

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0229
COMPANY NAME : MOBILIA HOLDINGS BERHAD
FINANCIAL YEAR : December 31, 2023

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	:	The Board of Directors ("Board") oversees the business and affairs of the Company and will assume, among others, the following duties and responsibilities: a) Oversight of the Mobilia Group's corporate strategies, including its control and accountability systems; b) Board and Key Management Team's development and succession planning; c) Monitoring compliance with all relevant legal, tax and regulatory obligations; d) Reviewing and monitoring systems of risk management and internal compliance and controls, codes of conduct, continuous disclosure, legal compliance and other significant corporate policies; e) Monitoring Key Management Team's performance and implementation of strategy and policies, including assessing whether appropriate resources are available; and f) Approving and monitoring financial and other reporting to the market, shareholders, employees and other Stakeholders; and Various Committees were established to assist the Board in discharging its duties and responsibilities effectively, namely Audit and Risk Management Committee ("ARMC"), Remuneration Committee ("RC") and Nominating Committee ("NC"). The Board also delegates the day-to-day management of the Group's business to the Key Management team lead by the Managing Director to drive the daily business activities of the Group. A copy of the Board Charter and Terms of Reference of the Board Committees are available on the Company's website at www.mobiliainternational.com which further details the respective duties and responsibilities of Board and Board Committees.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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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 1.2

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	:	The Chairman of the Board, Datin Siah Li Mei holds a Non-Executive position and is responsible for the overall leadership and efficient functioning of the Board. The key roles of the Chairman, among others, are as follows: a) Providing leadership for the Board; b) Overseeing the Board in the effective discharge of its supervisory role; c) The efficient organisation and conduct of the Board's function and meetings; d) Facilitating the effective contribution of all Directors; e) Briefing of all Directors in relation to issues arising at meetings; f) The promotion of constructive and respectful relations between Board Members and between the Board and Key Management; g) Committing the time necessary to discharge effectively his/her role as the Chairman; and h) Scheduling regular and effective evaluations of the Board's performance. (i) Setting the board agenda and ensuring that Board members receive complete and accurate information in a timely manner; and (ii) Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.
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	:	The roles of the Chairman and the Managing Director ("MD") are held by different individuals and the responsibilities of the Chairman and MD are clearly divided to ensure that there is a balance of power and authority. The Chairman, an Independent Non-Executive Director is primarily responsible for ensuring the effective conduct of the Board whereas the MD is responsible for the day-to-day management of the business as well as the implementation of the Board policies, decisions and operational effectiveness. The key roles and accountabilities of the Chairman and MD are set out in the Board Charter which is available on the Company's website: www.mobiliainternational.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	:		

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	:	In line with the recommendation of the Malaysia Code of Corporate Governance ("MCCG"), the Chairman of the Board is not a member of any of the Board Committees. This is to ensure check and balance as well as the objectivity will not be influenced by the Chairman of the Board who also sits on Board Committee(s). The Board Committees are included in the Annual Report 2023 and published on the Company's website at www.mobiliainternational.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	:	

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	:	The Company Secretaries have the requisite, credentials, and are suitably qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016. The Company Secretaries plays a significant role in supporting the Board to ensure that all governance matters and Board procedures are followed and that the applicable laws and regulations and the practice of MCCG are complied with. These include obligations of Directors relating to disclosure of interests and disclosure of any conflicts of interest in transaction within the Group. The Company Secretaries organise and attend all Board and Board Committee meetings and ensure meetings are properly convened; accurate and proper records are maintained accordingly at the Registered Office of the Company, and produced for inspection, if required. All Directors have unrestricted access to the advice and services of the Company Secretaries to enable them to discharge their duties effectively. The Company Secretaries also advise the Board on any updates relating to new statutory and regulatory requirements pertaining to the duties and responsibilities of Directors. The Company Secretaries constantly keep themselves abreast of the regulatory changes and governance developments through attendance of trainings, workshops and conferences. The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in the discharge of their functions.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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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 1.6

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	:	A formal and structured agenda, together with a set of Board and Board Committees papers, are forwarded to all Directors at least seven (7) days prior to the Board and Board Committees meetings, to enable the Directors to have a clear and adequate understanding on the subject matters arising and thus make an effective decision. The Key Management Team and external advisers are invited to attend Board and Board Committees meetings, as the case may be, to provide additional insights and professional views, advice and explanations on specific items on the meeting agenda. All pertinent issues discussed at the Board and Board Committees meetings in arriving at the decisions and conclusions are properly recorded by the Company Secretaries by way of minutes of meetings and circulated to Board of Directors accordingly.	
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	:	The Board recognises the importance of establishing a single source of reference for Board activities through a Board Charter. As such, the Board has adopted a Board Charter to clearly delineate the roles of the Board, Board Committees and Key Management in order to provide a structured guidance for Directors and Key Management regarding the responsibilities of the Board, its Committees and Key Management, including the requirements of Directors in carrying out their stewardship role and in discharging their duties towards the Group as well as boardroom activities. The salient features of the Board Charter are also accessible by the public through the Company website: www.mobiliainternational.com. The Board shall review the Board Charter periodically so as to ensure consistency with the prevailing regulations, listing requirement of Bursa Malaysia Securities Berhad ("Bursa Securities") and MCGG.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has adopted a Code of Conduct and Ethics which aims to instil, internalise and uphold the value of ‘uncompromising integrity’ in the behaviour and conduct of the Board of Directors, and employees of the Group. The Directors and employees are expected to observe high standards of integrity and fair dealing in carrying out day-to-day duties and operations of the Group. The Code of Conduct and Ethics is accessible through the Company’s website at www.mobiliainternational.com and it will be reviewed periodically to remain relevant and appropriate.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Group has established and put in place a Whistleblowing policy to that enables our company’s Employees and Stakeholders acting in good faith to raise concerns and disclose actual or potential wrongdoings or misconduct in our company. This policy is subject to review and yearly approval by BOD. Complaints can be made in writing to the Whistleblowing Committee by submitting the Whistleblowing Report Form or by sending an email to whistleblowing@mobilierinternational.com as stipulated in the Whistleblowing Policy. Whistleblowers’ identities are kept confidential to the extent possible to facilitate independent investigations for appropriate remedial and follow up actions. A copy of Whistleblowing Policy is available on the Company’s website at www.mobilierinternational.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	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Key Management discusses all relevant sustainability matters and activities during management meetings. Strategies and approaches are implemented to ensure achievement of the Group's targets and goals. The Board is briefed on key sustainability matters. The Group will look into establishing sustainability governance structure that forms the backbone of sustainability management across all levels of management to meet the challenging business world moving forward.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Company maintains formal and informal management systems to engage with stakeholders and incorporate their inputs into the formulation of sustainability strategies. The channels of communication with stakeholders are as below: • Investors – annual general meeting ("AGM"), extraordinary general meeting, annual report, announcement via Bursa Securities website, company website. • Employees – meetings, interactions within operating units and management, performance appraisal. • Customers – Field visit / virtual discussion and meeting, marketing materials, corporate announcement and publication. • Suppliers – Physical and virtual meeting and discussions, supplier performance evaluation. • Regulatory authorities and government – on-site inspections, discussions and consultations.	
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	:	The Board is aware of the increasing importance of sustainability and had attended sustainability or Environmental, Social and Governance ("ESG") related training to stay abreast with and understand the sustainability issues.	
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	:	The performance of the board and senior management in addressing the Company’s material sustainability risks and opportunities are reviewed and evaluated based on the overall performance of the Company in Financial Year Ended 31 December 2023. The Board has reviewed the adequacy and effectiveness of the system of risk management and internal control, and that relevant actions have been or are being taken, as the case may be, to remedy any significant weaknesses identified from the review based on the outcome of observations raised by the Internal Auditors and External Auditors directly to the Board.	
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	:	The key roles of NC include: • Review the composition and size of the Board and determine the criteria for membership on the Board of Directors, which may include, among other criteria, issues of character, judgment, independence, diversity, age, expertise, corporate experience, length of service, other commitments and the like. • Conduct periodic evaluations of the Board as a whole and the Committee. • Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees for election to the Board by the shareholders at the AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
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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	:	The Board comprises six Directors, of whom four are Independent Non-Executive Directors. In this respect, the Board has complied with the Main Market Listing Requirements of Bursa Securities to have at least one-third (1/3) of the Board membership consisting of Independent Directors. The existing Independent Non-Executive Directors have accounted for 66.67% of the Board composition which is in line with the best practice recommended by MCCG.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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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	:	The Board Charter indicates that the tenure of an independent director does not exceed a cumulative term limit of nine years. If the board intends to retain an independent director beyond nine years, it should justify the reason of retention and seek shareholders' approval through a two-tier voting process in AGM.	
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 5.4 - 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	:	Appointment of Board and Key Senior Management is based on objective criteria, merit and besides gender diversity, due regard is placed for diversity in skills, experience, age and cultural background. A NC is appointed to assist the Board in discharging its responsibilities: (i) Composition of the Board of Directors, Evaluation and Nominating Activities • Review the composition and size of the Board and determine the criteria for membership on the, which may include, among other criteria, issues of character, judgment, independence, diversity, age, expertise, corporate experience, length of service, other commitments and the like; • Conduct periodic evaluations of the Board as a whole and the Committee; • Identify, consider and select, or recommend for the selection of the Board in compliance with the Company's policies and procedures on business operation and its shareholder nominations and recommendations policy; • Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees for election to the Board by the shareholders at the AGM; and • To give full consideration to succession planning for directors and key management in the course of its work, taking into account the challenges and opportunities facing the company, and the

	required skills and expertise that are needed by the Board in future. (ii) Committees of the Board - Periodically review the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees; and - Recommend to the Board persons to be members of the various committees. In performing its duties, the Committees shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors, including any search firm to be used to identify candidates for the Board, and shall have sole authority to approve such experts' fees and other retention terms.			
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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 5.6

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	:	The NC does not solely rely on recommendations from either the Key Management, the existing Board member(s) or major shareholder(s) for the proposed appointment of Directors of the Company. The NC may also obtain the list of suitable candidates from independent sources such as directors' registry, open advertisement or use of independent search firms in furtherance of their duties at the Company's expense, subject to approval by the Board, depending on the amount of the fees involved. In the event that the selection process was based solely on the recommendations made by the Key Management, the existing Board member(s) or major shareholder(s), the NC will explain why other sources were not used.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	The profiles of directors which provide information on directors' name, age, gender, nationality, qualification, whether the position is an executive or non-executive one and whether such director is an independent director, tenure of service, directorships in other public listed companies, working experience, whether they have family relationship with the directors / major shareholders, and whether they have conflict of interests with the company, are published in the Annual Report. The NC shall evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees for election to the Board by the shareholders at the AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied
Explanation on application of the practice	:	The NC is chaired by the Independent Non-Executive Director, Ms Yap Ee Ling and comprises a majority of whom are independent. The members of the NC are: 1. Yap Ee Ling (Chairman, Independent Non-Executive Director) 2. Tajul Arifin Bin Mohd Tahir (Member, Independent Non-Executive Director) 3. Lim See Tow (Member, Independent Non-Executive Director) (Appointed as committee member on 25 August 2023) Quek Wee Seng (Member, Managing Director) (Ceased as committee member on 25 August 2023) The NC operates under its terms of reference and had two (2) meetings during the financial year ended 31 December 2023 which was attended by all members.
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 is supportive of the gender boardroom diversity recommended by the MCCG. The Board currently has 3 female Independent Non-Executive Directors, representing 50% of the Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is supportive of the gender diversity policy. In its selection for Board appointment, the Board believes in, and provides equal opportunity to candidates who have the skills, experience, core competencies and other qualities regardless of gender. The ultimate decision will be based on merit, contribution and potential that the selected candidates will bring to the Board and Company. Gender diversity for the Board and Senior is disclosed in Annual Report 2023.	
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	: The Board through the NC's annual assessment exercise believes that the current composition of the Board brings the requisite mix of skills and core competencies required for the Board to discharge its duties effectively. The NC continuously reviews its size and composition with particular consideration on its impact on the effective functioning of the Board. The NC is also tasked to review succession plans and boardroom diversity and to develop criteria for the assessment of the Board, Board Committees and individual Directors, including where appropriate, criteria on assessing the independence, contribution and performance of the Board and Board Committees members. In respect of the assessment for the financial year ended 31 December 2023 which was carried out via questionnaires, the Board was satisfied that the Board and Board Committees have discharged their duties and responsibilities effectively. The Board was also satisfied that the Board composition in terms of size, the balance between Executive Directors, Non-Executive and Independent Directors and mix of skills was adequate.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
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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	:	The Board has in place a remuneration policy which aims to attract and retain Directors and key senior management in pursuing good corporate governance and hence ensuring sustainability of the Group. The remuneration policy is reviewed from time to time to ensure that the remuneration of Directors and key senior management are on par with those of other public listed companies in order to ensure competitive remuneration policy that reflects the prevailing market rate. The remuneration policy is available at the Company's website at www.mobiliainternational.com	
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 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 Remuneration 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	:	The RC is primarily responsible for the development and review of the remuneration policy and packages for the Board members. The Terms of Reference of the RC is published on the Company's website at www.mobiliainternational.com The RC comprises wholly of Non-Executive Directors, as follows: 1. Tajul Arifin Bin Mohd Tahir (Chairman, Independent Non-Executive Director) 2. Yap Ee Ling (Member, Independent Non-Executive Director) 3. Lim See Tow (Member, Independent Non-Executive Director) The RC had two (2) meeting during the financial year ended 31 December 2023 which was attended by majority members. The RC as a whole recommends the remuneration of Non-Executive Directors in accordance with the fiduciary duties, experience, level of responsibilities undertaken and time commitments to the Board and shareholders' approval be sought at the AGM. Individual Directors are abstaining from voting in respect of their individual remuneration.
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 commensurates 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 details of the remuneration of each individual Directors were disclosed on a named basis in the Corporate Governance Overview Statement of the Annual Report.

[illegible]

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	:	The Group is aware of the importance of transparency in disclosing the remuneration of its key senior management. However, in view of the confidentiality and sensitivity of each remuneration package, and concerns over potential poaching by competitors and head hunters, to the best interest of the Group, the Board is in the opinion that it is not in the best interest of the Company to make such disclosure on the remuneration of the key senior management.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 8.3 - 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	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the ARMC, Ms Lim See Tow is not the Chairman of the Board. She is an Independent Non-Executive Director and a member of the Malaysian Institute of Accountants (MIA).	
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 9.2

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	:	As stated in the Term of Reference, the Company has incorporated the requirement to observe a 3-year cooling-off period for a candidate who is a former audit partner of the Group before being eligible to be appointed as a member of the ARMC. Nonetheless, none of the ARMC is a former audit partner of the Group as at the date of this Report. A copy of the Term of Reference is published on the Company's website at www.mobiliainternational.com.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	The ARMC is empowered by the Board to review any matters concerning the appointment and re-appointment, resignations or dismissals of external auditors and review and evaluate factors relating to the independence of the external auditors. The Company has set in place the policies and procedures in assessing the sustainability and independence of the external auditors. The ARMC undertakes an annual assessment of the suitability and independence of the external auditors in accordance with the independence criteria set out by the International Federation of Accountants and the Malaysian Institute of Accountants ("MIA"). Only non-audit services which are able to provide clear efficiencies and value-added benefits to the Group and do not impede the external auditors' audit works will be accepted by the ARMC. The ARMC also seeks written assurance from the external auditors, confirming that they are, and have been, independent throughout the conduct of the audit engagement with the Company in accordance with the independence criteria set out by the MIA. The external auditors provide such declaration in their annual audit plan presented to the ARMC prior to the commencement of audit for a particular financial year. Having regard to all the factors, the Board was satisfied with Crowe Malaysia PLT's performance and shareholders' approval will be sought at the forthcoming AGM for the reappointment of Crowe Malaysia PLT as the external auditors of the Group.
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 ARMC comprises 3 Non-Executive Directors of whom all are Independent Directors. On the composition, please refer to the Corporate Information on page 3 of the Annual Report.

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	:	The ARMC assists the Board on the discharge of its duties on financial reporting. The Chairman of ARMC is a member of Malaysian Institute of Accountants. The composition of the ARMC, including its roles and responsibilities are set out in the ARMC Report. To assist the Board in reviewing the financial information and to ensure compliance with applicable financial reporting standards, the ARMC members continuously undertake professional development to keep abreast of relevant developments in accounting and auditing standards, practices and rules.	
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 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	In dealing with its stewardship responsibilities, the Board recognises that an effective risk management is part of good business management practice. The Board acknowledges that all areas of the Group’s activities involve some degree of risk and is committed to ensuring that the Group has an effective risk management framework and internal control system which will allow the Group to be able to identify, evaluate, monitor and manage risks continuously that may affect the achievement of the Group’s business objectives. On-going reviews are performed by the key senior management team on yearly basis to identify, evaluate, monitor and manage significant risks affecting the business and ensure that adequate and effective controls are in place. The risk management framework adopted is in line with ISO31000:2018 principles and guidelines and details of the Group’s risk management and internal audit framework are set out in the Statement on Risk Management and Internal Control of the Annual Report.	
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	:	The key elements and features of the Group's Risk Management Framework and Internal Control System are disclosed under the Statement on Risk Management and Internal Control of the Annual Report. The Risk Management and Internal Control System is regularly reviewed by the Board to ensure that the system in place is appropriate, adequate and effective.	
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	:	The ARMC comprises of: Chairman: Lim See Tow (Independent Non-Executive Director) Members: Tajul Arifin Bin Mohd Tahir (Independent Non-Executive Director) Yap Ee Ling (Independent Non-Executive Director)

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	:	The Group's internal audit function is outsourced to an external independent internal auditor ("Internal Auditor"), Tricor Axcelasia Sdn Bhd, subsequent to the listing of Company on ACE Market of Bursa Securities on 23 February 2021 to provide an independent appraisal over the system of internal control of the Group and report to the ARMC. The Internal Auditor adopted a risk-based approach and prepared its audit strategy and plan for financial year 2023 based on the risk profiles of the business units of the Group.	
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	:	The Group has outsourced its internal audit function subsequent to the listing of Company on ACE Market of Bursa Securities on 23 February 2021. The internal audit personnel assigned by the Internal Auditor are free from any relationships or conflicts of interest, which could impair their objectivity and independence pursuant to the written declaration made by them. The Engagement Director is Mr Chang Ming Chew, who holds a Certified Internal Auditor (CIA), Certification in Risk Management Assurance (CRMA), and Certified Information Systems Auditor (CISA); and is a professional member with the institute of Internal Auditors of Malaysia (IIAM), the Association of Chartered Certified Accountants (ACCA), and the Malaysia Institute of Accountants (MIA). The Internal Auditor performs its work as guided by a recognised framework, the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors.
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	:	The Company recognises the importance of being transparent and accountable to its stakeholders and, as such, maintains an active and constructive Investor Relations and Corporate Disclosure Policy to promote effective engagement, fair and accurate information disclosure to employees, stakeholders and the general public. The various channels of communications are through meetings with institutional shareholders and investment communities, quarterly announcements on financial results to Bursa Securities, relevant announcements and circulars, when necessary, the annual and extraordinary general meetings and through the Company's website at www.mobiliainternational.com, from which shareholders and prospective investors can access corporate information, annual reports, press releases, financial information, company announcements and share prices of the Company. Investors and shareholders are welcomed to direct their concerns and queries to the designated person via call or email as stated in the Company's website. The Alternate Director to the MD is the designated spokesperson for all matters relating to the Group and dedicated personnel are tasked to prepare and verify material information for timely disclosure upon approval by 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	:		
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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	:	The Company does not fall under the category of “Large Companies” as defined in the MCCG for the time being. Hence, such requirement is not applicable.	
<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 dispatched its Notice of AGM to shareholders at least twenty-eight (28) days before the AGM in 2023 and will continue to do so for the forthcoming AGMs.	
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	:	The Company's AGM provides a vital platform for both individual and institutional shareholders to share viewpoints and acquire information on issues relevant to the Group. Shareholders are encouraged to attend and participate at the AGM by raising questions on the resolutions being proposed or on the Group's business operations in general. Shareholders who are unable to attend are allowed to appoint proxies. Shareholders and the public are welcomed to convey their concerns and queries to the Board. The Board Chairman and Committee members including the ARMC, RC and NC, the external auditors and where applicable, other advisers of the Company are fully aware of their responsibilities and would commit themselves to be present to answer queries at the AGM as well as to discuss with shareholders and invited attendees and members of the press.
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	:	The Company is committed to ensuring that its general meetings are held at accessible locations but not in remote areas to encourage shareholders to attend and participate in the meeting. Considering the current size of shareholder base, the Board believes leveraging technology for electronic poll voting and remote participation isn't immediately necessary. However, the Board will periodically assess the need to use technology to enable voting in absentia, aiming for equitable representation and efficient voting processes.	
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	:	AGM serves as an important platform for interaction between the Group and Shareholders. Shareholders are encouraged to participate in the Question & Answer ("Q&A") session, where the Directors, company secretaries, key management personnel as well as the Group's external auditors are available to respond to the queries raised. Other than general meetings, email is an alternative communication channel where shareholders can raise their questions via email which will be addressed by the key management.
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	:	Not applicable – only physical general meetings were conducted in the financial year	
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 13.6

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 general meeting are published on the company website www.mobiliainternational.com within 30 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
PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK
NEGARA MALAYSIA**

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

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