

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0196
COMPANY NAME : QES GROUP BERHAD
FINANCIAL YEAR : December 31, 2021

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>QES Group Berhad's Board of Directors ("the Board") is responsible for leading QES Group Berhad and its subsidiaries ("the Group") and is accountable to the shareholders and stakeholders to create long term profitability and sustainability within the Group. The Group's CG framework embeds the right values and standards throughout the Group.</p> <p>In the Group, there were high levels of interaction between the Board to successfully formulate and implement the Group's business strategy. The Group's setting and review strategy is an integral part of matters reserved for the Board.</p> <p>The Board will scrutinise the sustainability, effectiveness and implementation of the strategic plans for the financial year under review and provide guidance and input to the management.</p> <p>The duties and responsibilities of the Board are encapsulated in the Board Charter which is available on the Company's corporate website at www.qesnet.com</p> <p>In discharging its overall duties and responsibilities, the Board and Board Committee undertook the following activities during the FYE 2021 :-</p> <p>i. Review and adopting a strategic plan for the Group The Executive Directors together with the key Management reviews and provides input to the Group's strategic plan which includes addressing the Group's business strategies on growth, operations, cost management, sustainability and setting of financial goals.</p>

ii. Overseeing the conduct and managing performance of the Group's businesses

The Board's responsibilities on overseeing the Management includes reviewing, assessing and approving investment and capital expenditure proposals by the management and monitoring the implementation of the strategic plan by the management. The Board will deliberate on all proposals presented and recommended by management deem significant, including those proposed by its Board Committees to ensure they are viable and meet the requisite target returns.

iii. Promoting corporate governance culture within the Group

The Board continues to promote good corporate governance culture, whereby the Group has put in place measures to guide its employees and partners in adhering to all applicable policies, procedures, laws, and regulations of the countries in which the Group operates in, including but not limited to Anti-Corruption and Bribery Policies.

Subsequent to the implementation of the MCCG 2021 effective from 28 April 2021, the Board was briefed by the Company Secretary during the Board Meeting held in 23 February 2022 on the enhancements made to MCCG 2021. A gap analysis report was presented to the Board in 18 November 2021 to determine the level of adherence and identify the gap as part of the continuing effort to adopt the best Corporate Governance practice and actions plans to be taken was considered.

iv. Development and implementation of shareholder communications policy

Shareholders are updated with the performance and results of the Group through engagements and public release of the relevant information on the Company's corporate website at www.qesnet.com.

v. Ensure that the Board has the necessary skills and experience and there are measures in place to provide the orderly succession of the Board

The Nomination Committee ("NC") is established as a committee of the Board. The NC oversees matters related to the nomination of new Directors, annually reviews the required mix of skills, experience and other requisite qualities of Directors, as well as undertakes the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director.

	<p>vi. Risk Management and Internal Control</p> <p>The AC is responsible for reviewing the risk management and internal control framework of the Group to ensure adequacy and effectiveness of the risk management and internal control is embedded in all aspects of the Group’s activities.</p> <p>The Board through the AC develops, executes and maintains the risk management system to ensure that the Groups’ corporate objective and strategies are achieved within the acceptable risk appetite of the Group. The AC monitors and manages the significant risk faced by the business and report to the Board.</p> <p>In order to ensure orderly and effective discharge of the above functions and responsibilities, the Board has also delegated certain responsibilities to other Board Committees. Standing Committees of the Board includes Audit Committee (“AC”), NC and Remuneration Committee (“RC”) which operates within clearly defined terms of reference. The Board receives reports at its meetings from the Chairman of each Committee on current activities and it is the general policy of the Company that all major decisions be considered by the Board as a whole.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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

Practice 1.2

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>Encik Adnan Bin Zainol was appointed as the Independent Non-Executive Chairman of the Company.</p> <p>The roles and responsibilities of the Chairman of the Board are encapsulated in the Board Charter.</p> <p>The key responsibilities undertaken by the Chairman are as follows: -</p> <ul style="list-style-type: none"> i. Provides leadership for the Board so that the Board can perform its responsibilities effectively; ii. Leads the Board meetings and discussions to enable appropriate decisions are made to ensure that no Board members, whether Executive or Non-Executive, dominates the discussion; iii. Encourages active participation and allows dissenting views to be freely expressed; iv. Communicates with the management from time to time to ensure the Company complies with all relevant laws and regulations; v. Ensures appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the Board as a whole; and vi. Leads the Board in establishing and monitoring good Corporate Governance practices in the Company; vii. Setting the agenda for each Board meeting together with the Company Secretary; viii. Acting as the conduit between Management and the Board; and ix. Acting as a spokesperson for the Board.
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 the Chairman and the Managing Director in the Company are held by different individuals with clear and distinct roles which are formally documented in the Board Charter of the Company to ensure a balance of power and authority between the Chairman and the Managing Director.</p> <p>The Chairman of the Board, Encik Adnan Bin Zainol is responsible for instilling good Corporate Governance practices, leadership and effectiveness of the Board. Meanwhile, Mr. Chew Ne Weng, the Managing Director of the Company is responsible for implementation of the policies, strategies and decisions adopted by the Board as well as the day-to-day management of the Company's operations and shall adhere to the guidelines and instructions provided by the Board.</p> <p>The responsibilities of the MD, amongst others, are as follows:-</p> <ol style="list-style-type: none">i. Acts as the conduit between the Board and the Management in ensuring the success of the Company's governance and management functions;ii. Has the executive responsibility for the day-to-day operation of the Group's businesses and to ensure the efficiency and effectiveness of the operation for the Group;iii. To supervise heads of divisions and departments who are responsible for all functions contributing to the success of the Group;iv. To implement the policies, corporate strategies and decisions adopted by the Board;v. To develop strategic direction and assess business opportunities which are of potential benefit to the Group; andvi. To bring material and other relevant matters to the attention of the Board in an accurate and timely manner.
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

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Company is in compliance with Practice 1.4 of the Malaysian Code on Corporate Governance whereby the Chairman of the Board, Encik Adnan Bin Zainol is not a member of the AC, NC or the RC of QES Group Berhad.</p> <p>The Chairman of the Board, Encik Adnan Bin Zainol has relinquishes his position to be a member of the AC, NC and RC on 26 November 2021 and Puan Maznida Binti Mokhtar was appointed as a member of NC and RC in replacement thereof.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board had appointed a qualified Company Secretary who is a member of the Malaysian Institute of Accountants and is qualified to act as Company Secretary under Section 235(2) of the Companies Act, 2016.</p> <p>The Company Secretary manages all Board and Board Committees meeting logistics, attending and recording minutes to ensure that deliberations at Board and Board Committee meetings are well documented and subsequently communicated to the relevant personnel for appropriate actions.</p> <p>Amongst the roles and responsibilities of the Company Secretary are as follows :-</p> <ul style="list-style-type: none">a) The Company Secretary plays an advisory role to the Board, particularly with regards to the Company's Constitution, Company's Corporate Governance best practices and its compliance with regulatory requirements, codes, guidance and legislations.b) The Company Secretary plays an important role in ensuring the proceeding in general meeting are in place and properly managed by assisting the Chairman and the Board to conduct the meeting and ensure the minutes are properly recorded, particularly, questions raised by the shareholders.c) Attend all Board and Board Committee Meetings and ensure all discussions and deliberations during the meetings are accurately recoded and properly maintained.d) Facilitated the annual assessment on the effectiveness of the Board, Board Committees and individual directors for year 2021, The results were collated and tables at the NC Meeting and to the Board for deliberation.
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>The Board is provided with appropriate information and comprehensive Board papers on a timely manner prior to Board meetings to ensure that the Directors have sufficient preparation time and information to make an informed decision at each Board meeting.</p> <p>Annual meeting calendar which provides details of scheduled dates for Board Meeting, Board Committee Meeting and Annual General Meeting are given to Directors at the beginning of the year. The Directors and Principal Officer would receive notification on closed periods for dealings in securities based on the targeted dates of announcement of the Company's quarterly results.</p> <p>Management is invited to attend the Board and Board Committee meetings to brief and provide explanations to the Directors and the Board on the operations of the Group.</p> <p>The deliberations and decisions at Board and Board Committee meetings are minuted in a clear, accurate and timely manner. The minutes record the decisions of the Board and Board Committee including deliberations, comments, concerns or dissenting views. The minutes indicate whether any Director or Committee member has abstained from voting or abstain himself from deliberating on a particular matter concerning them.</p> <p>The Company Secretary will communicate to the relevant Management, the Board's and Board Committees' decision or recommendations via circulation of draft minutes of meetings for appropriate actions to be taken. The Company Secretary will follow up with Management on status of actions taken with reference to the previous minutes of meeting and recorded the updates in the matters arising paper tabled at the subsequent Board and Board Committee meetings.</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 Board implemented its Board Charter on 11 October 2017. It sets out the roles, functions, composition, operation and processes of the Board and to ensure all Board members acting on behalf of the Company are aware on their duties and responsibilities as Board members.</p> <p>Key matters reserved for the Board’s approval includes approval of the annual and quarterly financial results, annual budgets, major capital commitments, dividend policy, business continuity plan and corporate plan, managing conflict of interest issues, new issues of securities, business restructuring, expenditure above a certain pre-determined limit, disposal of significant fixed assets and acquisition or disposal of companies within the Company.</p> <p>The Board reviews the Board Charter regularly, to keep it up to date with changes in regulations and best practices.</p> <p>The Board Charter is available on the Company’s corporate website at www.qesnet.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board establishes a Code of Conduct and Ethics for the Company, and together with the management, implements its policies and procedures, which includes dealing with customers and suppliers, managing conflicts of interest, maintaining confidential information, accepting gifts, loans and entertainment, accepting directorship outside the Company, complying with laws and regulations, ensuring a healthy and safe environment, protection and use of company's asset, insider information and securities trading and sexual harassment.</p> <p>The Code of Conduct and Ethics is periodically reviewed and is available on the Company's corporate website at www.qesnet.com.</p> <p>QES establishes an Anti-Corruption and Bribery Policy on 1 August 2020. This Anti-Corruption and Bribery Policy is aimed to prevent the occurrence of bribery and corrupt practices in relation to the business of the Group. The Company will also take appropriate and reasonable measures to ensure its business does not involve in corrupt activities.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established, reviewed and implemented the policies and procedures on whistleblowing. The Group’s whistleblowing policies and procedures provides an 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 Group’s whistleblowing policies and procedures is periodically reviewed and is available on the Company’s corporate website at www.qesnet.com</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board continuously ensures that there is an effective governance framework for sustainability within the Group. In November 2021, the Board together with the Management, review the new Practices and Guidance under the revised MCCG 2021. Among the changes discussed by the Board, was the Board Charter, TORs and also the membership of the Chairman of the Board in Board Committees. The Managing Director, through the Management Committee, continues to be responsible for the strategic management of material sustainability matters of QES Group.</p> <p>In order to ensure the Board is kept abreast on sustainability issues which are relevant to the Company business and operations, several training programmes had been organised for the Board during the year.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Group ensures that its communication with the shareholders and various stakeholders are transparent. The Group is committed to being accountable and responsive to the expectations and interests of its stakeholders.</p> <p>There are 3 priority areas covering key aspects of the economic, ethical & social responsible operations and environmental. The sustainability is available on the Company’s corporate website at www.qesnet.com</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 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	In order to ensure the Board is kept abreast on sustainability issues which are relevant to the Company business and operations, several training programmes had been organised for the Board during the year.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	A detailed study is required for developing the criteria for the performance evaluations of the Board and the Management to address the material sustainability risks and opportunities.	
		The Company does not have any alternative practice currently.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board and the Management will review this area in year 2022.	
Timeframe	:	Within 1 year	

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 NC is responsible to assist the Board (among other things) in the development and implementation of the policies on the nomination and appointment of Directors and Committee members.</p> <p>In 23 February 2022, the NC conducted an analysis of the Board Skills Matrix based on the Board composition, to determine the skills gaps that may be needed to be filled. The NC also reviewed the latest Board composition and the Board optimum size.</p> <p>Pursuant to Clause 115 of the Company's Constitution, one-third of the Directors of the Company for the time being shall retire from office once at least in each 3 years but shall be eligible for re-election. The schedule of retirement by rotation was determined by the NC and the Director's eligibility to stand for re-election was also being considered taking into account their tenure of service.</p> <p>In this respect, all the Independent Non-Executive Directors have served the Board for less than 9 years as at 31 December 2021. Based on the outcome of the NC's review, Mr. Hoh Chee Mun and Puan Maznida Binti Mokhtar's performance and contribution in the discharge of their duties during the assessment period had been satisfactory.</p> <p>Upon due deliberation, the Board resolved to approve the proposed re-election of Mr. Hoh Chee Mun and Puan Maznida Binti Mokhtar at the 8th AGM of the Company, as recommended by the NC.</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	:		
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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	:	Applied
Explanation on application of the practice	:	<p>The Board has 6 members comprising of 2 Executive Directors and 4 Independent Non-Executive Directors.</p> <p>The composition fulfils the requirements as set out under the ACE Market Listing Requirements of Bursa Securities which stipulates that at least 2 Directors or 1/3 of the Board, whichever is higher, must be independent and also fulfils the MCCG Practice 5.2 which requires at least half of the Board comprises Independent Directors.</p> <p>On 23 February 2022, the Board through the NC had conducted an assessment and review of the independence of the Independent Non-Executive Directors which were prepared in accordance with the definition of Independent Director under Rule 1.01 of the AMLR.</p> <p>The Independent Non-Executive Directors are free to meet without the presence of management on a regular basis whereby they can candidly share concerns about the Group and exchange views on potential improvements in governance.</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 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	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.

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied																																																																	
Explanation on application of the practice	:	<p>The Board and NC takes into account the current diversity in the skills, experience, age, cultural background and gender of the existing Board in seeking potential candidate(s). This helps to ensure an appropriate balance between the experience perspectives of the long term Directors and new perspectives that bring fresh insights to the Board.</p> <p>While the Board is responsible for the appointment of new Directors, the NC is delegated with the role of screening and conducting an initial evaluation, before making a recommendation to the Board. The NC evaluates the nominees' abilities in discharging their duties and responsibilities before recommending their appointments for approval by the Board.</p> <p>The diversity in the race/ethnicity (cultural background), nationality, age and gender of the Board as at 31 December 2021 are as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="4">Race/Ethnicity</th> <th colspan="2">Nationality</th> </tr> <tr> <th>Malay</th> <th>Chinese</th> <th>Indian</th> <th>Others</th> <th>Malaysian</th> <th>Foreigner</th> </tr> </thead> <tbody> <tr> <td>Number of Directors</td> <td>2</td> <td>4</td> <td>-</td> <td>-</td> <td>6</td> <td>-</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="4">Age Group</th> <th colspan="2">Gender</th> </tr> <tr> <th>40-49</th> <th>50-59</th> <th>60-69</th> <th>70-79</th> <th>Male</th> <th>Female</th> </tr> </thead> <tbody> <tr> <td>Number of Directors</td> <td>-</td> <td>3</td> <td>3</td> <td>-</td> <td>5</td> <td>1</td> </tr> </tbody> </table> <p>The diversity in the race/ethnicity (cultural background), nationality, age and gender of the Senior Management as at 31 December 2021 is as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="4">Race/Ethnicity</th> <th colspan="2">Nationality</th> </tr> <tr> <th>Malay</th> <th>Chinese</th> <th>Indian</th> <th>Others</th> <th>Malaysian</th> <th>Foreigner</th> </tr> </thead> <tbody> <tr> <td>Number of Senior</td> <td>-</td> <td>4</td> <td>-</td> <td>-</td> <td>4</td> <td>-</td> </tr> </tbody> </table>							Race/Ethnicity				Nationality		Malay	Chinese	Indian	Others	Malaysian	Foreigner	Number of Directors	2	4	-	-	6	-		Age Group				Gender		40-49	50-59	60-69	70-79	Male	Female	Number of Directors	-	3	3	-	5	1		Race/Ethnicity				Nationality		Malay	Chinese	Indian	Others	Malaysian	Foreigner	Number of Senior	-	4	-	-	4	-
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		40-49	50-59	60-69	70-79	Male	Female																			
Number of Senior	1	3	-	-	3	1																				
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 Board delegates to the NC the responsibility to establish a formal and transparent procedure for the nomination and appointment of new Directors to the Board. Such responsibilities include screening, conducting initial selection of internal and external candidates, performing requisite evaluation and assessment on the candidate's ability to discharge their duties effectively and efficiently, prior to making recommendations to the Board for its approval.</p> <p>The NC also ensures candidates possess the appropriate skills, core competencies, experience and integrity to effectively discharge his or her role as a Director.</p> <p>There was no appointment of new director in 2021 for 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

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 Board has provided a statement to support the reappointment of the directors and the reasons in the Company's Notice of 8th Annual General Meeting to be held on 15 June 2022.	
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	:	<p>The Board had established the NC on 11 October 2017. The primary objective of the NC is to ensure the Board are comprised of individuals with an optimal mix of qualifications, skills and experience.</p> <p>The present composition of the NC consists of 3 members of the Board, all of whom are Independent Non-Executive Directors: -</p> <table border="1"><tr><td>Chairman of NC</td><td>:</td><td>Chia Gek Liang (Independent Non-Executive Director)</td></tr><tr><td rowspan="2">Members of NC</td><td rowspan="2">:</td><td>Hoh Chee Mun (Independent Non-Executive Director)</td></tr><tr><td>Maznida Binti Mokhtar (Independent Non-Executive Director)</td></tr></table> <p>The Terms of Reference of the NC is available on the Company's corporate website at www.qesnet.com.</p>	Chairman of NC	:	Chia Gek Liang (Independent Non-Executive Director)	Members of NC	:	Hoh Chee Mun (Independent Non-Executive Director)	Maznida Binti Mokhtar (Independent Non-Executive Director)
Chairman of NC	:	Chia Gek Liang (Independent Non-Executive Director)							
Members of NC	:	Hoh Chee Mun (Independent Non-Executive Director)							
		Maznida Binti Mokhtar (Independent 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	:		
Explanation for departure	:	The Board takes note of the gender diversity recommendations under the MCCG and will continue to prioritise women candidates in future recruitment exercise.	
		The Appointment of one female Director on 1 August 2019 is a clear indication of QES's commitment of gender diversity in the Board.	
		The Company does not have any alternative practice currently.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board and the Management will review this area in year 2022.	
Timeframe	:	Within 1 year	

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The NC will continue to recommend appointments to the Board based on diversity measured against meritocracy and other objective criteria such as skills and experience the individual offers.	
		The Company does not have any alternative practice currently.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board and the Management will review this area in year 2022.	
Timeframe	:	Within 1 year	

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The evaluation criteria for the Board, Board Committees and individual Directors are primarily anchored on regulatory development and emerging best practices of MCCG as the method of evaluation. Below is a summary of the activities undertaken by the Nomination Committee for the FYE 2021: - (a) Assessed the overall Board and Board Committees' performance and effectiveness as a whole; (b) Reviewed and assessed the independence of Independent Directors and their tenure of service; (c) Reviewed and assessed the term of office and performance of the Audit Committee and each of its members; (d) Reviewed and assessed the performance, and made recommendations to the Board for its approval, regarding the Directors who are seeking for re-election at the upcoming AGM; and (e) Assessed Directors' training to ensure all Directors receive appropriate continuous training programmes.
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 Company has in place a Remuneration Policies for Directors. The policy serves as a guidelines for the Board in remunerating Directors with a view to attract, retain and motivate talented and high-calibre individuals.</p> <p>The remuneration policy is periodically reviewed by the RC prior to making its recommendations to the Board for approval. In its review, the RC considers various factors including the Non-Executive Directors fiduciary duties, time commitments expected of them and the Company's performance.</p> <p>The Board is mindful that fair remuneration is critical to attract, retain and motivate the Directors of the Company as well as other individuals.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

The 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 had established the RC on application of the 11 October 2017.</p> <p>The primary objective of the RC is to establish a documented, formal and transparent procedure for assessing and reviewing the remuneration packages of Executive Director and Non-Executive Director in order to ensure the remuneration of the Directors reflect their responsibility and commitment undertaken by them and also to attract and retain right talent in the Board to drive the Company's long-term objectives.</p> <p>The present composition of the RC consists of 4 members of the Board, all of whom are Independent Non-Executive Directors: -</p> <table border="1" data-bbox="555 1400 1406 1697"> <tr> <td>Chairman of RC</td> <td>:</td> <td>Chia Gek Liang (Independent Non-Executive Director)</td> </tr> <tr> <td rowspan="3">Members of RC</td> <td>:</td> <td>Hoh Chee Mun (Independent Non-Executive Director)</td> </tr> <tr> <td></td> <td>Chew Ne Weng (Managing Director)</td> </tr> <tr> <td></td> <td>Maznida Binti Mokhtar (Independent Non-Executive Director)</td> </tr> </table> <p>The Terms of Reference of the RC can be viewed on the Company's corporate website at www.qesnet.com.</p>	Chairman of RC	:	Chia Gek Liang (Independent Non-Executive Director)	Members of RC	:	Hoh Chee Mun (Independent Non-Executive Director)		Chew Ne Weng (Managing Director)		Maznida Binti Mokhtar (Independent Non-Executive Director)
Chairman of RC	:	Chia Gek Liang (Independent Non-Executive Director)										
Members of RC	:	Hoh Chee Mun (Independent Non-Executive Director)										
		Chew Ne Weng (Managing Director)										
		Maznida Binti Mokhtar (Independent Non-Executive Director)										
Explanation for departure	:											

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

Measure :		
Timeframe :		

Intended Outcome

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 on named basis for the remuneration of individual directors for financial year 2021 is disclosed below.

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	Adnan Bin Zainol	Independent Director	60	0	0	0	0	0	60	0	0	0	0	0	0	0
2	Chew Ne Weng	Executive Director	0	0	0	0	0	0	0	125	0	636	55	35	135	986
3	Liew Soo Keang	Executive Director	0	0	0	0	0	0	0	100	0	564	49	35	120	868
4	Chia Gek Liang	Independent Director	60	0	0	0	0	0	60	0	0	0	0	0	0	0
5	Hoh Chee Mun	Independent Director	60	0	0	0	0	0	60	0	0	0	0	0	0	0
6	Maznida Binti Mokhtar	Independent Director	48	0	0	0	0	0	48	0	0	0	0	0	0	0
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	:	Departure										
Explanation on application of the practice	:											
Explanation for departure	:	<p>Details of the remuneration of each Senior Management on named basis is not disclosed due to confidentiality reasons and such disclosure may be prejudicial to the Company's business interests given that poaching of qualified Senior Management is common.</p> <p>As an alternative, details of Senior Management whose remuneration falls within successive bands of RM50,000 is set out below:</p> <table border="1"> <thead> <tr> <th colspan="2">Range of Remuneration</th> </tr> <tr> <th>Range of Remuneration</th> <th>Number of Senior Management</th> </tr> </thead> <tbody> <tr> <td>RM401,000 to RM450,000</td> <td>2</td> </tr> <tr> <td>RM1,050,000 to RM1,100,000</td> <td>1</td> </tr> <tr> <td>RM1,600,000 to RM1,650,000</td> <td>1</td> </tr> </tbody> </table> <p>The Board is of the view that the transparency and accountability aspects of the MCCG on disclosure of the remuneration are appropriately served by the above remuneration disclosures in bands of RM50,000.</p>	Range of Remuneration		Range of Remuneration	Number of Senior Management	RM401,000 to RM450,000	2	RM1,050,000 to RM1,100,000	1	RM1,600,000 to RM1,650,000	1
Range of Remuneration												
Range of Remuneration	Number of Senior Management											
RM401,000 to RM450,000	2											
RM1,050,000 to RM1,100,000	1											
RM1,600,000 to RM1,650,000	1											
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>												
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.										
Timeframe	:	Choose an item.										

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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	:	<p>The Board established the AC on the 11 October 2017.</p> <p>The AC was established to assist the Board with the primary objective of providing an additional assurance to the Board by giving an objective and independent review of financial, operational and administrative controls and procedures, establishing and maintaining internal controls, reinforce the independence of the Company's External Auditors, evaluate the quality of the Internal Auditors and oversee compliance with laws and regulations together with observance of a proper code of conduct.</p> <p>The present composition of the AC consists of 3 members of the Board, all of whom are Independent Non-Executive Directors: -</p> <table border="1" data-bbox="558 1131 1404 1355"> <tr> <td>Chairman of AC</td> <td>:</td> <td>Hoh Chee Mun (Independent Non-Executive Director)</td> </tr> <tr> <td rowspan="2">Members of AC</td> <td rowspan="2">:</td> <td>Chia Gek Liang (Independent Non-Executive Director)</td> </tr> <tr> <td>Maznida Binti Mokhtar (Independent Non-Executive Director)</td> </tr> </table> <p>The Chairman of the AC is not the Chairman of the Board.</p> <p>The Terms of Reference of the AC can be viewed on the Company's corporate website at www.qesnet.com.</p>	Chairman of AC	:	Hoh Chee Mun (Independent Non-Executive Director)	Members of AC	:	Chia Gek Liang (Independent Non-Executive Director)	Maznida Binti Mokhtar (Independent Non-Executive Director)
Chairman of AC	:	Hoh Chee Mun (Independent Non-Executive Director)							
Members of AC	:	Chia Gek Liang (Independent Non-Executive Director)							
		Maznida Binti Mokhtar (Independent Non-Executive Director)							
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 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 Board took note on recommendations in MCCG to have a policy that requires a former key audit partner to observe a cooling-off practice period of at least 3 years before being appointed as a member of the Audit Committee. None of the members of the Board were former key audit partners.	
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>During the FYE 2021, the External Auditor, Moore Stephens Associates PLT ("MSA") made 2 presentations which were as follow: -</p> <ul style="list-style-type: none">(a) Audit Planning Memorandum which outlined its engagement team, audit approach, audit timeline, the areas of audit emphasis, and their focus on Key Audit Matters with reference to the International Standard on Auditing 701; and(b) Audit and Risk Management and Closing Presentation for the FYE 2021 which update the current status of the audit, highlights and explains the disposition of the salient accounting and audit issues, the Key Audit Matters identified during the audit, any significant deficiencies in internal control and highlighted MSA's assessment of the risks or material misstatements and communicate with the Audit Committee on other matters required under ISA 260 Communication with those charged with Government. <p>The Audit Committee had undertaken an annual assessment of the suitability and independence of MSA.</p> <p>Based on the assessment done in February 2022 and the tabulation of the results of the assessment to the Board, the Board with the recommendation of AC was satisfied with the suitability of MSA to be reappointed as External Auditors of the Company.</p> <p>The Board would be seeking shareholders' approval at the 8th AGM on the re-appointment of MSA as 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	:	Adopted
Explanation on adoption of the practice	:	The Audit Committee members of the Company solely comprises of Independent Directors.

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 review of the composition of the AC shall be conducted annually by the NC in accordance with Rule 15.20 of the AMLR) of Bursa Securities.</p> <p>Mr. Hoh Chee Mun, the Chairman of the AC, is a Chartered Accountant and is currently a member of Malaysian Institute of Accountants ("MIA") and Malaysian Institute of Certified Public Accountants ("MICPA").</p> <p>Accordingly, this meets the requirements of Rule 15.09(1)(c) of the AMLR of Bursa Securities.</p> <p>Mr. Chia Gek Liang had 9 years tenure in investment banking whereby he was involved in a wide variety of assignments which include initial public offerings, debt and equity fund raising, mergers and acquisitions, reverse take-over, corporate and debt restructuring and privatisation exercise. He was also admitted as Advocate and Solicitor of the High Court of Malaya in 2012.</p> <p>Puan Maznida Binti Mokhtar was a Co-Founder of SKALI Group of Companies and was the Chief Financial Officer for 23 years. The Chairman and members of the AC are financially literate and have carried out their duties in accordance with the Terms of Reference of the AC.</p> <p>The NC is satisfied that the AC have discharged their functions, duties and responsibilities in accordance with the AC Terms of Reference and supported the Board in ensuring the Company upholds appropriate Corporate Governance standards.</p> <p>All members of the AC are mindful that they should undertake continuous professional development to keep themselves abreast of</p>

	<p>relevant developments in accounting and auditing standards, practices and rules.</p> <p>The composition of the AC, attendance of meetings by the individual members and the summary of activities are set out in the AC Report on pages 49- 51 of the Annual Report 2021.</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

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 has formalised an Enterprise Risk Management ("ERM") framework which explains the Company's underlying approach to risk management, documents the roles and responsibilities of the Board, AC, and other key parties.</p> <p>It also outlines key aspects of the risk management process and identifies the main reporting procedures.</p> <p>In addition, the ERM framework describes the process that the Board will use to evaluate the effectiveness of the Company's internal control procedures.</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 established an ongoing process for identifying, evaluating and managing the significant risks faced, or potentially exposed to, by the Company in pursuing its business objectives. This process has been in place throughout the financial year and up to the date of approval of the annual report. The adequacy and effectiveness of this process have been continually reviewed by the Board.</p> <p>The Internal Auditor had presented their review on the risk management and internal control framework to the AC members, and thereafter had recommended to the Board for approval.</p> <p>The Statement on Risk Management and Internal Control is set out on pages 44 - 48 of the Annual Report 2021 which provides an overview on the state of risk management and internal controls within 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

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 Company outsourced its Internal Audit (“IA”) function to Smart Focus Group Sdn. Bhd. (“Smart Focus”).</p> <p>Smart Focus is an independent firm which are able to perform its duties in an objective manner and provide impartial advice directly to the Audit Committee.</p> <p>To ensure that the responsibilities of IA are fully discharged, the Audit Committee: -</p> <ul style="list-style-type: none">(a) ensures that the person responsible for the IA function has relevant experience, sufficient standing and authority to discharge his function effectively;(b) review the IA plan, processes and results of the IA assessment;(c) review any appraisal or assessment of the performance of the IA function;(d) approve any appointment or termination of the IA function;(e) take cognisance of resignations of IA function; and(f) ensure the IA function has sufficient resources to carry out its role effectively. <p>The principal responsibility of the internal audit is to undertake regular and systematic review of the systems of internal control, risk management process and compliance with the Company’s established policies and procedures so as to provide reasonable assurance that such systems continue to operate satisfactorily and effectively in the Company. Functionally, the Internal Audit reviews and assesses the Company’s systems of internal control and report to the Audit Committee directly.</p> <p>The final report containing the audit findings and recommendations together with responses by management were circulated to all members of the Audit Committee. Areas of improvement identified were communicated to the management for further action. All internal audit reports were reviewed by the Audit Committee and discussed at the Audit Committee Meetings and recommendations were duly acted upon by the management. Follow-up reviews would subsequently be performed to ascertain the extent of implementation of the recommended corrective action for improvements.</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’s internal audit function is carried out by an outsourced internal audit firm Smart Focus and headed by an Associate Director who is professional member of IIAM (Institute of Internal Auditors of Malaysia). The internal audit activities were reported directly to the Audit Committee based on the approved annual Internal Audit Plan. The approved annual Internal Audit Plan is designed to cover entities across all level of operations within the Group.</p> <p>The Internal Auditor adopts the International Professional Practices Framework inclusive of the mandatory elements – Core Principles for the Professional Practice of Internal Auditing, International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors, the definition of Internal Auditing, and Code of Ethics to manage its functions and perform the audit engagements.</p> <p>The Internal Auditor is also guided by the internal policies, procedures and framework as well as the Internal Control Framework of the Committee of Sponsoring Organisations of the Treadway Commission (COSO) and Control Objectives for Information and Related Technology (COBIT) in assessing and reporting on the adequacy and effectiveness of the design, implementation and efficiency of the Group’s overall system of internal controls, risk management and governance.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board ensures there is effective, transparent and regular communication with its shareholder.</p> <p>The Board recognises the importance of maintaining transparency and accountability to its shareholders and to disseminate information on the Company's performance and any significant developments on a timely manner.</p> <p>Presently, the Board and management of the Company communicate regularly with its shareholders through the following channels of communication:</p> <p>(a) Bursa Malaysia Securities Berhad The Company releases all material information publicly through Bursa Securities and the shareholders and the public in general may obtain such announcements and financial information from the website of Bursa Securities.</p> <p>(b) Corporate Website The Company's corporate website, www.qesnet.com, incorporates an Investor Relations section which provides all relevant information on the Company and is accessible by for both shareholders and the public.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board ensures that the dispatch of its notice of Annual General Meeting (“AGM”) is done at least 28 days before the meeting and are mindful that the sufficient notice and time given would allow the shareholders to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney. This would also enable the shareholders to properly consider the resolutions that will be discussed and decided at the meeting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The 7th AGM was held through live streaming and online remote voting using RPV facilities.</p> <p>All Directors attended and participated at the 7th AGM held on 23 June 2021. During the 7th AGM, the Chairman of the Board encouraged the shareholders to actively participate by submitting their question via the Query Box. All questions raised by shareholders and proxies via email before the AGM and real time query Box we attended to accordingly.</p> <p>The full minutes of the 7th AGM detailing the minute proceedings was published on the Company's corporate website as soon as practicable after the conclusion of the AGM.</p> <p>The presence of all Directors presented opportunities for shareholders to effectively engage with each director. Accordingly, barring unforeseen circumstances, all Directors as well as the Chairman of respective Board Committees will be present at the forthcoming AGM of the Company to enable the shareholders to raise questions and concerns directly to those responsible.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company will be holding a virtual AGM on 15 June 2022 in view of the COVID-19 pandemic so as to ensure the safety of all individuals in accordance with the Guidance on Conduct of General Meetings by Listed Issuers by the Securities Commission in April 2020 (as amended from time to time) and the standard operating procedures issued by Majlis Keselamatan Negara or MKN.</p> <p>The entire AGM proceedings were held through Remote Participation and Voting (RPV) facilities provided by Mega Corporate Services Sdn Bhd via GoToWebinar via its website at https://www.gotomeeting.com/webinar.</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 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The 7th AGM was a fully virtual meeting. The Company had issued the Annual Report 2020 for 7th AGM together with administrative notes which encompassed the guidance on the conduct of the virtual meeting, on 30 April 2021.</p> <p>The shareholders were allowed to submit their questions via email to the Company before the AGM.</p> <p>The Chairman of the AGM had also informed the shareholders during the live streaming of the AGM on 23 June 2021 that they could submit their questions and comments to the Board during the AGM via the RPV facilities; and the answers of all the questions were addressed by the Managing Director, before the commencement of the poll voting.</p> <p>In view that shareholders were allowed to submit questions before the AGM, they were given sufficient opportunity to pose their questions before the AGM and during the AGM. The Company had ensured that all the questions were answered. Questions received after the close of AGM were answered via emails.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.5

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

<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	: In view of the COVID-19 pandemic, the Company's held its 2021 AGM as a virtual general meeting. The Remote Participation and Voting (RPV) facilities provided by the share registrar, Mega Corporate Services Sdn Bhd via GoToWebinar via its website at https://www.gotomeeting.com/webinar allowed shareholders to pose questions to the Board and Chairman of the AGM via typed text in the query box. The shareholders submitted their questions at any time from the day of notice of AGM and up to the time when the meeting was in progress. Questions posed by shareholders had been made visible to all meeting participants during the meeting itself via RPV facilities.
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	: Applied
Explanation on application of the practice	: Minutes of the 7th AGM have been made available to shareholders after the AGM on its website at www.gesnet.com .
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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