

Corporate Governance Overview Statement

The Board of Directors (“the Board”) of Sealink International Berhad (“Sealink” or “the Company”) recognises the importance of adopting high standards of corporate governance in the best interest of the Company and its stakeholders, and to protect and enhance shareholders’ value and the performance of the Company and its subsidiaries (the “Group”). The Board is pleased to present this Corporate Governance (“CG”) Overview Statement (the “Statement”) to provide shareholders and investors with an overview of the CG practices adopted by the Company during the financial year ended 31 December 2022 (“FYE 2022”) as set out in the Malaysian Code on Corporate Governance (“MCCG”) with reference to the following three (3) key principles, under the stewardship of the Board.

- (a) Principle A: Board Leadership and Effectiveness;
- (b) Principle B: Effective Audit and Risk Management; and
- (c) Principle C: Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

This Statement also serves as in compliance with Paragraph 15.25 of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and it is to be read together with the Corporate Governance Report (“CG Report”) which is available on the Company’s website. The CG Report provides details explanations of how the Company has applied each Practice under the MCCG during the financial year taking into consideration the specific circumstances affecting the Company, including any alternatives measures to achieve the intended outcomes.

A copy of the CG Report is available for reference on the Company’s website at www.asiasealink.com.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

PART 1 – BOARD RESPONSIBILITIES

1.1 Board roles and responsibilities

In the discharge of its fiduciary and stewardship role, the Board has assumed the following principal responsibilities in relation to the Company:

- together with Senior Management, promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- review, challenge and decide on Management’s proposals for the Company, and monitor its implementation by Management;
- ensure that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- oversee the conduct of the Group’s businesses to evaluate and assess Management performance whether the businesses are being properly managed;
- ensure there is a sound framework for internal controls and risk management;
- understand the principal risks of the Group’s businesses in recognition that business decisions involve the taking of appropriate risks;
- set the risk appetite within which the Board expects Management to operate, and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- ensure that Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and Senior Management;
- ensure that the Company has in place procedures to enable effective communication with stakeholders;
- ensure that all its Directors are able to understand the financial statements and form a view on the information presented;

Corporate Governance Overview Statement (cont'd)

1.1 Board roles and responsibilities (cont'd)

- ensure the integrity of the Group's financial and non-financial reporting;
- ensure highest standard of ethical conduct, integrity and accountability in all business activities and operations and this including adopting a zero tolerance policy towards any form of bribery and corruption;
- ensure the governance of sustainability in the Group which includes setting the Group's sustainability strategies, business plan, priorities and targets;
- approve the nomination, selection, succession policies, and remuneration packages for the Board members, Board Committee members, Nominee Directors on the functional Boards of the subsidiaries and Chief Executive Officer cum Managing Director and the annual manpower budget for the Group, including managing succession planning, appointing, training, fixing the compensation of, and where appropriate replacing Senior Management or key management personnel;
- review the adequacy and integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines; and
- approve the appointment of External Auditors and their related audit fees.

1.2 Board Committees

To assist in the discharge of its stewardship role, the Board has established Board Committees, namely Audit Committee ("AC"), Nominating Committee ("NC"), Remuneration Committee ("RC"), Risk Management Committee ("RMC") and Sustainability Committee ("SC"), to examine specific issues within their respective Terms of Reference, and for them to report to the Board their recommendations. The ultimate responsibility for decision making, however lies with the Board. Each Board Committees operates its functions within the Terms of References approved by the Board which are reviewed by the Board annually to ensure that they are relevant and updated with other related policies of regulatory requirements. The Terms of Reference of each Board Committees are contained in the Board Charter which is available for reference on the Company's website at www.asiasealink.com.

1.3 Chairman of the Board

Mr Wong Chie Bin, the long serving Independent Directors has been re-designated as Non-Independent Non-Executive Chairman on 28 February 2023.

The Chairman leads the Board with a keen focus on governance and compliance. His roles/responsibilities include, inter alia:

- providing leadership for the Board so that the Board can perform its responsibilities effectively;
- leading the Board in the adoption and implementation of good corporate governance practice in the Company;
- setting the Board's agenda and ensuring that Board members receive complete and accurate information in a timely manner;
- leading Board meetings and discussions;
- encouraging active participation and allowing dissenting views to be freely expressed;
- managing the interface between Board and Management; and
- ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

Corporate Governance Overview Statement (cont'd)

1.4 Separation of Functions between the Chairman and Chief Executive Officer (“CEO”)/Executive Director (“ED”)

The roles of the Chairman and CEO/ED of the Company are distinct. The distinct and separate roles of the Chairman and CEO/ED, with a clear division of responsibilities, ensures a balance of power and authority, such that no one individual has unfettered powers of decision-making.

The CEO/ED is the highest ranking officer across the Group. He is responsible for the day-to-day business of the Group, within the authorities as delegated by the Board. The primary tasks for the CEO/ED are as follows:

- (a) Strategy development, monitoring and tracking;
- (b) Business development;
- (c) Regulation;
- (d) Performance management;
- (e) Human resources management;
- (f) Risk management; and
- (g) Stakeholder management.

1.5 Qualified and competent Company Secretary

The Board is supported by a qualified and competent Company Secretary. The Company Secretary, Madam Yeo Puay Huang is qualified to act as a Company Secretary under Section 235(2) (b) of the Companies Act 2016 (“the Act”) and holds the practicing license issued by Companies Commission of Malaysia. She has over forty (40) years of experience in corporate secretarial practices. She is also the Secretary for all the Board Committees.

The Company Secretary plays an advisory role in supporting the Board and Board Committees in advising on its roles and responsibilities, governance matters and ensuring the Company complies with its own Constitution and all the law and regulations prescribed by the Act and MMLR of Bursa Securities.

The Company Secretary constantly keeps abreast of the evolving regulatory changes and development in Corporate Governance through attendance at relevant conferences and training programmes.

Directors have unrestricted access to the advice and services of the Company Secretary to enable them to discharge their duties effectively. The Board is regularly updated and advised by the Company Secretary on statutory and regulatory requirements, and any implications of any changes in regulatory requirements to the Company and Directors in relation to their duties and responsibilities. The Company Secretary, who oversees adherence to Board’s policies and procedures, briefs the Board on the proposed contents and timing of material announcements to be made to regulators, as well as any changes to regulatory requirements that may affect the Company and the Board. The Company Secretary attends all Board and Board Committees meetings and ensures that meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are taken and maintained accordingly.

1.6 Access to information and advice

All Directors have unrestricted access to Management and to information pertaining to the Company, including access to the Company auditors and consultants, relevant to furtherance of their duties and responsibilities as Directors of the Company.

The Board is supplied with relevant information and reports on financial, operational, corporate, regulatory, business development and audit matters, by way of Board reports or upon specific requests, for decisions to be made on an informed basis and for an effective discharge of the Board’s responsibilities.

Corporate Governance Overview Statement (cont'd)

1.6 Access to information and advice (cont'd)

Timely dissemination of meeting agenda, including the relevant Board and Board Committees papers to all Directors prior to the Board and Board Committees meetings respectively to give effect to Board and Board Committees members to make decisions and to deal with matters arising from such meetings, is observed. Board and Board Committees members are furnished on a timely basis with pertinent explanations and information on relevant issues and recommendations by Management. The issues are then deliberated and discussed thoroughly by the Board prior to decision making, including decisions to defer certain resolutions when the information needed to make informed decision is inadequate.

Senior Management of the Group and external advisers are invited to attend Board and/or Board Committee meetings to provide additional insights and professional views, advice and explanations on specific items on the meeting agenda. Besides direct access to Management, Directors may obtain independent professional advice at the Company's expense, if considered necessary, in furtherance of their duties. This procedure is formalised in the Company's Board Charter.

1.7 Board Charter

The Board has adopted a Board Charter which serves as a reference point for the Board's activities to enable Directors to carry out their stewardship role and discharge their fiduciary duties towards the Company. It also contains a formal schedule of matters reserved to the Board for deliberation and decision, for example discussion on strategic matters, so that the control and direction of the Company's businesses are in its hands.

This Board Charter is subject to the relevant provisions of the Act, the Company's Constitution, the MMLR of Bursa Securities, the recommended principles and practices of the MCCG, as considered appropriate, and any other applicable laws or regulatory requirements.

The Board Charter together with the Terms of Reference of the Board Committees was last reviewed, revised and adopted by the Board on 12 April 2023 to align with the relevant best practices recommended under the MCCG. Amendments and updates are made from time to time in accordance with the need of the Company to ensure its effectiveness and consistency with the Board's objective and corporate vision as well as to be in line with changes to statutory and regulatory requirement.

The Board Charter is available for reference on the Company's website at www.asiasealink.com.

1.8 Code of Conduct / Ethics

The Board recognises the importance of having in place a Code of Conduct / Ethics, setting out the standards of conduct expected from Directors and employees, to engender good corporate behaviour. The Board Charter sets out a Code of Ethics to be observed by Directors. As for the conduct of employees, the Board has formalised an Employee Handbook to be observed by all employees across the Group.

The Code of Conduct is available for reference on the Company's website at www.asiasealink.com.

1.9 Whistleblower Policy

The Board has also adopted the Whistleblower Policy which outlines when, how and to whom a concern may be properly raised about the actual or potential corporate fraud or breach of regulatory requirements involving employees, Management or Directors in the Group and to enable prompt corrective actions and measures to resolve them effectively.

Corporate Governance Overview Statement (cont'd)

1.9 Whistleblower Policy (cont'd)

All disclosure shall be made to the Chairman of AC and the disclosure can be made in writing, orally, via electronic mail ("email") or short messaging system. Upon making a disclosure in good faith, based on the reasonable ground and in accordance with procedures set out therein the Whistleblower Policy, the whistleblower shall be protected from reprisal within the Group as a direct consequences of his/her disclosure and the identity will be protected.

The Whistleblower Policy was last reviewed, revised and adopted by the Board on 12 April 2023. The Whistleblower Policy shall be reviewed, as needed and maybe amended from time to time, as deemed necessary by the Board, to ensure its relevance and effectiveness in keeping with the Group's business environment, administrative or operational needs and/or comply with the applicable laws and regulations.

The Whistleblower Policy is available for reference on the Company's website at www.asiasealink.com.

1.10 Anti-Bribery & Corruption Policy

The Group is committed to conduct businesses professionally, fairly and with integrity and transparency.

The Group has adopted a zero tolerance approach against all forms of bribery and corruption and takes strong stance against such act by implementing the Anti-Bribery and Corruption Policy ("ABC Policy"), which was first formulated and adopted by the Board on 30 June 2020 and then was last reviewed, revised and adopted by the Board on 28 February 2023. This is in line with the amendment to Malaysian Anti-Corruption Commission Act 2009 ("MACC Act 2009") to incorporate a new Section 17A on corporate liability for corruption which took effect on 1 June 2020.

The ABC Policy is available for reference on the Company's website at www.asiasealink.com.

1.11 Sustainability

The Group is committed to promote sustainability in its business operations and continually improving the integration of sustainability into the working environment and business processes by considering the impact on the environment, social and governance. The Company strives to achieve sustainable long-term balance between meeting its business goals and compliance to relevant environmental and related legislation, improving the welfare of its employees as well as ensuring a safe and healthy working environment.

The CEO leads the Group's sustainability practices across management and operational fronts with the assistance of the Senior Management to drive sustainability best practices in the Group. A Sub-Committee at the Company level was set up to assist the Board on the Sustainability matters and Human Resource Manager, Mr Andes Hii Toh Heng was appointed as the designated personnel at the Company level to provide a dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the Group.

The sustainability practices of the Group are disclosed in the Sustainability Statement of this Annual Report.

Aside from the Sustainability Practices, the Group has formalised the Sustainability Policy and the Sustainability Policy is available for reference on the Company's website at www.asiasealink.com.

Corporate Governance Overview Statement (cont'd)

PART 2 - BOARD COMPOSITION

2.1 Composition of the Board

As at the date of this Statement, the Board consists of five (5) members, comprising of one (1) Executive Director, two (2) Independent Directors and two (2) Non-Independent Directors, as follows, which complies with Paragraph 15.02 of the MMLR of Bursa Securities which requires at least two (2) directors or one-third (1/3) of the Board, whichever is higher, to be independent.

No.	Name of Director	Designation
1.	Wong Chie Bin*	Non-Independent Non-Executive Chairman
2.	Yong Kiam Sam	Chief Executive Officer cum Managing Director
3.	Toh Kian Sing**	Non-Independent Executive Director
4.	Yong Nyet Yun***	Non-Independent Non-Executive Director
5.	Eric Khoo Chuan Syn @ Khoo Chuan Syn	Independent Non-Executive Director

* Re-designated as Non-Independent Non-Executive Chairman of the Company on 28 February 2023

** Re-designated as Non-Independent Non-Executive Director of the Company on 28 February 2023

*** Appointed as an Independent Non-Executive Director of the Company with effect from 1 June 2022

The detailed profile of each Director is disclosed in the Profile of Directors of this Annual Report.

The Board acknowledges that the current composition of the Board does not meet the recommendation of Practice 5.2 of the MCCG, which requires at least half of the Board comprises Independent Directors. Nonetheless, the Board recognises the importance of independence and objectivity of Independent Director as they bring in objective and independent views, advice, judgment on interest not only of the Group but also of shareholders, employees, customers, suppliers, and other communities in which the Group conducts its business.

Based on an assessment of its skills matrix, the Board is of the view that the Directors, with their different background and specialisations, collectively bring with them a wide range of experience and expertise in areas such as finance; accounting and audit; corporate affairs; legal; and marketing and operations, which are considered adequate for the Group's needs.

The Non-Independent Non-Executive Chairman is primarily responsible for the leadership and management of the Board, ensuring the Board and Board Committees execute their responsibilities in the best interest of the Company.

The CEO/ED is responsible for the effective implementation of the Company's strategic plan and policies established by the Board besides managing the daily operations of the Company.

The Independent Non-Executive Directors ("INED") provide the relevant checks and balance by reviewing the Group's performance against budget and inquiring from the CEO/ED as well as Senior Management personnel explanations, as needed, at scheduled Board and Board Committees meetings.

Corporate Governance Overview Statement (cont'd)

2.2 Tenure of Independence Director

Independent Directors are essential for protecting the interests of shareholders and can make significant contributions to the Company's decision making by bringing in the quality of detached impartiality. The Board recognises the importance of establishing criteria on independence to be used in the annual assessment of its Independent Directors.

The Company's Board Charter provides a limit of cumulative term of nine (9) years on the tenure of an INED. Upon completion of nine (9) years, an INED may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director. In the event, the Board intends to retain the INED who has served the Company exceeding a cumulative term of nine (9) years, the Board will need to justify and seek shareholders' approval at the Annual General Meeting ("AGM") through a two-tier voting process in accordance to MCCG.

2.3 Diversity

The Board encourages a dynamic and diverse composition by nurturing suitable and potential candidates equipped with competency, skills, experience, character, time commitment, integrity and other qualities in meeting the future needs of the Company.

The Board had established the Board Diversity Policy where the Board affirms its commitment to Board diversity. The Board believes that a truly diversified Board can enhance its effectiveness, creativity and capacity to thrive in good times and weather tough times. The Board works to ensure that there is no discrimination on the basis of, but not limited to, ethnicity, race, age, gender, nationality, political affiliation, religious affiliation, marital status and educational background.

The Board had on 22 February 2022 established a Gender Diversity Policy with a focus on supporting the representation of women in the composition of Board of the Company. The Board appointed Madam Yong Nyet Yun as Independent Non-Executive Director with effect from 1 June 2022. Her presence complies with the MMLR of Bursa Securities which in line with Paragraph 15.02(1)(b), one (1) director of a listed issuer is a woman. Currently, the Board comprises one (1) female Director out of five (5) Directors, equivalent to 20% women representation on the Board.

The Gender Diversity Policy is available for reference on the Company's website at www.asiasealink.com.

2.4 Board Commitment

(i) Board meetings

The Board ordinarily meets at least five (5) times a year, scheduled well in advance before the end of the preceding financial year to facilitate the Directors in planning their meeting schedule for the year. Additional meetings are convened when urgent and important decisions need to be made in between scheduled meetings. At the quarterly Board meetings, the Board reviews the business performance of the Group and discusses major strategic, operational, compliance and financial issues. The Chairman of each Board Committees briefs the Directors at each Board meeting the salient matters deliberated by each Board Committees and which require the Board's attention or direction, including approval, as the case may be. All pertinent issues discussed at Board meetings in arriving at decisions and conclusions are properly recorded by the Company Secretary by way of minutes of meetings, which are confirmed by the Chairman at the next meeting.

Corporate Governance Overview Statement (cont'd)

2.4 Board Commitment (cont'd)

(i) Board meetings (cont'd)

There were five (5) Board meetings held during the FYE 2022, with details of Directors' attendance set out below:

Name of Director	Meeting Attendance
Yong Kiam Sam	5/5
Wong Chie Bin	5/5
Toh Kian Sing	5/5
Eric Khoo Chuan Syn @ Khoo Chuan Syn	5/5
Yong Nyet Yun	2/2

It is the practice of the Company for Directors to devote sufficient time and efforts to carry out their responsibilities.

(ii) Directors' Training and Education

The Board is mindful of the importance for its members to undergo continuous training to be abreast of changes to regulatory requirements and the impact such regulatory requirements have on the Group and Directors.

All the Directors of the Company have attended the Mandatory Accreditation Programme conducted by Bursa Malaysia Training Sdn. Bhd. within the stipulated timeframe required by the MMLR of Bursa Securities.

Details of the training programmes/forum/seminars/conferences attended/participated by Directors of the Company for the financial year under review and up to the date of this Statement as set out below:

Name of Director	Training topics
Yong Kiam Sam	<ul style="list-style-type: none"> • Ernst & Young Parthenon • Singapore Maritime Week 2022 • Clarkson APAC Offshore Wind • Offshore Support Journal Conference, Asia • OSEA Asia • In-House Training-Sustainability Governance, Management and Reporting-Implications to the Board of Directors and Management in overseeing the Economic, Environmental, Social & Governance ("EESG") perspectives of the Group's business
Wong Chie Bin	<ul style="list-style-type: none"> • CTIM-National Tax Conference 2022 • MIA-MPERS Case Studies in Key Areas of Financial Reporting including COVID-19 Impact • MIA-The Auditor's Response to Assessed Risks • MIA Case Study-Based MFRS Webinar: Case Studies in Fraudulent Financial Reporting • Crowe Malaysia PLT (Internal Training)-ISQM 1 • Crowe Malaysia PLT (Internal Training)-ISQM 2 • Crowe Malaysia PLT (Internal Training)-Malaysia Tax Budget Conference 2023-Riding The Post-Pandemic Tide

Corporate Governance Overview Statement (cont'd)

2.4 Board Commitment (cont'd)

(ii) Directors' Training and Education (cont'd)

Wong Chie Bin (cont'd)	<ul style="list-style-type: none"> • Crowe Malaysia PLT (Internal Training)-Audit Methodology ISA 315 (Revised) • Crowe Malaysia PLT (Internal Training) Ethical Requirements for Providing Tax & Advisory Services to Audit Clients • In-House Training-Sustainability Governance, Management and Reporting-Implications to the Board of Directors and Management in overseeing the Economic, Environmental, Social & Governance ("EESG") perspectives of the Group's business
Toh Kian Sing	<ul style="list-style-type: none"> • Refund Guarantee Webinar with Jin Saibo • 2022 Annual Survey and Letter of Credit Law Summit in Singapore organised by Institute of International Banking Law & Practice, Inc. • Course: Mandatory Takeovers in Asia: A Comparative Analysis ADM YIR Webinar Lecture organised by Supreme Court • Course: Insolvency & Cryptocurrencies
Eric Khoo Chuan Syn @ Khoo Chuan Syn	<ul style="list-style-type: none"> • In-House Training-Sustainability Governance, Management and Reporting-Implications to the Board of Directors and Management in overseeing the Economic, Environmental, Social & Governance ("EESG") perspectives of the Group's business
Yong Nyet Yun	<ul style="list-style-type: none"> • National Tax Conference 2022 • Mandatory Accreditation Programme • MIA-Effective Secretarial Practice for Accountants Series (Module 1) • MIA-Effective Secretarial Practice for Accountants Series (Module 2) • MIA-Effective Secretarial Practice for Accountants Series (Module 3) • In-House Training-Sustainability Governance, Management and Reporting-Implications to the Board of Directors and Management in overseeing the Economic, Environmental, Social & Governance ("EESG") perspectives of the Group's business

The Directors are notified periodically by the Company Secretary on the relevant training courses available that the Directors may consider attending. The Directors have also been constantly updated with the relevant reading materials and technical updates, which enhance their knowledge and equip them with the necessary skills to effectively discharge their duties as Directors of the Company.

2.5 Nominating Committee

As at the date of this Statement, the NC comprised exclusively of Non-Executive Directors, the majority of whom are Independent, as follows:

Chairman	:	Eric Khoo Chuan Syn @ Khoo Chuan Syn	- Independent Non-Executive Director
Members	:	Yong Nyet Yun	- Independent Non-Executive Director
	:	Toh Kian Sing	- Non-Independent Non-Executive Director

Corporate Governance Overview Statement (cont'd)

2.5 Nominating Committee (cont'd)

The key objective of the NC is to oversee the selection and assessment process of Directors of the Board, ensuring that nominations to Board and Board Committees are fair and transparent having regards to the competency, experience, character, integrity and time commitment of the nominees.

The NC meets at least once a year with additional meeting convened as and when necessary. During the FYE 2022, three (3) NC meetings were held and the attendance of the members for the meetings held were as detailed below:

Name	Designation	Attendance
Eric Khoo Chuan Syn @ Khoo Chuan Syn	Chairman	3/3
Yong Nyet Yun	Member	1/1
Toh Kian Sing	Member	3/3
Wong Chie Bin	Member	3/3

The NC is primarily responsible for recommending suitable appointments to the Board, taking into consideration the Board structure, size, composition and the required mix of expertise and experience which the Director should bring to the Board. It assesses the effectiveness of the Board as a whole, the Board Committees and the contribution of each Director. Where considered appropriate, the NC considers recommendation of candidate for directorship by shareholders or existing Directors. Based on its Terms of Reference, the NC carries out the assessment process regardless of whether the candidate is for new appointment or re-appointment. The final decision on the appointment of a candidate recommended by the NC rests with the Board. The Company Secretary ensures that all appointments are properly made upon obtaining all the necessary information from the Director.

The NC carried out the following activities within its Terms of Reference and reported the outcome to the Board:

- discussed the search for a Board Chairman and female Director;
- reviewed training undertaken by Directors as well as those training that are available for Directors for the ensuing year;
- reviewed the Board's succession plans in order to ensure that there are appropriate plan in place to fill vacancies and to meet the Group's future needs;
- reviewed and discussed the revised Board Diversity Policy;
- reviewed and discussed the Gender Diversity Policy;
- reviewed and discussed the Directors' Fit and Proper Policy;
- reviewed and assessed the suitability of Madam Yong Nyet Yun for appointment as an Independent Non-Executive Director, taking into consideration her skills, knowledge, expertise, and personal attributes;
- reviewed and assessed the change of composition of the Board Committees, namely AC, NC, RC, RMC and SC;
- reviewed and assessed the independence of Independent Directors and tenure of service;
- reviewed and recommended to the Board to put forth the proposal for the re-election of directors at the forthcoming AGM;
- reviewed and recommended to the Board to put forth the proposal for the retention of Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn as INED at the forthcoming AGM;
- reviewed the terms of office and performance of the AC and each member of the AC to determine whether AC and its members have carried out their duties in accordance with the Terms of Reference of AC;
- reviewed and assessed the individual Director, overall Board and its Board Committees performance and effectiveness as a whole;
- reviewed the composition of the Board based on its required mix of skills, experience and other qualities which are considered important by the Board;

Corporate Governance Overview Statement (cont'd)

2.5 Nominating Committee (cont'd)

- reviewed and assessed the Board Committees in terms of size, structure and composition for compliance with the provisions of the relevant guidelines and regulations;
- reviewed and assessed the Key Senior Managements;
- reviewed and considered the re-designation of Mr Wong Chie Bin as Non-Independent Non-Executive Chairman; and
- reviewed and considered the re-designation of Mr Toh Kian Sing as Non-Independent Non-Executive Director.

2.6 Appointment to the Board and Re-election of Directors

The NC practices a clear and transparent nomination process which includes the identification of candidates, evaluation of suitability of candidates, deliberation by NC and recommendation to the Board.

After assessing and reviewing the Board's candidates' skills, knowledge and experience, the NC has nominated Madam Yong Nyet Yun as Independent Non-Executive Director of the Company and as part of the succession planning for the Board, the NC also nominated Madam Yong Nyet Yun as the Chairman of AC in place of Mr Wong Chie Bin, the long serving Independent Director. Upon recommendation of the NC, the Board approved the appointment of Madam Yong Nyet Yun with effect from 1 June 2022.

Following the amendments made to MMLR of Bursa Securities, the Board had on 31 May 2022 adopted a Directors' Fit and Proper Policy which sets out the approach, guidelines and procedures to ensure a formal and transparent process is being adhered to the new appointment, re-appointment and/or re-election of the Directors of the Company. The Directors' Fit and Proper Policy is available for reference at the Company's website at www.asiasealink.com.

In accordance to the Constitution of the Company, at least one-third (1/3) of the Board is required to retire at every AGM and be subject to re-election by the shareholders. All of the Directors are required to offer themselves for re-election, at least once in every three (3) years. Newly appointed Directors shall hold office until the next AGM and shall then be eligible for re-election by the shareholders.

During the year under review, the Board with the recommendation of NC, endorsed the following re-election of directors in accordance with the provisions of the Company's Constitution.

1. Madam Yong Nyet Yun in accordance with Clause 117; and
2. Mr Yong Kiam Sam in accordance with Clause 118.

Prior to recommending the re-election of the Directors, the NC reviewed the individual directors' performance based on the results of the Directors' Evaluation Form for FYE 2022 and the completed Directors' Declaration on Fit and Proper.

The NC is of the opinion that the Directors have discharged their duties effectively and have provided valuable contribution to the leadership of the Group.

2.7 Annual Evaluation

For the FYE 2022, an annual assessment of the Board, Board Committees and contribution of each individual director is carried out by the NC, with the assistance of the Company Secretary, taking the forms of comprehensive evaluation questionnaires which provide the NC with an opportunity to score their opinion on a series of questions in relation to inter alia the execution and performance of the Board as a whole and the Board Committees, and to comment on procedures or any relevant matters.

Corporate Governance Overview Statement (cont'd)

2.7 Annual Evaluation (cont'd)

The NC carries out evaluation of Board effectiveness in the areas of Board mix and composition, quality of information and decision making, boardroom activities, Board's relationship with the Management, Board's roles and responsibilities and Environmental, Social and Governance (ESG) Issue.

As for the performance evaluation of Board Committees, the NC assessed the performance of the AC, NC, RC, RMC and SC based on the recommended evaluation criteria adopted from Corporate Governance Guide issued by Bursa Securities which includes Committees' composition, contribution to the Board's decision making, expertise, appointment as well as timeliness and quality of communication and minutes.

Based on the above assessments, the NC was satisfied with the existing Board composition as well as the mix of qualifications, skills and experience among the Board and Board Committees members and was of the view that all Directors and Board Committees of the Company had discharged their responsibilities in a commendable manner and have performed competently and effectively. All assessments and evaluations carried out by the NC in the discharge of all its functions were properly documented.

The Board is satisfied with the level of time committed by the Directors in discharging their respective duties and roles as Directors of the Company. All the Directors of the Company have complied with Paragraph 15.06 of the MMLR of Bursa Securities on the number of directorships held in public listed companies.

2.8 Annual Assessment of Independence

The Board recognises the importance of independence and objectivity in its decision making process. The presence of the INED is essential in providing unbiased and impartial opinions, advice and judgment to ensure the interests of the Group, shareholders, employees, customers and other communities where the Group conducts its businesses are well represented and taken into account.

NC has undertaken a review and assessment of the level of independence of the INED and is satisfied that they are able to discharge their responsibilities in an independent manner. The INEDs have also declared their independence under the annual Board evaluation process.

During the financial year under review, the NC had reviewed the tenure of each Director and the level of Independence of the INED. NC noted that one (1) Independent Director, namely Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn has served the Company exceeding a cumulative term of nine (9) years at this forthcoming AGM and the other two (2) Independent Directors namely, Mr Wong Chie Bin and Mr Toh Kian Sing have served the Company exceeding a cumulative term of twelve (12) years.

Based on the evaluation performed, the NC was satisfied with the level of independence as well as performance and contribution of each of the Independent Directors.

NC recommended that approval of the shareholders be sought to retain Mr Eric Khoo Chuan Syn @ Khoo Chuan Syn as an Independent Non-Executive Director through a two-tier voting process, as he has possessed the attributes necessary in discharging his role and function of Independent Director. He has exercised his professional duties in the best interest of the Group.

As Mr Wong Chie Bin has served the Company as Independent Non-Executive Director for more than twelve (12) years, the NC recommended for the Board's approval to re-designate Mr Wong Chie Bin's position from Independent Non-Executive Director to Non-Independent Non-Executive Chairman. Mr Wong Chie Bin possesses the relevant skill, experience and knowledge and has effectively discharged his stewardship responsibilities to meet the Group's needs. He has exercised his professional duties in the best interest of the Group.

Corporate Governance Overview Statement (cont'd)

2.8 Annual Assessment of Independence (cont'd)

As Mr Toh Kian Sing has served the Company as Independent Non-Executive Director for more than twelve (12) years, the NC recommended for the Board's approval to re-designate Mr Toh Kian Sing's position from Independent Non-Executive Director to Non-Independent Non-Executive Director. Mr Toh Kian Sing possesses the relevant skill, experience and knowledge and has discharged his professional duties in the best interest of Sealink Group.

PART 3 – REMUNERATION

3.1 Remuneration Committee

As at the date of this Statement, the RC comprised exclusively of Non-Executive Directors, the majority of whom are Independent, as follows:

Chairman	: Toh Kian Sing	- Non-Independent Non-Executive Director
Members	: Yong Nyet Yun	- Independent Non-Executive Director
	Eric Khoo Chuan Syn @ Khoo Chuan Syn	- Independent Non-Executive Director

The RC meets at least once a year with additional meeting convened as and when necessary. During the FYE 2022, three (3) RC meetings were held and the attendance of the members for the meetings held were as detailed below:

Name	Designation	Attendance
Toh Kian Sing	Chairman	3/3
Yong Nyet Yun	Member	1/1
Eric Khoo Chuan Syn @ Khoo Chuan Syn	Member	3/3
Wong Chie Bin	Member	3/3

The RC is entrusted by the Board to:

- establish a formal and transparent procedure for setting a policy on remuneration of ED and Senior Management and for fixing the remuneration packages of all Directors and Senior Management of the Group which takes into account the demands, complexities and performance of the Company as well as skills and experience required; and
- ensure that the levels of remuneration of Directors and Senior Management are commensurate with the qualifications, roles, responsibilities and that such levels of remuneration are sufficient to attract and retain the Directors and Senior Management but not excessive.

3.2 Remuneration Policy and Procedures

The Remuneration Policy and Procedures was last reviewed, revised and adopted on 22 February 2022, to facilitate the RC to review, consider and recommend to the Board for decision on the Directors' remuneration. The RC recommends to the Board the remuneration of ED, largely based on his performance and also the Group's performance. In the case of Independent Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the Independent Directors concerned. In all instances, the deliberations are conducted with the Directors concerned abstaining from discussions on their individual remuneration.

The Remuneration Policy and Procedures is available for reference on the Company's website at www.asiasealink.com.

Corporate Governance Overview Statement (cont'd)

3.3 Remuneration of Directors

Details of Directors' remuneration (including benefits-in-kind) for each Director during the FYE 2022 are as follows:

	Directors' Fee		Group Basic Salary (RM)	Group Other Emoluments (RM)	Total (RM)
	Company (RM)	Subsidiaries (RM)			
Executive Director					
Yong Kiam Sam	22,000	-	583,750	217,723	823,473
Non-Executive Director					
Wong Chie Bin	83,000	-	-	-	83,000
Eric Khoo Chuan Syn @ Khoo Chuan Syn	70,000	-	-	-	70,000
Toh Kian Sing	70,000	-	-	-	70,000
Datuk Sebastian Ting Chiew Yew (Retired with effect from 31 May 2022)	29,167	-	-	-	29,167
Yong Nyet Yun (Appointed with effect from 1 June 2022)	40,833	-	-	-	40,833

3.4 Remuneration Senior Management

The Company notes the need for transparency in the disclosure of its key Senior Management remuneration, the Company is of the opinion that the disclosure of remuneration details may not be in the best interest of the Company, given the competitive landscape for key personnel with requisite knowledge, technical expertise and working experience in the Company's business activities, where intense headhunting is a common industry challenge. Accordingly, such disclosure of specific remuneration information may give rise to recruitment and talent retention issues.

The Board ensures that the remuneration of Senior Management is commensurate with the performance of the Company. Excessive remuneration payout are not made to Senior Management personnels in any instance.

The disclosure of the remuneration of the top Senior Management of the Company is currently made on aggregate basis in the compensation of key management personnel note to the accounts and is available on page 115 of the Annual Report 2022.