## **CORPORATE GOVERNANCE REPORT**

STOCK CODE : 5014

**COMPANY NAME**: Malaysia Airports Holdings Berhad

FINANCIAL YEAR : December 31, 2018

#### **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 (the Board) is collectively responsible in promoting the success of Malaysia Airports Holdings Berhad (MAHB or the Company) by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith in the best interest of the Company. The Board recognises the key role it plays in charting the strategic direction of the Company and has assumed the following principal responsibilities in discharging its fiduciary and leadership functions:-	
		<ol> <li>To determine the Company's long-term direction, formulate business objectives and strategies including strategies that promote sustainability;</li> <li>To ensure that it has adequate resources to meet its objectives and that it maintains an effective/sound risk management framework;</li> <li>To review and implement the Company's internal control system;</li> <li>To monitor its performance and ensure that it acts ethically and meets its responsibilities to shareholders and other stakeholders; and</li> <li>To adopt a formal schedule to decide on matters of approval of long-term strategy and objectives, capital and operating plans, major investments and disposals, funding and dividend strategy, and half-year and annual financial statements.</li> </ol>	
		Annually, the Board reviews and deliberates on the Management's proposal as well as provides its guidance in regard to the Company's business strategies. A Special Board meeting was held in November 2018, to collate the Board's inputs towards improving the business plan by considering all factors contributing towards both cost and revenue.	

The Company is undertaking a structured planning process for the Group where business planning, budget planning and performance management are to be completed before the new financial year.

The corporate strategy is clustered into following five (5) strategic themes, focusing on both fortification and expansion of the Company's current procedures and operations to drive the business competitiveness through time:-

- 1. Best in Class Hub;
- 2. World Class Service Levels:
- 3. Strengthening Non-Aero Business;
- 4. Unlocking Potential through Aeropolis; and
- 5. Expanding and Diversifying through International.

A schedule of matters reserved for the Board to ensure that the direction and control of the Company are in its hands, has been provided for in the Board Charter.

The Board has also delegated its power to the relevant Board Committees and Managing Director. The roles for each Board Committee are as follows:

#### Board Audit Committee (BAC):

- Reviews and evaluates performance of External Auditors and Internal Audit Division in ensuring efficiency and effectiveness of the Company's operations, adequacy of internal control system, compliance with established policies and procedures, transparency in decision-making process and accountability of financial and management information.
- 2. Reviews on any related party transactions during each quarter.

#### Board Nomination & Remuneration Committee (BNRC):

- Reviews, assesses and recommends to the Board, remuneration packages of the Managing Director and Senior Management as well as to review matters relating to employees of Malaysia Airports Group, limited to Collective Agreement for Non-Executives, Terms and Conditions of Executives, bonus and annual increment for employees.
- 2. Determines criteria for Boards' or Board Committees' membership, structure, responsibilities and effectiveness, reviews the term of office and performance of BAC, and formulates and reviews policies and procedures on human resource matters with regard to recruitment, appointment, promotion and transfer of Group Chief Executive Officer/Managing Director and Senior Management.

	Board Finance and Investment Committee (BOFIC)
	Reviews and monitors the financial investment policy and financial investment portfolio of the Group.
	Board Risk Management Committee (BRMC)
	1. Formulates the overall risk management, occupational safety and health, International Civil Aviation Organisation (ICAO) safety management system and information security strategy of the Group and recommends for approval and/or approves (whenever applicable) any major risk decisions by the Group.
	Board Procurement Committee (BPC)
	1. Approves procurement award of above RM5.0 million up to RM200.0 million, reviews and approves procurement policies and procedures, oversees and monitors the overall implementation of the Red Book by the Putrajaya Committee on GLC High Performance, ensures efficiency and effectiveness of procurement process, and supports national development objectives.
	The details of the Terms of Reference of the respective Board Committees are published on the Company's website.
	The Board in implementing corporate governance, ensures accountability to the Company's shareholders and stakeholders.
Explanation for : departure	
Large companies are re- encouraged to complete	quired to complete the columns below. Non-large companies are the columns below.
Measure :	
Timeframe :	

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 roles of the Chairman of the Board have been provided for in the Board Charter and includes, inter alia:-	
		<ol> <li>Lead the Board in setting the values and standards of the Company;</li> </ol>
		<ol><li>Maintain a relationship of trust with and between the Executive and Non-Executive Directors;</li></ol>
		<ol><li>Ensure the provision of accurate, timely and clear information to Directors;</li></ol>
		<ol> <li>Ensure effective communication with shareholders and relevant stakeholders;</li> </ol>
		<ul> <li>5. Act as facilitator for meetings to ensure: <ul> <li>(i) adequate notice of meetings;</li> <li>(ii) adequacy of information for Board meetings;</li> <li>(iii) no member dominates the discussion;</li> <li>(iv) full discussion takes place;</li> <li>(v) variety of opinion among Board members is drawn out;</li> <li>(vi) outcome of discussions results in logical and coherent policy to guide the Managing Director / Chief Executive Officer (MD/CEO) and against which the performance of the Company can be monitored; and</li> <li>(vii) consensus is obtained in the Board and when necessary, to call for vote.</li> </ul> </li> </ul>
		6. Arrange regular evaluation of the performance of the Board and its Committees;
		<ol> <li>Facilitate effective contribution of Non-Executive Directors and ensure constructive relations be maintained between Executive and Non-Executive Directors;</li> </ol>
		8. Create the conditions required for the effectiveness of the overall Board and individual Directors, both inside and outside the Boardroom — including the appropriate balance of power, level of accountability and independent decision making;

	9. Lead discussions among Directors;
	<ol> <li>Build a cohesive leadership team consisting of the Board and Senior Management; and</li> </ol>
	<ol> <li>Delegate responsibilities to other Directors, Committees and Management.</li> </ol>
Explanation for : departure	
Large companies are re- encouraged to complete t	quired to complete the columns below. Non-large companies are he columns below.
Measure :	
Timeframe :	

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	There is a clear division of responsibilities between the running of the Board, and the executives responsible for the running of the day-to-day business operations of MAHB Group. This division of responsibilities helps to ensure objectivity between the functions of the Board and Senior Management.  The positions of Chairman and Group Chief Executive Officer are held by two (2) different individuals. For the year under review, the Chairman was Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail and the Managing Director was Y. Bhg. Datuk Mohd Badlisham bin Ghazali who was subsequently succeeded by Y.M. Raja Azmi Raja Nazuddin as Acting Group Chief Executive Officer.  Currently, the Chairman is Y. Bhg. Tan Sri Datuk Zainun Ali and the Group Chief Executive Officer is Y.M. Raja Azmi Raja Nazuddin. Both are holding separate position and their respective roles and responsibilities are governed in the Company's Board Charter.  The role of Chairman and Group Chief Executive Officer/Managing Director are clearly defined in the Board Charter and stated in the Corporate Governance Overview Statement of Annual Report 2018.	
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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 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 Secretary, Puan Azni binti Ariffin, is a Licensed Secretary by the Companies Commission of Malaysia and a graduate of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). She is also the Secretary for all Board Committees and MAHB Subsidiaries. The Company Secretary plays an advisory role to the Board in relation to the Company's Constitution, policies and procedures and compliance with the relevant regulatory requirements, guidance and legislations as well as the principle of best corporate governance practices. The Directors are regularly updated by the Company Secretary on changes made to the relevant regulatory requirements, more particularly on areas relating to the duties and responsibilities and disclosure requirements of the Directors.  The function of Company Secretary, amongst others, as follows:-  1. Responsible for advising the Directors of their duties, responsibilities and obligations to disclose their interest in securities, prohibition on dealing of securities during the closed period, restriction on disclosure of price sensitive information, disclosure of any conflict of interest and related party transaction as well as disclosure of necessary information as required under the relevant legislations;  2. Prepare the agenda with the Chairman and notify all Directors of Board Meetings;  3. Attend all Board, Board Committee, and Shareholder meetings and ensure that all meetings are properly convened and proceedings of the Board, Board Committee, and Shareholder meetings and decisions thereof are properly recorded;  4. Communicate decisions of the Board, Board Committee, and Shareholder meetings to the relevant Management for
	necessary action following-up on proposals or matters tabled at the Board or Board Committee meetings;  5. Provide full access and services to the Board;

- Assist the Board with interpreting legal and regulatory acts related to the code, Listing Requirements of Bursa Malaysia Securities Berhad and other related regulations and developments;
- Advise the Board on its obligatory requirements to disclose material information to the shareholders and financial markets on a timely basis;
- 8. Handle the Company's share transactions and other duties as prescribed under the relevant legislations;
- Notify the Chairman of any possible violations of legal and regulatory acts;
- Ensure the appointment of new directors, re-appointment and resignation of directors are in accordance with the relevant legislations;
- Ensure execution of assessment for directors and the Board/Board Committees;
- Brief to new Directors on organisational structure of the Company and procedures that regulate the operations of the Board;
- 13. Facilitate the orientation of new directors and providing assistance in directors' training and development;
- 14. Ensure availability of information required by new directors for the proper discharge of their duties;
- Assist the Board and the Chairman on the implementation of Malaysia Code on Corporate Governance (MCCG);
- 16. Monitor compliance with the principles and recommendations of MCCG and inform the Board of any breaches; and
- Ensure high standard of governance by keeping abreast of the latest enhancement in corporate governance and changes in the legal and regulatory framework.

In ensuring the Board has full understanding of the businesses of the Company and its Group, the Company Secretary attended trainings/courses to keep her abreast with the regulatory requirements and Corporate Governance practices.

The Company Secretary had made arrangement for Directors to attend trainings/courses. The trainings/courses attended by the Directors are listed according to their names as stated in **Appendix 1**.

		a Securities Listing Requirements, had also attended the Mandatory
	Company Secretary. The Com the Management to ensure the	ss to the advice and services of the pany Secretary works closely with at there is timely and appropriate rd and Board Committees, and rectors and the Management.
		antly keeps herself abreast of the elopments in sustainability and continuous training.
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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
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Explanation on application of the practice		The Chairman takes responsibility for ensuring that the Directors receive accurate, timely and clear information with regard to the Group's financial and operational performance, to enable the Board to make sound decision and provide necessary advice, with all Board and Committee papers being issued in advance prior to the scheduled meetings. The Company Secretary will assist the Chairman to ensure that the process of disseminating the information is effective and reliable.
		Under the current practice, notices pertaining to all Board meetings are issued to the Directors, at least 14 days from the date of the meeting, whilst the notices of the Board Committee meetings are circulated to the Committee members and all those invited to attend the meetings, at least 14 days before each meeting. The agenda and the Board papers are circulated at least seven days from the date of the meeting.
		In 2019, the Company endeavours to ensure that the board papers are circulated to all Directors five business days in advance to ensure that Directors are provided with sufficient information and time to prepare for board meeting and to facilitate robust discussions. Furthermore, in order to provide an in-depth discussion of the respective matters within a reasonable and sufficient time, the Chairman will decide on the agenda, and structure and prioritise the respective matters accordingly based on their relevancy and importance. Confidential papers or urgent proposals are presented and tabled at the Board meetings under special agenda.
		The format and structure of the Board papers contain the right amount of details and are clear and concise. Furthermore, an executive summary to the Board papers will be prepared to enable the Directors to comprehend the subject matters within the first few minutes of reading. The minutes of each Board meeting are circulated together with the Board papers to all Directors for their perusal before confirmation of the minutes.

	that decisions, requests and accurately, and could be tracke and ease of reference, as well actions are being followed up. The best interest of time, refrain	neetings is also enclosed to ensure derequirements were recorded defended and monitored upfront for clarity. If as for the Board's comfort that the Board may, if required, and in a from considering any last-minute seedings of the Board meetings, and exceptional circumstances.
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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 Charter provides the roles of the Board, Chairman and Group Chief Executive Officer/Managing Director as well as the functions of the respective Board Committees.	
	A schedule of matters reserved for the Board to make decision so as to ensure that the direction and control of the Company are in its hands, has been provided for in the Board Charter.	
	The Board Charter is published on the Company's website incorporating the major provisions of the Terms of Reference of all Board Committees.	
	The Board Charter was revised and approved by the Board in October 2018.	
	The Board Charter is available on the Company's website.	
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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	: Malaysia Airports' Code of Ethics and Conduct (the Code) is to provide clear guidelines on permissible or non-permissible conduct in the business practices of Malaysia Airports. The Code is implemented to ensure that all Employees and its representatives comply with the same standards. It shall also serve as guidelines when making judgment calls on work ethics, including in bridging and fostering close relations between the Company and its customers. The business code of conduct for the Board is subject to the statutory duties of directors under various legislative enactments, and as stipulated under the Companies Act, Listing Requirements of Bursa Malaysia Securities Berhad and Securities Commission Act.  For the financial year under review, the Board has reviewed and approved the revised Code of Ethics and Conduct which amongst others include the addition of the new provisions on travel, donation, sponsorship, political contributions, declaration of assets, conduct in social media and Certification of compliance to Code of Ethics and Conduct.  The Code applies to all the Company's Employees and representatives including agents, consultants, contractors and suppliers for the Company:  Employees  All Employees of Malaysia Airports are required to understand and comply with the Code, uphold the integrity of the Company and adhere to all requirements and provisions of the law in force in every country where the Company conducts its business, and conduct their work in a manner consistent with Malaysia Airports' policies, procedures, directives and guidelines as issued from time to time.

	<u>Line Managers</u>
	As leaders in the Company, Line Managers have added responsibilities of ensuring his direct reports understand and comply with the Code, promoting compliance and good ethical values via leadership by example, and diligently be on the lookout for indications that unethical or illegal activities, malpractice or other irregularities have occurred and report the matter to the Head or Industrial Relations of Human Resources Division.
	Business Partners and Suppliers
	Suppliers are expected to conform to the principles and standards set out in the Code in their relationship and dealings with the Company. Violation of the Code will result in blacklisting by the Company.
	Business Partners are encouraged to adopt similar principles and standards of behaviour.
	The Code is made available on the Company's Corporate website:
	www.malaysiaairports.com.my
Explanation for : departure	
Large companies are rec encouraged to complete t	quired to complete the columns below. Non-large companies are he columns below.
Measure :	
Timeframe :	

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 Board recognised that as part of holistic governance system, it is imperative to ensure that a Whistleblowing programme is put in place. The Board approved the establishment of a Whistleblowing Independent Committee (WIC). Currently, the WIC is led by an Independent Non-Executive Director who is also a member of the Board Audit Committee (BAC). The members of the WIC came from diverse background to ensure that the WIC are well represented. BAC acts as the oversight committee of the WIC.
	To demonstrate the Board's seriousness in addressing concerns, the Whistleblowing Policy, procedures, structure and Reporting of Concern Form, have been published on the Company's website.
	The Company's Whistleblowing Policy adopted by the Board aims to:-
	<ol> <li>encourage employees and external parties to feel confident in raising genuine concerns and to question and act upon concerns about practice;</li> </ol>
	2. provide avenues for employees and external parties to raise those concerns and receive feedback on any action taken; and
	<ol> <li>reassure employees and external parties that they will be protected from possible reprisals or victimisation for whistleblowing in good faith.</li> </ol>
	The policy is applicable to all employees and external parties who have business dealings with the Group.
	The scope of this policy covers possible improprieties listed below:-
	Commission of fraud, bribery and/or corruption;
	<ol> <li>Unauthorised use of Company's money, properties and/or facilities;</li> <li>Exposure of Company's properties, facilities and/or staff to the risks of safety and security;</li> </ol>
	<ul><li>4. Abuse of position;</li><li>5. Involvement in unlawful act;</li></ul>
	6. Failure to meet Professional Standards;

	<ul><li>7. Negligence/malpractice; and</li><li>8. Disclosure of Company's information without proper authorisation.</li></ul>
	The above list is not exhaustive and includes any act or omissions, which if proven, will constitute act of misconduct under MAHB Code of Ethics or any criminal offence under relevant legislations in force.
	The policy however, does not cover:  1. False concerns;  2. Defaming concerns;  3. Concerns with no basis or insufficient evidence; and  4. Malicious concerns.
	The identity of the whistleblower is kept confidential and protection is accorded to the whistleblower against any form of reprisal or retribution.
	The WIC will assess all information received and act in accordance with its terms of reference. Subsequently, the WIC will submit a report to the BAC at alternate BAC meeting.
	Complaints can be channeled online at www.malaysiaairports.com.my via the Whistleblowing Programme Reporting of Concern Form, or emailed to wic_secretariat@malaysiaairports.com.my, or by calling the hotline at 03-8777 7314 or 019-659 2263.
	During the year, a total of 17 concerns were received, which covered broad areas of concerns as mentioned above, and where appropriate, actions have been taken to address the concerns.
Explanation for : departure	
Large companies are re encouraged to complete t	equired to complete the columns below. Non-large companies are he columns below.
Measure :	
Timeframe :	
	<u> </u>

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

# Practice 4.1

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure		For the year under review, the Board composition was as follows:- 50% of INED 50% of NINED  The Board composition is subject to the provision in the Articles of Association of the Company.  Under Article 111 of Company's Constitution further states that the Special Shareholder shall have the right from time to time:-  (a) To appoint any person; or (b) To nominate any acting director (with the consent of the Director concerned) to be a Government Appointed Director so that there shall not be more than six (6) Government Appointed Directors at any time comprising: (i) The Chairman of the Board of Directors; (iii) One representative each from the Ministry of Finance and the Ministry of Transport; and (iv) Two other representative as may be determined.  During 2018, BNRC carried out a detailed review of director's independence. It concluded that each of the 5 Independent Non-Executive Directors (INEDs) were independent as at that time. INEDs are identified in our Annual Report and other communications with shareholders. The Board was satisfied that the 5 INEDs represent the interest of the minority shareholders by virtue of their roles and responsibilities. The Board will continuously monitor and review whether there are relationships or circumstances that are likely to affect (or could appear to affect) their independence.

The Board Charter provides that the Board should include a balance of Executive Directors and Non-Executive Directors (including INEDs) such that no individual or small group of individuals can dominate the Board's decision making. INEDs provide independent judgment, experience and objectivity without being subordinated to operational considerations. The views of the INEDs should carry significant weight in the Board's decision-making process. However, as of 1 April 2019 the Board Composition is as follows:-60% of INED 40% of NINED Hence, the Company has met the requirement to comprise majority independent directors. Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below. Measure As of April 2019, the Board comprised majority of independent directors. The Board will continuously engage with the Special Shareholder to ensure continuity of compliance. **Timeframe** Within three (3) years.

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

## Practice 4.2

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 justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.

	Not applicable – Step Up 4.3 adopted.
	quired to complete the columns below. Non-large companies are the columns below.
•••	
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Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

# Practice 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years.

Application	: Add	opted			
Explanation on adoption of the practice	Cha	arter. ne of	rd has adopted the 9-year poli the INEDs has served for mor as at 31 December 2018 is as	e than nine (9) years	
		No. Name of INED Date Appointed Length of Service			
		1	Datuk Seri Yam Kong Choy	1 December, 2013	>5 years
		2	Datuk Zalekha Hassan	1 January, 2014	5 years
		3	Rosli Abdullah	1 January, 2014	5 years
		4	Dato' Ir Haji Mohamad Husin	15 August, 2016	> 2 year
		5	Datuk Azailiza Mohd Ahad	8 November, 2016	> 2 year

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

# Practice 4.4

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.

Application	Applied			
Explanation on application of the practice	determin and con candidat	The nomination and appointment of Directors is a vital process as it determines the Board composition and quality of the Board's capacity and competency. The BNRC is entrusted by the Board to review candidates for the appointment to the Board and determine clear criteria for the selection and appointment of new Directors.		
		IRC, in making its recommendation hips, will consider the candidate's:-	on candidates for	
	2. Prof 3. Inte 4. Con 5. In the also resp The BNF responsi matters i	<ol> <li>Professionalism;</li> <li>Integrity;</li> <li>Commitment, contribution and performance; and</li> </ol>		
	No	Skills	No of Directors	
	1	Leadership	9	
	2	Strategy	7	
	3	Management/Business	8	
	4	New Technologies/Digitalisation	1	
	5	Economics/Investment	5	
	6	Finance/Banking	4	
	7	Accounting/Auditing	2	
	8	Engineering	3	
	9	Sustainability Skills – Social & Environmental	2	
	10	Governance/Integrity	5	
	11	Procurement	7	
	12	Property Investment & Management	4	
	13	Regulatory	2	

	14	14 Government Relations/Public Service	
	15	Marketing/Sales/Retail/Commercial	3
	16	Legal	1
	17	Diplomacy/International Relations	4
	18	Human Capital Management	6
	19	Reorganisation, Mergers & Acquisition	2
	20	Land/Town Planning	1
	21	Construction	4
	22	International/Multinational	4
	23	IT Strategy & Governance/ICT	2
	24	Project Management	6
	25	Negotiation	8
	26	Airport/Aviation	3
	27	Entrepreneur	3
	28	Safety/Security	1
	29	Infrastructure Management	3
	30	Operational Excellence/Process Improvement	2
Explanation for : departure			
Large companies are req encouraged to complete th		complete the columns below. Non-larns below.	ge companies are
Measure :			
Timeframe :			

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

# Practice 4.5

The board discloses in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.

Application :	Applied	
Explanation on application of the practice	The Board has always been supportive of the 30% Women Directors and is currently, represented by six (6) women directors who make up 50% of the total board composition. In 2018, the composition of women directors has achieved 40% for a period of ten (10) months.	
	The Board will have regard to gender but diversity is also based on other merits and considerations such as ethnic background, expertise, international and regional exposures and industry experts. In achieving the intended outcome, the current Board composition consists of members from various disciplines e.g. legal, engineering, finance, procurement, government sector and multinational experience and etc. In addition, gender, ethnic background and other merits will contribute to robust deliberation thus ensuring that its decisions are made in the best interest of the Company and at the same time balancing various stakeholders' interests.	
Explanation for : departure		
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.	
Measure :		
Timeframe :	Others	

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

## Practice 4.6

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.

Application :	Applied
Explanation on : application of the practice	The Board leverages on the network, shareholders' recommendation and industry database to source for potential candidates for appointment of INEDs to the Board.  There was no new appointment of INEDs on the Board in 2018. However, the Board will consider sourcing new directors via different directors' recruitment agencies.
Explanation for : departure	
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.
Measure :	
Timeframe :	

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

# Practice 4.7

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

Application	: Departure
Explanation on application of the practice	
Explanation for departure	For the year under review, the BNRC was chaired by Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail who was a Non-Independent Non-Executive Director. The appointment of Y.A.M Tan Sri Dato' Seri Syed Anwar Jamalullail as Chairman of BNRC is based on his exemplary leadership, experience and commitment to lead the Board's succession planning. In addition, his involvement is instrumental in driving the transformation of Human Capital as the most important element to support the Company's growth. It would be advantageous for the Chairman of the Company to lead the Committee to enable the acceleration of the transformation of Human Capital. The Board is of the view that the utmost important consideration in the leadership of the BNRC is the quality and valuable experience of the candidate who will chair the committee. Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail had stepped down as the Chairman of BNRC on 17 January 2019 pursuant to his stepping down as the Chairman of MAHB.
	The Board ensures that the composition of BNRC consists majority INEDs. The quorum for the BNRC shall be at least two members, of which one should be an Independent Director. Such composition will allow for robust discussions and constructive assessment of matters presented to BNRC.  The BNRC maintains its independence and objectivity in discharging its responsibility of overseeing Directors, Senior Management and specific matters relating to Human Resource issues and employees.  From 30 January 2019, the BNRC is chaired by Y. Bhg. Datuk Azailiza Mohd Ahad, an Independent Non-Executive Director.

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		shg. Datuk Azailiza Mohd Ahad, an rector to chair the BNRC with effect
Timeframe :	Complied in 2019	

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

## Practice 5.1

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 and its outcome.

For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

Application	:	Applied
Explanation on application of the practice		In 2018, the Board had appointed an independent consultant, namely Aon Hewitt Malaysia Sdn Bhd to provide independent advice in the evaluation of the Board's effectiveness. An Evaluation Questionnaire was developed to evaluate the Board, Board Committee and individual Directors which covers the following areas:-  1. Board composition; 2. Board role and functioning; 3. Information management; 4. Corporate social responsibility; 5. Monitoring company's performance; 6. Board Committee effectiveness — General evaluation of committees; 7. Board priorities; 8. CEO performance evaluation and succession planning; 9. Director development and management; 10. Risk management; 11. Board committee evaluation; and 12. Director self/peer evaluation.  The strength and weaknesses identified from the evaluation was presented to BNRC for recommendation to the Board. The Board had further deliberated the findings of the BPE and views of each Board member, of which the findings are used as a yardstick to measure the Board's effectiveness.  This forms the basis to formulate a Board Performance
		Improvement Plan (BPI) for the following year. Based on the results of the BPE for year 2018, the BPI identified by the Board mainly focuses on the right team, capabilities, processes and culture. This will be monitored by the Board on a quarterly basis to determine the progress of the action plans developed by the Management.

Explanation for : departure		
Large companies are red encouraged to complete t	•	below. Non-large companies are
Measure :		
Timeframe :		

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 6.1**

The board has in place 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 policies and procedures are periodically reviewed and made available on the company's website.

Application :	Applied	
Explanation on application of the practice	The Board remuneration structure is reviewed by benchmarking the Chairman's and the Directors' remuneration against peer companies, locally and regionally. The Board hopes that the alignment of the remuneration package offered to the NEDs of the Company will continue to attract and retain Directors of such calibre to provide the necessary skills and experiences required for the effective management and operations of the Group.  The Group Chief Executive Officer/Managing Director's remuneration comprises basic salary and other customary benefits which reflect his performance for the year, whilst the NEDs' remuneration package, comprises directors' fees and emoluments as well as benefits-in-kind, which reflect the individual's roles and responsibilities. The calibre of the NEDs serving the Company is essential in upholding the standards of Corporate Governance.  The terms relating to the Directors' remuneration are provided in	
	the Board Charter has been made available on the company's website.	
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		

Timeframe :	

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 6.2

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established Board Nomination & Remuneration Committee (BNRC) to review and recommend matters relating to the remuneration of Board and Senior Management.	
		A copy of the BNRC's Terms of Reference (TOR) is available on the Group's website. The said TOR includes requiring BNRC to review the following and recommend to the Board for approval:	
		To review and recommend to the Board the Directors' fees, allowances and other fringe benefits to be accorded to the Directors in accordance with the contribution and level of responsibilities undertaken by the Board of Directors.	
		<ul> <li>To review and recommend to the Board the remuneration structure and policy for Managing Director, Advisor and Company Secretary (including the terms of employment or contract of employment/service, benefits, pension or incentive scheme entitlement, bonuses, fees and expenses and any compensation payable on the termination of the service contract by the Company and/or Group and to review for changes to the policy, as necessary.</li> </ul>	
		<ul> <li>To ensure that a strong link is maintained between the level of remuneration and individual performance against the performance of the Group and the achievement of the organization targets; the performance-related elements of remuneration setting forms a significant proportion of the total remuneration package of the Managing Director.</li> </ul>	
		<ul> <li>To review and recommend Managing Director's goals and objectives and to assess his/her performance against these objectives as well as contribution to the corporate strategy.</li> </ul>	

	<ul> <li>To establish and approve the remuneration structure and policy for Senior Management (including the terms of employment or contract of employment/service, benefits, pension or incentive scheme entitlement; bonuses, fees and expenses and any compensation payable on the termination of the service contract by the Company and/or Group and to review for changes to the policy, as necessary.</li> </ul>	
	<ul> <li>To review and approve Senior Management's goals and objectives and to assess their performance against these objectives as well as contribution to the corporate strategy.</li> </ul>	
	<ul> <li>To establish and approve the scheme of service for Senior Management.</li> </ul>	
	<ul> <li>To review and approve the general remuneration policies and practices for Senior Management.</li> </ul>	
	To establish suitable short and long term policies of having performance-related incentive schemes for Senior Management, where appropriate.	
Explanation for : departure		
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.	
Measure :		
Timeframe :		

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 7.1

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

Application :	Applied
Explanation on application of the practice	The detailed disclosure on named basis for the remuneration of individual director is in the Company's Annual Report. The remuneration breakdown of individual director includes fees, salary, bonus, benefits in-kind and other emoluments.
Explanation for : departure	
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.
Measure :	
Timeframe :	

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 7.2

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	Ī	The disclosure on Senior Management remuneration package is stated in the bands of RM50,000 on unnamed basis. The Company places great importance on retention of talented employees.
		The Company believes that the future success of the Company is dependent on its ability to attract, motivate and retain the right talented employees. Among the various programmes to support this ambition is a competitive remuneration policy.
		The Company strives to maintain talented employees to ensure that the objectives of the Company are met. The Company opts not to disclose the remuneration of Senior Management to avoid negative implications such as:-
		<ul><li>(i) Disclosures may lead to pay inflation as employees may benchmark and compare amongst themselves;</li><li>(ii) Attempt by competing companies to lure high performing employees;</li></ul>
		<ul> <li>(iii) Dissatisfaction among employees resulting from differences of remuneration packages among the executives;</li> <li>(iv) Invasion of privacy and may expose named officers to extortion attempts and other criminal acts; and</li> <li>(v) Discourage employees from taking up the position due to disclosure of personal data.</li> </ul>
		In achieving the intended outcome, the Senior Management's remuneration package is subject to review and approval by the Board Nomination & Remuneration Committee. To ensure competitiveness in offerings, the packages are reviewed from time to time.

	The Senior Managements' performances are evaluated on a yearly basis. At the beginning of each year, the corporate level of the Key Performance Indicators (KPIs) are set by the Board and cascaded to the Senior Management. The Senior Managements' performances are then reviewed in the middle of the year and at the beginning of the following year.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	The disclosure on Senior Management's remuneration packages (excluding the former Managing Director) is stated within the range of RM50,000 to RM80,000 per month on unnamed basis in the Annual Report.	
Timeframe		The Board will review on the appropriateness and necessity of adopting this practice from time to time.

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 7.3 - 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	•	

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 8.1 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 Board Audit Committee, Encik Rosli bin Abdullah, Independent Non-Executive Director is not the Chairman of the Board.
Explanation for : departure	
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.
Measure :	
Timeframe :	

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 8.2

The Audit Committee has a policy that requires a former key audit partner to observe a coolingoff period of at least two years before being appointed as a member of the Audit Committee.

Application :	Applied
Explanation on : application of the practice	Currently, none of the members of the Board were former key audit partners within the cooling-off period of two (2) years. Hence, there is no such person being appointed as a member of the Audit Committee.  On 1 Mac 2018, such policy has been formalised by incorporating it in the Board Audit Committee (BAC)'s Terms of Reference (TOR).
Explanation for : departure	
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.
Measure :	
Timeframe :	

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 8.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

Application	:	Applied
Explanation on application of the practice	:	MAHB Group's transparent and professional relationship with the External Auditors is primarily maintained through the Board Audit Committee (BAC). The key features underlying the BAC's relationship with the External Auditors are as detailed in the Report on the BAC of the Annual Report. The terms of engagement of the Company's external auditors are reviewed by the BAC prior to submission to the Board for approval.
		The BAC works closely with the Management in assessing the suitability and independence of the External Auditors and has obtained confirmation from the External Auditors that they are and have been, independent throughout the conduct of the audit engagement.
		In order to ensure full disclosure of matters, Messrs. Ernst & Young (EY) are regularly invited to attend the Committee's meetings as well as the AGM. For the financial year under review, two (2) private sessions between BAC and the External Auditors in the absence of Managing Director and the Management were held, to discuss the adequacy of controls and any judgmental areas for greater exchange of views and opinions between both parties in relation to Financial Reporting.
		In February 2019, EY in its presentation of External Auditors' report to the BAC provided a written assurance that they had been independent throughout the audit engagement in accordance with the terms of all relevant professional and regulatory requirements in respect of the audited financial statements of the Group for the financial year 2018.
		In order to ensure that the External Auditors' independence and objectivity are not compromised by the provision of non-audit services, BAC's practice is to exclude them from providing services on merger and acquisition exercise, due diligence, management, strategic and IT consultancy, and other non-audit and non-tax-related services, unless the services offered by the

	External Auditors are more efforthey are the expert in the field a	ective or competitively priced, and against other providers.
Explanation for : departure		
Large companies are re encouraged to complete	•	s below. Non-large companies are
Measure :		
Timeframe :		

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 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice	

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 8.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate 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 Chairman of the BAC is a member of the Malaysian Institute of Accountants.  All members of the BAC are financially literate and have sufficient understanding of the Company's business.  For the financial year under review, the performance and effectiveness of the BAC has been evaluated by the Board Nomination and Remuneration Committee. Having reviewed the BAC's performance, the Board is satisfied that the BAC members had discharged their functions, duties and responsibilities in accordance with the terms of reference of the BAC.  All member of the BAC have attended the courses/trainings relating to accounting & audit as attached in Appendix 2.
Explanation for : departure	
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.
Measure	
Timeframe	

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

Application :	Applied
Explanation on application of the practice	The Board has implemented a risk management and internal control system that is integrated with the Group's corporate culture and decision-making process, as this is to safeguard its shareholders' investment, Group's assets and stakeholders' interests.  The Board Risk Management Committee (BRMC) and Board Audit Committee (BAC) are in place to promote governance, transparency and accountability towards the establishment of an appropriate control environment in Malaysia Airports, and review its adequacy and integrity on a periodic basis to ensure its effectiveness.  The implementation and execution of the risk management and internal control system are therefore cascaded to the Management. With the establishment of the Corporate Risk
	Management Committee (CRMC) and Internal Audit Management Committee (IAMC), these key committees are responsible to manage agreed risk treatments and monitor risk controls directed by the respective Board Committees to provide a sustainable business environment in Malaysia Airports.
	The Statement on Risk Management and Internal Controls (SORMIC) which provides an overview of the state of internal controls within the Company is set out in the Company's Annual Report 2018.
Explanation for : departure	

Large companies are re encouraged to complete	•	s below. Non-large companies are
Measure :		
Timeframe :		

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 9.2

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

Explanation on application of the practice  The Board via Board Risk Management Committee (BRMC) oversees the risk management matters of the Group.  In relation to the risk management process, the Group's risk management and internal control system is operating adequately and effectively as at 31 December 2018.  In implementing the risk management framework, Malaysia Airports follows the Three-lines of Defence Model as follows:  1. 1st Line of Defence: Business Operations  - Implement risk and internal control measures  2. 2nd Line of Defence: Oversight Functions  - Strategic management  - Policy & procedures setting  - Functional oversight  3. 3rd Line of Defence: Independent Assurance  - Independent challenge and assurance  The Board has disclosed the key features of its risk management and internal controls system as well as its adequacy and effectiveness as stated in the Statement on Risk Management and Internal Control published in the Annual Report 2018.  Explanation for departure	Application	: Applied
	on application of the	oversees the risk management matters of the Group.  In relation to the risk management process, the Group's risk management and internal control system is operating adequately and effectively as at 31 December 2018.  In implementing the risk management framework, Malaysia Airports follows the Three-lines of Defence Model as follows:  1. 1st Line of Defence: Business Operations - Implement risk and internal control measures 2. 2nd Line of Defence: Oversight Functions - Strategic management - Policy & procedures setting - Functional oversight 3. 3rd Line of Defence: Independent Assurance - Independent challenge and assurance  The Board has disclosed the key features of its risk management and internal controls system as well as its adequacy and effectiveness as stated in the Statement on Risk Management and
	_	

encouraged to complete the columns below.

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Measure		
Timeframe	:	

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 9.3 - 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	:	BRMC comprises of majority independent directors, with three (3) independent directors out of five (5) committee members.

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

#### Practice 10.1

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 Internal Audit function of the Group is independent of operations and endeavours to provide independent, objective assurance and consulting services to add value and improve MAHB's operations. IAD assists MAHB accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management and internal control processes.
	IAD uses a risk-based approach to determine the priorities of the internal audit activities, consistent with the strategies of the Group (i.e. Runway to Success 2020). The annual audit plan is reviewed periodically to cater for changes in the risk exposure and operating environment. An Audit Management System is used to enhance the effectiveness and efficiency of the audit process. Audit engagements are guided by the Committee of Sponsoring Organisations (COSO) and Control Objectives for Information and Related Technologies (COBIT) framework in ensuring IAD conforms to the Standards and deliver value-added services.
	The IAD audit universe includes functions of governance, risk management and review of controls in the areas of, but not limited to corporate functions, governance & compliance, information systems, airports (operations, engineering, revenue management, safety and security) and other Subsidiaries business in aviation services, airport commercial & retail, facilities & infrastructure management, hospitality management, airport consultancy, plantation and Aeropolis.
	On periodic basis, IAD presented to the BAC the updates on its activities comprising key highlights of areas reviewed, follow-up of the outstanding issues, progress of the 2018 Annual Audit Plan and ad hoc assignments. The Internal Audit function of subsidiaries in Turkey; ISG and LGM reports to the General Manager IAD of Malaysia Airports, and related updates on activities were presented to the Audit & Risk Committee of Istanbul Sabiha Gokcen International Airport and LGM Airport Operations Trade and Tourism Inc.

	The Terms of Reference of the the roles of the Board Audit Co	e Board Audit Committee sets out ommittee.
Explanation for : departure		
Large companies are re encouraged to complete	•	s below. Non-large companies are
Measure :		
Timeframe :		

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

#### Practice 10.2

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	All Internal Audit Division (IAD) staff are required to disclose a relationship or Conflict of Interest to safeguard against impairme of objectivity and independence.	
	As at 31 December 2018, IAD had a total of 20 auditors, made from diverse backgrounds – Accounting/ Finance/ Business (1). Information Technology (4); Engineering (3); Operations (1).	
	For the year under review, the General Manager of Internal Auwas Puan Nasrein Fazal Sultan who holds a Bachelor Accounting (Hons) from Universiti Kebangsaan Malaysia. She is Chartered Accountant (CA) registered with the Malaysian Institute of Accountants (MIA), and a Chartered Member of the Institute Internal Auditors Malaysia (CMIIA). In 2013, she obtained Certification in Risk Management Assurance (CRMA) from Institute of Internal Auditors Incorporated. She was appointed the position in July 2005.	of s a ute e of the the
	Puan Ainon Mahat was appointed as Acting General Manager Internal Audit on 1 January 2019 in place of Puan Nasrein Fa Sultan. She is a Certified Internal Auditor (CIA) and registered Chartered Member of The Institute of Internal Auditors. She ho an Executive MBA with a concentration in Airport Management a received the distinguished Vice Chancellor Award upon I graduation from Universiti Teknologi Mara (UiTM). She also ho a Bachelor of Science in Business Administration majoring Computer Business Information Systems from University Arkansas, Fayetteville USA, a Graduate Diploma in Busine Administration (Airport Management) from National University Singapore and attended Executive Navigators Program INSEAD, Singapore.	as and her of ess
	Audit engagements are guided by the Committee of Sponsori Organisations (COSO) and Control Objectives for Information a Related Technologies (COBIT) framework in ensuring I/C conforms to the Standards and deliver value-added services.	nd

Explanation for : departure	External quality assessment by a qualified independent reviewer is conducted every five years since year 2008 to ensure that audit work performed by the Internal Auditors is in line with The Institute of Internal Auditors standards. Based on the external quality assessment conducted by The IIA Malaysia in 2018, the IAD has fulfilled the key objectives in accordance with The IIA's International Standards for the Professional Practice of Internal Auditing, with the rating of 'Generally Conform'.
Large companies are req encouraged to complete to	quired to complete the columns below. Non-large companies are he columns below.
Measure :	
Timeframe :	

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 11.1

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

Application :	Applied
Explanation on application of the practice	Disciplined measurement of our performance is an important aspect of our strategy to achieve long-term success. Recognising that we are accountable to our stakeholders, the reporting of financial and nonfinancial results in a transparent fashion is critical. A number of formal communication channels are used to account to shareholders for the performance of the Group. These include the Annual Report and press releases/announcements.  Shareholders may raise enquiries to the Board by contacting the Company's Investor Relations Division.  Our Investor Relations Policy enables the Company to communicate effectively with our shareholders, prospective investors, stakeholders and the public generally with the intention of giving them a clear picture of the Group's performance and operations. To maintain transparency and to effectively address any matters and concerns, the Company has a dedicated email-ir@malaysiaairports.com.my to which stakeholders can direct their queries.  The Company is committed to ensure that shareholders and the market are provided with full and timely information and that all stakeholders have equal opportunities to receive externally available information issued by Malaysia Airports.  The Company's practice is to release all price sensitive information to Bursa Malaysia in a timely manner as required under the Listing Requirements of Bursa Malaysia and to the market and community generally through Malaysia Airports' media releases, social media platforms (namely, Twitter, Facebook, Instagram and YouTube), corporate website and other appropriate channels. Each division in Malaysia Airports is required to inform the Company Secretary on any potential price sensitive information concerning Malaysia Airports as soon as this becomes known.

	The Company utilises its corporate website (www.malaysiaairports.com.my) and social media platforms as a means of providing information to its shareholders, stakeholders and the broader investment community. Malaysia Airports discloses information on the latest news and happenings through media releases, featured in a section called "News Centre" in the website and on its social media platforms. Employees will also be informed of any important news, to be issued via internal communications platform such as emails. In addition, Malaysia Airports has dedicated a section on its website to Malaysia Airports' investors where presentations, Annual Reports, quarterly reports, annual financial statements, announcements, share and financial information can be viewed.  The Company has also utilised information technology to broadly and effectively disseminate information with regard to the dates scheduled for release of its quarterly results. After the end of every quarter, the Company Secretary will announce these dates in advance via Bursa LINK.  The quarterly financial results are also announced via Bursa LINK immediately after the Board's approval between 12.30 p.m. and 1.30 p.m. on the same day and the analyst/media briefings are conducted for every quarterly financial results. This is important in ensuring equal and fair access to information is provided to the investing public, so that they are able to make informed decisions.  The details of engagement with major shareholder, major stakeholders, institutional shareholders and private shareholders are provided in the Corporate Governance Overview Statement published in the Annual Report 2018.
Explanation for : departure	
Large companies are red encouraged to complete t	quired to complete the columns below. Non-large companies are he columns below.
Measure :	
Timeframe :	

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 11.2

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

Application :	Departure			
Explanation on application of the practice				
Explanation for : departure	The Company is currently in the first year of journey towards full adoption of Integrated Reporting (IR) by producing the inaugural IR report on a partial adoption approach for the Annual Report for the financial year ended 31 December 2018.			
	In addition, the Company has adopted the IR reporting roadmap towards full IR adoption for the Annual Report for the financial year ending 31 December 2020.			
Large companies are re encouraged to complete	•	s below. Non-large companies are		
Measure :	The Company will adopt IR based on a globally recognised framework progressively.			
Timeframe :	: Within three (3) years  Adoption of IR is a journey and we be assessed from time to time.			

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

#### Practice 12.1

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

Application :	Applied		
Explanation on application of the practice	The Notice of AGM is circulated 28 days before the date of the meeting to enable shareholders to go through the Annual Report, fulfilling the 21-day requirement under the Companies Act 2016, Listing Requirements of Bursa Malaysia as well as the recommendation of MCCG 2017. The additional time given to shareholders allows them to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney.  In 2018, the Notice of AGM was dated 9 April 2018 for the AGM held on 8 May 2018 to ensure 28 days' notice to the shareholders.		
Explanation for : departure			
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.		
Measure :			
Timeframe :			

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

#### Practice 12.2

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

Application :	Applied		
Explanation on application of the practice	All Directors attended the 19 <sup>th</sup> AGM held on 8 May 2018.  The Directors, Managing Director, Management and external auditors were in attendance to respond to the shareholders' queries. Chief Financial Officer also shared with the shareholders present the Company's responses to questions submitted in advance of the AGM by the Minority Shareholder Watchdog Group.  The Chairmen of the Audit, Nomination & Remuneration and Risk Management Committees were present on stage to provide response if there were any questions addressed to them.  During the AGM, the Chairman invited members to raise any questions and seek clarifications on the proposals tabled. Appropriate answers and clarification were provided by the Board members, Committee Chairmen and Senior Management to allow the members to make informed voting decisions at the meeting.		
Explanation for : departure			
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure :			
Timeframe :			

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

#### Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate—

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

Application :	Departure					
Explanation on : application of the practice						
Explanation for : departure	MAHB has adopted poll voting via electronic voting (e-voting) during 19th AGM held on 8 May 2018.					
	The 19 <sup>th</sup> AGM was held at Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor I Ehsan. MAHB had provided the alternative ways to reach location in its Administrative Guide attached to Notice of AG					
	The voting at the 19th AGM was conducted on a poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. MAHB had appointed Securities Services (Holding) Sdn. Bhd. as Poll Administrator to conduct the polling process, and Commercial Quest Sdn. Bhd. as Scrutineers to verify the poll results.					
	The Company will explore the necessities to facilitate voting absentia and remote participation by shareholders.					
	Shareholders are allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in his stead at a general meeting.					
Large companies are re encouraged to complete	equired to complete the columns below. Non-large companies are the columns below.					
Measure :	The Company aims to leverage on technology to facilitate voting in absentia and remote shareholders' participation at general meetings, which can only be implemented after appropriate infrastructure and system is put in place.					

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tructure and system are puce and ready.	t

# 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.

Not applicable.			

### Trainings Attended by Directors as at 31 December 2018

Name of Director	Conference / Training Programmes Attended	Category
Y.A.M Tan Sri Dato' Seri Syed Anwar Jamalullail	ACI 10th Annual Airport Economics & Finance Conference & Exhibition	Airport / Aviation
	Cyber Security Awareness	IT Strategy &     Governance / ICT
	Khazanah Megatrends Forum 2018	Management /     Business
	Training on Malaysia Code of Corporate Governance	Governance / Integrity
	Overview on Social Media – Crisis and Issue Management	New Technologies     / Digitalisation
	Overview on Foods Business Unit	Marketing / Sales / Retail / Commercial
	Overview on Creating Shared Value	Management /     Business
	Overview on Group Human Resource	Human Capital     Management
	Overview on the Nestlé Distribution Center	Operational     Excellence /     Process     Improvement
	Overview on the Nestlé's Japan Business landscape	International /     Multinational
	Overview on GOOGLE Japan	International /     Maltinational
Y. Bhg. Datuk Khairul Adib bin Abd Rahman	The Mandatory Accreditation Programme (MAP)	Regulatory
Tallillall	Cyber Security Awareness	IT Strategy &     Governance / ICT

Name of Director	Conference / Training Programmes Attended	Category
	Global Airport Development World (GAD) 2018	Airport / Aviation
Y. Bhg. Dato' Mohd Izani bin Ghani	Anti-Money Laundering & Counter Financing of Terrorism Training for BoDs', Shariah Committee & MANCO Invest Malaysia 2018	Regulatory
	Adoption of Malaysian Financial Reporting Standards(MFRS) for MAHB Group and its subsidiaries	Accounting /     Auditing
	Cyber Security Awareness	IT Strategy &     Governance / ICT
	International Forum of Sovereign Wealth Funds (IFSWF) 2018 Conference	International /     Multinational
	Khazanah Megatrends Forum 2018	Management /     Business
	Cyber Security, Risk and Controls	IT Strategy &     Governance / ICT
	Global Airport Development World (GAD) 2018	Airport / Aviation
Puan Hajah Jamilah binti Dato' Hashim	7th Annual National Procurement Conference 2018 - What's New in Procurement Governance?	Procurement
	The Malaysian Anti-Corruption Commission Amendment Act 2018 ("MACCA 2018")	Regulatory
	ProcureCon Asia 2018 - Transforming Procurement. Together	Procurement
	Cyber Security Awareness	IT Strategy &     Governance / ICT
	Khazanah Megatrends Forum 2018	Management /     Business
	ACI Asia-Pacific Small & Emerging Airports Seminar 2018	Airport / Aviation
	CAPA World Aviation Outlook     Summit	Airport / Aviation

Name of Director	Conference / Training Programmes Attended	Category
Y. Bhg. Datuk Seri Michael Yam Kong Choy	Developing the Right Product and Positioning to Drive Innovative Marketing and Branding	Marketing/ Sales/ Retail/ Commercial
	Digital Transformation Throughout the Property Lifecycle.	Property     Investment &     Management
	<ul> <li>Cainiao Global Smart Logistics Summit</li> </ul>	International /     Multinational
	<ul> <li>Future Forward Forum 2018</li> </ul>	Strategy
	Credit Risk Management Banking Sector	Finance / Banking
	Islamic Finance for Board of	Finance / Banking
	<ul> <li>Directors' Programme</li> <li>Annual Property Developers Conference (CEO Series 2018)</li> </ul>	Property     Investment &     Management
	Open Dialogue with the Minister of Housing & Local Government	Land / Town     Planning
	Khazanah Megatrends Forum 2018	Management /     Business
	WECP (World Energy Cities Partnership) Collaborative Actions Through Using Best Practices of Smart Sustainable Cities towards a Vibrant Green Economy & Industry	Sustainability Skills     Social &     Environmental
	<ul><li>4.0 in Cities</li><li>ACI Airport Exchange Conference 2018</li></ul>	Airport / Aviation
Y. Bhg. Datuk Zalekha binti Hassan	7th Annual National Procurement Conference 2018 - What's New in Procurement Governance?	Procurement
	ProcureCon Asia 2018 - Transforming Procurement. Together	Procurement
	Financial Reporting by Listed Issuers	Accounting /     Auditing

Name of Director	Conference / Training Programmes Attended	Category
	Cyber Security Awareness	IT Strategy &     Governance / ICT
	Khazanah Megatrends Forum 2018	Management /     Business
	ACI Asia-Pacific Small & Emerging Airports Seminar 2018	Airport / Aviation
	Anti-Corruption Summit 2018 " Good Governance and Integrity for Sustainable Business Growth"	Governance / Integrity
	Building an Enterprise Risk Management (ERM) Framework	Risk Management
	CAPA World Aviation Outlook Summit	Airport / Aviation
	Digital Transformation Program	IT Strategy &     Governance / ICT
Encik Rosli bin Abdullah	7th Annual National Procurement Conference 2018 - What's New in Procurement Governance?	Procurement
	MFRS/IFRS Technical Updates 2018	Accounting /     Auditing
	Adoption of Malaysian Financial Reporting Standards(MFRS) for MAHB Group and its subsidiaries	Accounting /     Auditing
	Governance for the Audit Committee     Members	Governance / Integrity
	Financial Reporting by Listed Issuers	Accounting /     Auditing
	Cryptocurrency & Money Laundering Activities	Regulatory
	Khazanah Megatrends Forum 2018	Management /     Business
	MIA Conference 2018	Accounting /     Auditing
	ACI Asia-Pacific Small & Emerging Airports Seminar 2018	Airport / Aviation

Name of Divertor	Conference / Training Programmes	
Name of Director	Attended	Category
	World Congress of Accountants 2018	Accounting /     Auditing
	Cyber Security, Risk and Controls	IT Strategy &     Governance / ICT
Y. Bhg. Dato' Ir. Mohamad bin Husin	• 7th Annual National Procurement Conference 2018 - What's New in Procurement Governance?	Procurement
	<ul> <li>Adoption of Malaysian Financial Reporting Standards(MFRS) for MAHB Group and its subsidiaries</li> </ul>	Accounting /     Auditing
	Audit, Internal Control and Fraud Detection Seminar 2018	Accounting /     Auditing
	Governance for the Audit Committee Members	Governance / Integrity
	ProcureCon Asia 2018 - Transforming Procurement. Together	Procurement
	Financial Reporting by Listed Issuers	Accounting / Audit
	Cyber Security Awareness	IT Strategy &     Governance / ICT
	Khazanah Megatrends Forum 2018	Management /     Business
	ACI Asia-Pacific Small & Emerging Airports Seminar 2018	Airport / Aviation
	Cyber Security, Risk and Controls	IT Strategy &     Governance / ICT
	ACI Airport Exchange Conference 2018	Airport / Aviation
Y. Bhg. Datuk Azailiza binti Mohd Ahad	Women on Board - values, Challenges and Managing process	Leadership
	<ul> <li>Adoption of Malaysian Financial Reporting Standards(MFRS) for MAHB Group and its subsidiaries</li> </ul>	Accounting /     Auditing
	Audit, Internal Control and Fraud Detection Seminar 2018	Accounting /     Auditing

Name of Director	Conference / Training Programmes Attended	Category
	Governance for the Audit Committee     Members	Governance / Integrity
	Cyber Security Awareness	IT Strategy &     Governance / ICT
	ACI Asia-Pacific Small & Emerging Airports Seminar 2018	Airport / Aviation
	Practical Accounting Principles and Practices Series (Advanced Level)	Accounting /     Auditing
	Cyber Security, Risk and Controls	IT Strategy &     Governance / ICT
	CAPA World Aviation Outlook Summit	Airport
Y. Bhg. Datuk Siti Zauyah Md Desa	World Class Digital Transformation & Innovation Conference 2018	New Technologies     / Digitalisation
	KWAP Inspire: Environmental Conference 2018	Sustainability Skills     Social &     Environmental
	Khazanah Megatrends Forum 2018	Management /     Business
	ACI Airport Exchange Conference 2018	Airport / Aviation

## Trainings Attended by Board Audit Committee Directors as at 31 December 2018

Name of Director	Conference / Training Programmes Attended	Category
Y. Bhg. Dato' Mohd Izani bin Ghani	<ul> <li>Adoption of Malaysian Financial Reporting Standards(MFRS) for MAHB Group and its subsidiaries</li> </ul>	Accounting /     Auditing
Encik Rosli bin Abdullah	MFRS/IFRS Technical Updates 2018	Accounting /     Auditing
	<ul> <li>Adoption of Malaysian Financial Reporting Standards(MFRS) for MAHB Group and its subsidiaries</li> </ul>	Accounting     /Auditing
	Financial Reporting by Listed Issuers	Accounting
	MIA Conference 2018	Accounting /     Auditing
	World Congress of Accountants 2018	Accounting
Y. Bhg. Dato' Ir. Mohamad bin Husin	<ul> <li>Adoption of Malaysian Financial Reporting Standards(MFRS) for MAHB Group and its subsidiaries</li> </ul>	Accounting /     Auditing
	Audit, Internal Control and Fraud Detection Seminar 2018	Accounting /Audit
	Financial Reporting by Listed Issuers	Accounting /     Auditing
Y. Bhg. Datuk Azailiza binti Mohd Ahad	<ul> <li>Adoption of Malaysian Financial Reporting Standards(MFRS) for MAHB Group and its subsidiaries</li> </ul>	Accounting /     Auditing
	<ul> <li>Audit, Internal Control and Fraud Detection Seminar 2018</li> </ul>	Accounting /     Audit
	Practical Accounting Principles and Practices Series (Advanced Level)	Accounting /     Auditing