

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7249
COMPANY NAME : SKYGATE SOLUTIONS BERHAD
FINANCIAL YEAR : December 31, 2024

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 of SkyGate Solutions Berhad ("Board") is responsible for the overall performance of the Group and oversees the Group's goals, strategic directions, achievements, standards of conduct and policies.</p> <p>The Board collectively and individually exercise its fiduciary duties and use reasonable care, skill, and diligence when exercising its duties.</p> <p>The Board assumes the following specific duties:</p> <ul style="list-style-type: none">(a) Establish and review the strategic direction of the Company;(b) Oversee and evaluate the conduct of the Company's businesses;(c) Identify principal risks and ensure that the risks are properly managed;(d) Establish a succession plan;(e) Develop and implement an investor relations programme or shareholder communication policy; and(f) Review the adequacy of the internal control policy <p>The Company's Board Charter defines the specific duties and responsibilities of the Board and can be found on the Company's website at www.skygate.com.my.</p> <p>The Board, in discharging its fiduciary duties and responsibilities, has appointed the following board of committees with specific terms of reference to assist the Board:</p> <ul style="list-style-type: none">(a) Audit Committee ("AC")(b) Risk Management Committee ("RMC")(c) Nominating Committee ("NC")(d) Remuneration Committee ("RC")(e) Sustainability Committee ("SC")

	<p>The activities of each committee are set out in the Corporate Governance Overview Statement (“CG Overview Statement”) and Sustainability Report of the Annual Report 2024.</p> <p>While the responsibility for monitoring the effectiveness of the Group’s risk management and internal control systems has been delegated to the RMC, the Board retains ultimate responsibility for determining the Group’s risk and considers, annually, a report in relation to the monitoring, controlling, and reporting of identified risks and uncertainties.</p> <p>Every Director has taken proactive actions to keep abreast of his/her responsibilities as Director and of the conduct, business activities, and development of the Company. The Board encourages its Directors to attend talks, seminars, workshops, and conferences to update and enhance their knowledge to enable them to carry out their roles effectively as Directors in discharging their responsibilities towards corporate governance and other operational and regulatory issues. The Directors are also briefed by the Company Secretary on the latest letters and circulars issued by Bursa Malaysia Securities Berhad (“Bursa Securities”).</p> <p>During the financial year ended 31 December 2024, all Directors had attended appropriate training programmes to equip themselves with the knowledge to discharge their duties more effectively and to keep abreast of the developments in the marketplace. The details of the trainings/seminars attended by Directors are set out in the CG Overview Statement in the Annual Report 2024.</p> <p>The Board ensures that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental, and social considerations underpinning sustainability. During the financial year, the RMC and SC assist the Board in performing a periodic review and assessment on the risk management of the Group, overseeing the implementation of sustainability strategies, and evaluating overall sustainability risks and opportunities of 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

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>Mr Tay Seng Chew, the Chairman is responsible for instilling the good corporate governance practices, leadership and composition of the Board. The relevant practices have been stated in the Board Charter and published on the Company's website.</p> <p>In addition, the Chairman cultivates a healthy working relationship with the Executive Director and provides the necessary support and advice as deemed appropriate. The Chairman continues to demonstrate the highest standards of corporate governance practices and ensures that these practices are regularly communicated to all stakeholders.</p> <p>The Chairman's profile can be found in the Annual Report 2024.</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 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	Chairman of the Company: Mr. Tay Seng Chew CEO: Mr. Goh Kiang Teng The distinct and separate roles and responsibilities of the Chairman and CEO are provided in Item 4 of the Board Charter which is available on the Company's website at www.skygate.com.my .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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, Mr Tay Seng Chew, is not a member of the Audit Committee, Nominating Committee, Risk Management Committee, Sustainability Committee and 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 Company Secretaries provide support to the Board in fulfilling its fiduciary duties and leadership role in shaping the Corporate Governance ("CG") of the Company. In this respect, they play an advisory role to the Board, particularly with regard to the Company's constitution, Board policies and procedures, and its compliance with regulatory requirements, codes, guidance and legislations.</p> <p>The Company Secretaries ensure that deliberations at Board and Board Committee meetings are well documented.</p> <p>The Company Secretaries constantly keep themselves abreast of the evolving capital market environment, regulatory changes and developments in CG through attendance at relevant conferences and training programmes. They also attend the relevant continuous professional development programmes.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharging its functions.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	<p>Meeting materials are circulated to the Board and Board Committee members seven (7) days prior to meetings.</p> <p>In order to allow for a detailed discussion of the respective matters within a reasonable and sufficient time, the Chairman would decide on the agenda and structure of meetings, and prioritise the respective matters, accordingly, based on their relevance and importance.</p> <p>The Chairman with the assistance of the Company Secretary ensures that clear and accurate minutes of meetings which include each decision made and any significant concerns are maintained. The Company Secretary also ensures that the approved minutes of meetings are circulated to the Board members in a timely manner.</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>There is a Board Charter in place which clearly sets out the Board's strategic roles and responsibilities in discharging its fiduciary and leadership functions.</p> <p>The Board Charter also serve as a primary reference point on governance matters for Directors as it defines the roles and responsibilities of the Board, the Chairman and Executive Director.</p> <p>The Board has reviewed and revised the Board Charter (if necessary) to consistent with the Board's strategic intent and relevant standard of corporate governance.</p> <p>Details of the Board Charter is available on the Company's website at www.skygate.com.my .</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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 Company has a Code of Ethics and Conduct (the “Code of Ethics”) to ensure the carrying out of the correct operations of the Company’s businesses and related activities with a view to safeguard its image and reputation.</p> <p>Pursuant to the Code of Ethics, the Company’s employees are required to uphold the highest standard of integrity, honesty, fair dealing and confidentiality as guidance in discharging their duties and in dealing with stakeholders, customers, fellow employees and regulators.</p> <p>The Code of Ethics is available on the Company’s website at www.skygate.com.my .</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established whistleblowing procedures on the Company’s website to mention important mechanisms in the prevention and detection of improper conduct, harassment or corruption in the conduct of the Company’s businesses and operations.</p> <p>The Company is committed to protecting genuine whistleblowers against detrimental actions taken in reprisal for the making of protected disclosures. The Company will take all reasonable steps to protect the identity of the whistleblowers to ensure that reprisals are not taken against them.</p> <p>The procedure to disclose suspected improper activity or detrimental action is published on the Company’s website at www.skygate.com.my.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is responsible for ensuring that the Company has in place appropriate sustainability strategy which is aligned with the Companies strategic direction to support the Group's long-term objectives. The Board emphasizes on strategic management of material sustainability risks and opportunities, which includes integration of environmental, social and governance ("ESG") factors in their decision making process and in the Group's operations.</p> <p>To further strengthen the Group's sustainability governance, a Sustainability Committee was established on 27 November 2017 to assist the Board to oversee the setting of sustainability strategies, priorities and targets.</p> <p>At the Management level, the Executive Director is responsible to oversee the process and conduct of embedding sustainability into the Group's operation by ensuring all material sustainability matters are being considered and managed throughout its business operations.</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	:	The Board ensures the Group’s sustainability strategies, priorities and targets as well as performance against these targets are properly communicated to its internal and external stakeholders through the Company’s website at www.skygate.com.my and Annual Report 2024.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the financial year 2024, the Board Members has participated in various training programmes to keep abreast of latest changes and development relating to sustainability, including climate-related risks and opportunities.</p> <p>The training attended by the representative of the Board included the followings:</p> <ul style="list-style-type: none">• ESG Sustainability Framework: The Role and Importance of Its Pillars in The Manufacturing Industries Revolution• Understanding Corporate Governance in the ESG Context <p>In view of the increased interest from stakeholders and regulators on matters relating to sustainability, the Group will continue to engage its stakeholders and explore further improvement in conducting the Group business in a more sustainable manner benefiting all stakeholders.</p> <p>Whilst the Board is regularly updated on the progress of the Group's sustainability priorities and initiatives, the Board is mindful of the need to keep abreast of the external trends and will continue to devote more spaces for learning and sharing of sustainability matters and practices.</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 4.4

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	:	Applied	
Explanation on application of the practice	:	<p>The Board and senior management effectiveness evaluation for year 2024 included an assessment on the Board’s understanding and performance relating to the sustainability matters.</p> <p>Every Directors had completed a set of assessment questionnaire and submitted the results to the Nominating Committee for review. Thereafter, the Nominating Committee reported the results of the evaluation to the Board.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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 Nominating Committee conducts annual review of the composition of the Board in terms of required mix of skills, experience and core competencies, diversity and adequacy of balance between Executive Directors, Non-Executive Directors and Independent Non-Executive Directors.</p> <p>The Nominating Committee also assess the performance of Directors who are subject to re-election at the forthcoming Annual General Meeting (“AGM”) and upon satisfactory evaluation of the Director’s performance and contribution to the Board, recommendation will be submitted to the Board for decision to table the resolution on the re-election of the Director concerned for shareholders’ approval at the forthcoming AGM.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	As at 31 December 2024, the Board of SkyGate Comprises 5 Directors i.e. 3 Independent Non-Executive Directors representing 60% of the Baord and 2 Executive Directors.	
		Composition of the Board of Directors:	
		Independent Non-Executive Directors	
		<div>1) Mr. Tan Yen Yeow</div> <div>2) Pn. Mazlina Binti Mohamad</div> <div>3) Ir. Rosnani Binti Hj Mahmod</div>	
Explanation for departure	:	Executive Directors	
		<div>1) Mr. Tay Seng Chew</div> <div>2) Mr. Goh Kiang Teng</div>	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied			
Explanation on application of the practice	:	All Independent Directors have served on the Board for less than nine (9) years except for Mr Tan Yen Yeow (appointed as Independent Non-Executive Director on 27 May 2015) in which SkyGate will seek annual shareholders’ approval through a two-tier voting process during the upcoming AGM. The Directors’ years of service as at date of this report are summarised as follows:			
		Years of Service (#)	0 < # ≤ 1	1 < # ≤ 9	>9
		Number of Directors	0	2	1
Explanation for departure	:	The Nominating Committee had also assessed the independency Mr. Tan Yen Yeow who will serve the Company as Independent Director for a cumulative term of more than 10 years in FYE2025. The Nominating Committee upon its assessment carried out and is satisfied that Mr. Tan has satisfactorily demonstrated that he is independent from the management and free from any business dealings with the Group that could be perceived to interfere in his exercise of independent judgement. The Board took note of recommendation of the MCCG but immediate compliance with the said recommendation posed a disadvantage to the Company in terms of losing an experienced independent director who over the years had contributed to the effectiveness of the Board as a whole.			
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.					

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - 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 is judicious of the gender diversity recommendation promoted by the MCCG in order to offer greater depth and breadth to board discussion and constructive debates at senior management level.</p> <p>In reviewing and recommending any new Director appointment to the Board, the NC assesses the suitability of candidate identified based on his/her profile, professional knowledge and experience taking into consideration the criteria set out in the Directors’ Fit & Proper Policy.</p> <p>The Board also observe a cooling-off period of 3 years before any appointment of former audit partners and its affiliates as Independent Directors to the Board.</p> <p>There is one (2) woman Directors on the Board as at 31 December 2024.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>As explained under Practice 5.5, there is a formal and transparent process for selection, nomination and appointment of suitable candidates to the Board. The NC is entrusted by the Board with the sourcing and assessment of potential candidates' leverage on the Directors' wide network of professional and business contact as well as external sources based on the needs of the Company.</p> <p>The NC shall conduct reference checks on shortlisted candidates followed by engagement sessions with the shortlisted candidates to determine their suitability before its final recommendation to the Board for approval.</p> <p>In identifying, assessing and shortlisting suitable qualified candidates for Board's appointment, the Board ensure that all assessment of candidates is done through a transparent and rigorous process, regardless the source of recommendation. In addition, the Board's decision is made objectively in the best interest of the Company taking into account their credentials and the wealth of experiences they can bring to the Board.</p> <p>The Board takes note of the guidance to utilise independent sources for future appointments of future candidates.</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	:	<p>The details of the Director’s interest, position, and experience are set out in the Director’s profile in the Annual Report.</p> <p>The information on Directors’ standing for re-election as well as the statement by the Board satisfying the performance and effectiveness of the retiring Directors who offer themselves for re-election at the forthcoming AGM are disclosed in the Explanatory Notes in the Notice of AGM.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	Ir Rosnani Binti Hj Mahmod, the current Chairman of the NC is an Independent 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	:	Applied	
Explanation on application of the practice	:	The Board consisting of 3 men directors and 2 women directors (Pn. Mazlina Binti Mohamad and Ir. Rosnani Binti Hj Mahmod) which equivalent to 40% of women directors in 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

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>As published in the CG Overview Statement in the Annual Report 2024, the Board is committed to providing fair and equal opportunities and nurturing diversity within the Group with due consideration of skills, industry experience, background, age, race, gender, and other qualities in determining the optimum composition of the Board.</p> <p>The Board has adopted Diversity, Equity and Inclusion Policy ("Policy") on 25 February 2023 to ensure that organisation is steered by a diverse group of employees in terms of age, ethnicity and gender. The Policy is available at the Company's website at www.skygate.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 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 Nominating Committee reviews the composition of Board Committees in accordance with the Terms of Reference of the Board Committees. The Nominating Committee also reviews annually the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director through the annual assessment questionnaire completed by each Director. In determining candidates for appointment to the Board Committees, various factors are considered, including the time commitment of the candidates in discharging their role and responsibilities by attending respective meetings, their performance and contribution to the achievement of the Board Committees' goals and objectives, possession of the attributes, capabilities and qualifications considered necessary or desirable for committee service and demonstration of independence, integrity and impartiality in decision-making.</p> <p>The Nominating Committee is empowered to assess, annually, the effectiveness of the Board, its committees including the AC, contribution of each individual Director, performance evaluation of each individual Director, assessment of the independence and performance of Independent Directors, and performance evaluation for the Audit Committee. The areas covered are as follows:</p> <ul style="list-style-type: none">(i) Directors' performance evaluation(ii) Assessment of performance of Independent Directors(iii) Performance evaluation for the AC(iv) Directors' mix of skills and experience which contribute to the Board <p>The results indicated that the Board, as a whole, and the contribution of each individual Director was effective. The Nominating Committee and the Board also expressed satisfaction with the independence and performance of present Independent Directors 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

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 established a formal remuneration policy for the Directors and key Senior Management to align with the business strategy and long-term objective of the Company and its subsidiaries.</p> <p>The policies and procedures are periodically reviewed and made available on the Company's website at www.skygate.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 a Remuneration Committee ("RC") which consists of three (3) Independent Non-Executive Directors as at 31 December 2024. The RC's responsibilities include reviewing and recommending to the Board the remuneration package for each Executive Director and ensure it is consistent with the Group business strategy and long-term objective to attract and retain Directors.</p> <p>The RC's roles and functions are governed by its Term of Reference which is available on the Company's website at www.skygate.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	:	<p>The total remuneration paid to each Director reflects the time and effort devoted to fulfilling his responsibilities on the Board and is linked to the Company's performance.</p> <p>The details of the Directors' remuneration (including benefit-in-kind) of each Director during the financial year 2024 are as set out below:-</p>

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	Mr. Tay Seng Chew	Executive Director	23,000	3,500	0	0	0	0	26,500	23,000	3,500	240,000	36,000	0	53,657.10	356,157.10
2	Mr. Goh Kiang Teng	Executive Director	23,000	3,500	0	0	0	0	26,500	23,000	3,500	240,000	36,000	0	53,657.10	356,157.10
3	Pn. Mazlina Binti Mohamad	Independent Director	21,000	3,500	0	0	0	0	24,500	21,000	3,500	0	0	0	0	24,500
4	Ir. Rosnani Binti Hj Mahmod	Independent Director	28,000	3,500	0	0	0	0	31,500	28,000	3,500	0	0	0	0	31,500
5	Mr. Tan Yen Yeow	Independent Director	31,000	3,500	0	0	0	0	34,500	31,000	3,500	0	0	0	0	34,500
6	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
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 details of the top 5 senior management’s (who are not members of the Board) remuneration (including salary, bonus, benefits-in-kind and other emoluments in bands RM50,000) during the financial year 2024 are as set out below:-	
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	Mr Chuah Poh Lim	Director of subsidiary	250,001-300,000	0-50,000	0-50,000	0-50,000	50,001-100,000	350,001-400,000
2	Mr Chew Tien Kee	Director of subsidiary	100,001-150,000	0-50,000	0-50,000	0-50,000	0-50,000	150,001-200,000
3	Mr Lee Tze Kiang	Director of subsidiary	100,001-150,000	0-50,000	0-50,000	0-50,000	0-50,000	100,001-150,000
4	Mr. Eng Yik Jin	Director of subsidiary	50,001-100,000	0-50,000	0-50,000	0-50,000	0-50,000	50,001-100,000
5	Mr. Donald Wong Sei Choong	Project Manager	100,001-150,000	0-50,000	0-50,000	0-50,000	0-50,000	100,001-150,000

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	:	Chairman of the Audit Committee: Mr. Tan Yen Yeow Chairman of the Board: Mr. Tay Seng Chew	
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 Group has always recognised the need to uphold independence. None of the members of the Board were former key audit partners within the cooling-off period of three (3) years, and no such person is appointed as a member of the AC.</p> <p>The requirement "Any former key audit partner must have observed a cooling-off period of at least 3 years before one is eligible for appointment as an AC member" in Practice 9.2 of the MCCG is reflected in the Company's Board Charter.</p> <p>The Board Charter is available on the Company website at www.skygate.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	:	This practice has already been incorporated into the Terms of Reference of the Audit Committee. The Audit Committee meets with External Auditors at least twice a year to discuss and review their audit plans, scope of audit and audit reports as well as their professional fees. The Audit Committee reviews the appointment and re-appointment of External Auditors and assess the performance and independence of the External Auditors on an annual basis. The External Auditors is expected to report their findings to the Audit Committee and to discuss with the Board on matters that necessitate the Board’s attention. The existing auditors have confirmed in writing to the Audit Committee that they are and have been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	Currently, the Audit Committee comprises solely of Independent Directors: Mr. Tan Yen Yeow (Chairman) Pn. Mazlina Binti Mohamad (Member) Ir. Rosnani Binti Hj Mahmod (Member)

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>All Audit Committee members are aware of the need to continuously develop and increase their knowledge in the area of accounting and auditing standards, given the changes and development in this area from time to time. In line with this, the Audit Committee members have made continuous effort in keeping themselves abreast of relevant developments by attending trainings in accounting and auditing standards, practices, and rules.</p> <p>The training programmes that the members of the AC have attended during the financial year ended 31 December 2024 are disclosed in the Annual Report 2024.</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

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is responsible for the Group's risk management framework and system of internal control and for reviewing their adequacy and integrity.</p> <p>The Board affirms its overall responsibility for establishing an effective risk management and internal control framework which is in place and has been enhanced over the years.</p> <p>The Board exercises its oversight of risk management and internal control through the Risk Management Committee. The Risk Management Committee met at least once a year and is supported by independent professional consulting firm.</p> <p>Management is accountable to the Board for the risk management and internal control system and for the implementation process to identify, evaluate, monitor and report risks and controls. The Executive Directors and independent professional consulting firm meets when necessary to ensure continual effectiveness, adequacy and integrity of the risk management system.</p> <p>For detail information, please refer to the Statement on Risk Management and Internal Controls in the Annual Report 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

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 through management meetings between the Executive Director and head of departments, identifies and manages any operational risks faced by the Group. The Board has received assurance from the Executive Director that the Group's risk management and internal control system is operating adequately and effectively in all material aspects based on the risk management and internal control system adopted.</p> <p>The Board is of the view that the risk management and internal control system put in place during the financial year and up to the date of approval of this statement is sound and adequate to safeguard shareholders' investment, other stakeholders, and the Group's assets. The Board remains committed to strengthening the risk management and internal control environment of the Group.</p> <p>The Board has engaged an independent professional consulting firm ("the Internal Auditors") to carry out its internal audit functions. The Internal Auditors have conducted an assessment of the risks applicable to the operating subsidiaries of the Group. Risks are assessed in terms of their likelihood and impact on the Group. In addition, the Internal Auditors have conducted internal audits on its operating subsidiaries. Arising from the audit performed, the Internal Auditors highlighted to the Management certain areas for improvement. The Internal Auditors have also presented their reports to the Audit Committee for deliberation. In turn, the Audit Committee has reported to the Board the internal audit findings, the recommendations for improvements, and the response from Management thereto.</p> <p>The Board is of the view that there were no significant breakdowns or weaknesses in the system of internal controls of the Group that resulted in material losses incurred by the Group for the financial year ended 31 December 2024 and the internal control system in place is effective up to the date of approval of this statement. The Group will continue to take the necessary measures to ensure that the system of internal controls is in place and functioning effectively in all material aspects.</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	:	Adopted
Explanation on adoption of the practice	:	<p>The composition of the Risk Management Committee is as follows:</p> <p>Chairman: Mr. Tan Yen Yeow (Independent Non-Executive Director)</p> <p>Members:</p> <ol style="list-style-type: none">1) Mr. Goh Kiang Teng (Executive Director)2) Ir. Rosnani Binti Mahmod (Independent Non-Executive Director) <p>The Risk Management Committee is responsible for formulating policies and frameworks to identify, measure, monitor, manage, and control the material risk components impacting the businesses. The effectiveness of the risk management system is monitored and evaluated on an ongoing basis.</p>

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 engaged an independent professional consulting firm (“the Internal Auditors”) to carry out its internal audit functions. The Internal Auditors report directly to the AC. The details of the Internal Audit functions are set out in the AC Report of the Annual Report 2024.</p> <p>The Internal Auditors have highlighted certain areas for improvement to the AC. The AC has also reported to the Board the internal audit findings, the recommendations for improvement, and the response from the Management, and ensures that the Internal Auditors function independently.</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>Currently, the internal audit functions of the Group have been outsourced to Messrs. JWC Consulting Sdn. Bhd. as independent internal audit service provider.</p> <p>The internal audit personnel are not related to any director of the Company and has no conflict of interest with the Company. At least three (3) internal audit personnel are assigned by JWC Consulting Sdn. Bhd., and Ms. Joyce Wong is the person responsible for the internal audit. She is a member of the Institute of Internal Auditors Malaysia, Malaysian Institute of Accountants, and Certified Practising Accountants Australia. The internal audit is carried out in accordance with the International Professional Practices framework issued by the Institute of Internal Auditors Inc.</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>Stakeholders and investors can communicate with the Corporate Communications representative as stated in the CG Overview Statement in the Annual Report 2024.</p> <p>Information of the Group is also accessible through the Company's website at www.skygate.com.my. Information available on the website include, among others, the Annual Report, quarterly financial announcements, major and significant announcements, press releases, and latest corporate developments of the Group.</p> <p>The AGM also provides the opportunity for shareholders to raise questions pertaining to issues in the Annual Report, Audited Financial Statements, and corporate developments in the Group, the resolutions being proposed and/or on the business of the Group. At the AGM, shareholders are given direct access to the Board and are encouraged to participate in its proceedings and seek clarification on the performance of the Group.</p> <p>For more details, please refer to the CG Overview Statement in the Annual Report 2024.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Company served the notice of Annual General Meeting to the shareholders of the Company at least 28 days prior to the meeting held in year 2024.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>As per AGM 2024 attendance list, all the Directors of the Company attended the 18th AGM of the Company that was held on 28 June 2024.</p> <p>The Board took note of the attendance of all directors in the AGM and provided opportunities for shareholders to effectively engage each director. Besides, having the Chairman of the Board Committees (i.e. Audit Committee, Nominating Committee, Remuneration Committee, Risk Management Committee, and Sustainability Committee) present facilitated those conversations and allowed shareholders to raise questions and concerns directly to those responsible.</p> <p>Barring unforeseen circumstances, all directors and 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.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Eighteenth Annual General Meeting (“18th AGM”) of the Company held on 28 June 2024 was conducted on a virtual basis through live streaming via Remote Participation and Voting Facilities (“RPVF”) from the Broadcast Venue at the Meeting Room, Suite 1-01-02, Menara IJM Land, No.1, Lebu Tunku Kudin 3, 11700, Gelugor, Pulau Pinang via the Digital Ballot Form (“DBF”) voting facilities provided by Mega Corporate Services Sdn Bhd (“Mega”), who was appointed as the Poll Administrator for the 18th AGM.</p> <p>The RPVF is hosted by their Private Cloud that complies with Malaysia’s Data Sovereignty and has the necessary Endpoint (Security) solution in place which in-line with ISO 27001 compliance.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.4

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>During the 18th AGM of the Company held on 28 June 2024, the Company provided published a short video on the Company’s development project. In addition, shareholders were allowed to pose questions during the AGM and all questions were responded to.</p> <p>The questions and answers were subsequently recorded in the minutes of the AGM and published on the Company’s website at www.skygate.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

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>The 18th AGM of the Company held on 28 June 2024 was conducted by way of virtual meeting entirely through live steaming via Remote Participation and voting facilities from the Broadcast Venue. A smooth broadcast of the AGM was conducted. Shareholders were allowed to pose questions during the AGM and all questions were responded to.</p> <p>The Share Registrar has provided adequate tools and infrastructure to the Company for a successful virtual AGM with the active participation of shareholders.</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	:	Applied
Explanation on application of the practice	:	Minutes of the 18 th AGM was published on the Company's website at www.skygate.com.my within thirty (30) business days from 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	:	
	:	

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.

Click or tap here to enter text.

