) Internal audit fee, scope and planning;4) Internal audit reports and communications;5) Competency of the engagement team; and6) Governance and independence. <p>The AC concluded its assessment that the Internal Auditors has sufficient experience and resources to satisfied their Terms of Reference and adequately deliver the quality services to the company and its subsidiaries.</p> <p>The details of the internal audit function and activities are set out in the AC Report in the Annual Report 2022.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group internal audit function is supported by an outsourced independent professional consulting company, Kloo Point Risk Management Services Sdn. Bhd. (“Kloo”), which is independent of the activities and operations of the group. The Internal Auditors are empowered by the AC to carry out independent assessment and provide an objective evaluation of risk and control in the auditable activities to ensure a sound system of internal control. The activities of the Internal Auditors are guided by annual internal audit plan that are presented to and approved by AC.</p> <p>The engagement team from Kloo are free from any relationship or conflict of interest, which could impair their objectivity and independence.</p> <p>The AC had on 22 July 2022 conducted an annual assessment and evaluated the performance of the Internal Auditors and collectively carried out the assessment with the relevant input from the Executive Directors and Finance Manager.</p> <p>In conclusion, the Audit Committee was of the view that:-</p> <ul style="list-style-type: none"> ● The Internal Auditors have sufficient experience and resources to satisfy their terms of reference; and ● The Internal Auditors have sufficient resources to adequately deliver quality services to the Group.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board values the importance of timely and equal dissemination of information on major developments of the Group to the shareholders, potential investors and the general public. Quarterly results, announcement, analyst briefing, annual reports and circulars serve as primary means of dissemination of information so that the shareholders are consistently kept abreast of the group progress and development.</p> <p>The Company's corporate website, www.xoxtech.com.my. serve as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, Board Charter and policies, announcements, news, and events relating to the group.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company is not required to comply with this requirement as it is not a large company.</p> <p>Corporate information is disseminated via the Company's website and announcements are published on the website of Bursa Malaysia Securities Berhad. At present, the Board is of the view that the Company's Annual Report is comprehensive enough for stakeholders to make informed decisions.</p> <p>The current Annual Report provides stakeholders with a fairly comprehensive overview on the Company's financial and non-financial information including future prospects. Components such as the Management and Discussion Analysis, Corporate Governance Overview Statement, Statement on Risk Management and Internal Control, as well as the Sustainability Statement, form an integral part of the non-financial information. Once the level of maturity of non-financial reporting practices is adequate and able to comply with global recognised integrated reporting standards, the Company will implement this as soon as it is practicable.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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	:	The notice for convening the forthcoming Twenty-First Annual General Meeting (“AGM”) to be held on 30 September 2021 was issued on 30 August 2021, which is at least 28 days prior to the date of the AGM.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	All Directors were present the 21st AGM held on 30 September 2021 and responded to queries raised by shareholders.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has leveraged on technology to facilitate remote shareholders' participation and electronic voting for the conduct of poll on the resolutions at its AGM held on 30 September 2021.</p> <p>The entire AGM proceedings were conducted on a fully virtual basis through live streaming and online remote participation and voting.</p> <p>The Administrative Notes of the AGM were published in the Company's Website and shared with the shareholders.</p> <p>The online meeting platform provides the option for the shareholders to participate and cast their votes virtually at the general meeting without the need to appoint a proxy.</p>
Explanation for departure	:	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: The 21st AGM of XOX Tech was a virtual meeting. The Company had issued an Administrative Notes which encompassed the guidance on the conduct of the virtual AGM on 30 September 2021. The shareholders were allowed to submit their questions electronically to agm@m3tech.com.my prior to the AGM, or used the Q&A platform to transmit the questions to the Board via RPV facilities during the live streaming of the AGM. The Chairman of the AGM had also informed the shareholders that they could submit their questions to the Board during the virtual AGM via RPV facilities and all the questions were addressed by the Directors.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

<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. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	<p>In view of the COVID-19 pandemic and as part of safety measures against COVID-19, the AGM was held a fully virtual basis through live streaming and online remote voting by using RPV facilities.</p> <p>The shareholders were allowed to submit their questions at any time from the day of the Notice of AGM and up to the end of the Q&A session.</p> <p>Questions posed by the shareholders had been presented to all participants during the AGM via RPV facilities.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The minutes of the 21st AGM of the Company held on 30 September 2021 were not circulated to the shareholders.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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