

CORPORATE GOVERNANCE OVERVIEW STATEMENT

ARMB, being the management company of Axis-REIT, is pleased to present this Corporate Governance Overview Statement, which has been approved by the Board, and which provides insights into the best practices adopted by the Manager in managing Axis-REIT.

The Manager recognises that an effective corporate governance culture is critical to its performance and consequently the success and sustainability of Axis-REIT. The Manager is committed to high standards of corporate governance and has adopted a comprehensive corporate governance framework that meets best practice principles.

The following sections describe the corporate governance framework, practices and policies, adopted by the Manager, based on the status of Axis-REIT as a large company, by the definition of the Malaysian Code on Corporate Governance that came into effect on 26 April 2017 ("MCCG"). The framework, practices and policies are substantially in accordance with the MCCG.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

The Manager of Axis-REIT and the Board of Directors

ARMB is the appointed Manager of Axis-REIT in accordance with the terms of the trust deed constituting Axis-REIT ("Deed"). Pursuant to the Deed, the Manager has the duty to act honestly, with due care and diligence, and in the best interest of the Unitholders of Axis-REIT.

The Manager, being licensed under the Capital Markets and Services Act, 2007, is also required to observe and meet the minimum standards of conduct in the capital market as regulated by the SC.

The Manager has the general power over the assets of the Fund. The Manager's main responsibility is to manage the assets and liabilities of Axis-REIT for the benefit of the Unitholders of Axis-REIT. The primary role of the Manager, as led by the Board, is to set the strategic direction of the Fund and make recommendations to the Trustee of Axis-REIT on acquisitions, divestments, enhancements and developments that are in line with the agreed strategy. The Manager is also responsible for business planning, capital management and risk management of the Fund.

The overview of the Board's responsibilities in carrying out the duties of the Manager in accordance with the Deed, is presented in the following diagram:



Sustainability Governance Structure

Good ESG management requires strong leadership to ensure that our business vision is integrated into everyday operations and decisions. The Board, alongside the CEO and heads of departments ("HODs"), is also responsible for company-wide sustainability management as it instils trust and confidence in our stakeholders.

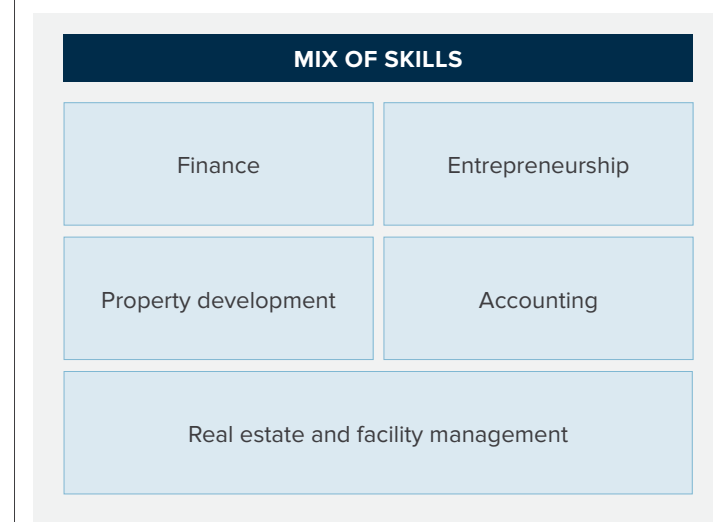


Board Composition

As at 31 December 2020, the Board of Directors comprised the following:



There was an addition to the number of alternate directors in FYE2020. Ms Maxine Teoh Sui Vern was appointed as an Alternate Director to Mr Stephen Tew Peng Hwee @ Teoh Peng Hwee on 1 July 2020. In view that an alternate director will not be aggregated to the number of Directors on the Board as prescribed by the Manager's Constitution, there is no change to the existing size of the Board in terms of the number of Directors being competent to vote.



The Board, with its mixture of Executive and Non-Executive Directors from diverse professional backgrounds, enables Management to tap their expertise and broad business experience when deliberating issues with the Board. The roles and responsibilities of the Board in discharging its fiduciary leadership functions are elaborated in the Board Charter, which can be accessed at Axis-REIT's corporate website, www.axis-reit.com.my.

Annual Assessment of Directors

The Board continued to engage a third-party consultant, Archer Consulting Group Sdn Bhd (“ACG”), to facilitate the independent assessment of the Board, Board Committees and each individual Director. ACG conducted these assessments from 28 September 2020 to 2 October 2020 through electronic conferencing with the Directors. Based on the assessment results and the evaluation by the Nomination Committee of the Board, the Board recommended no change to its composition.

Independent Directors made up one-third of the Board and this complies with the requirements prescribed under the SC’s Guidelines on Listed REITs. The Board considers the current composition to be satisfactory, and any proposed change to the composition will require a careful and in-depth review based on the size, requisite mix of skills and competencies of the Board.

Chairman of the Board and CEO

The positions of Chairman and CEO are held by separate persons in order to maintain an effective segregation of duties. This division of responsibilities is defined in the Board Charter and is summarised below:

CHAIRMAN OF THE BOARD
<ul style="list-style-type: none"> • Provides leadership to the Board in relation to all aspects of the Board’s roles and responsibilities • Ensures that members of the Board work together with Management in a constructive manner to address strategies, business operations, financial performance and risk management issues • Plays a role in the Manager’s external relationships with stakeholders
CEO
<ul style="list-style-type: none"> • Has full executive responsibilities over the execution of the agreed business policies and directions set by the Board, and over all operational decisions in managing Axis-REIT • Works closely with all the HODs through weekly cross-departmental meetings in reviewing matters relating to operational issues, capital management, investment proposals, leasing activities, facilities and project management

Strategic Planning and Target Setting

At the beginning of FYE2020, the Board reviewed and approved the budget of Axis-REIT, which provided the financial roadmap and targets for each department in executing the business plans of the Manager and Axis-REIT. The Manager remained guided by Axis-REIT’s 2021 Strategy Plan, which was approved by the Board in August 2016. This 2021 Strategy Plan consists of five pillars which focus on creating value for all stakeholders through building a sustainable business:



During FYE2020, the CEO and key Management Team assessed past performance, strategised for the year ahead and formulated the details of the business plan for 2021. More details on the Business Plan 2021 are set out in the Strategy – Business Plan 2021 section on pages 95 - 97.

Board Meetings and Procedures

The global COVID-19 pandemic has imposed many ‘new normals’, including the practice of social distancing. The Board met physically at its first quarterly meeting held in January 2020 and the subsequent three quarterly meetings were held virtually via Microsoft Teams, as physical meetings were restricted in order to observe social distancing.

At these quarterly meetings, the Board discharged its duties to review, discuss and approve the release of Axis-REIT’s quarterly and annual financial results. It also reviewed proposed acquisitions and disposals, corporate plans and the annual budget, capital management proposals, property reports, investor relations reports, as well as the performance of the Manager and Axis-REIT against the previously-approved budget, together with other proposals tabled by Management. The CEO led the business performance reporting at each Board meeting. The Chief Financial Officer, Head of Real Estate, Head of Investments and the Investments & Investor Relations Senior Manager, who are HODs of the Manager, also participated at the Board meetings to present their reports and to facilitate the review and deliberation of issues and matters presented to the Directors at such meetings. Via such conduct at Board meetings, the Board is able to oversee, assess and monitor Management’s performance in administering the business of the Manager and Axis-REIT.

Prior to each Board meeting, the Executive Committee of the Board would meet to review all reports and proposals from Management before a comprehensive executive committee report is compiled and presented to the Directors at Board meetings. Such executive committee reports contain financial and operational updates, as well as proposals and recommendations for the Board’s consideration, deliberation and decision.

All meeting dates are determined and fixed in advance so that all Directors are able to schedule and commit their time effectively. This is governed by the Board Charter, where expectations on time commitment are set.

Notices of meetings and their agendas are issued to all Directors no less than seven days in advance by the Company Secretary. The relevant meeting papers are compiled and distributed to all Directors as soon as practicable after the notices of meetings have been issued, within five business days prior to the date of meeting.

Access to Information and Advice

All members of the Board have access to all information in relation to the Manager and Axis-REIT at Board meetings, as well as through enquiries made via established channels. Emails are the most commonly used method to disseminate information to the Directors on a timely basis. The Board is also kept up-to-date via monthly financial updates circulated by the Finance Department of the Manager, and this enables the Board to monitor and assess the performance and prospects of the Fund. All Directors have access to the rules and regulations governing the Fund and the Manager, as well as other policies approved by the Board via the Company Secretary, who maintains such corporate documents. The Manager also has a panel of financiers and consultants who provide professional advice in the areas of financing, capital markets, legal, property valuation and engineering due diligence, from whom advice can be sought. By having access to expert advice, the Board is able to ensure its decision-making mechanism is effective and result-oriented.

Company Secretary and Head of Compliance

The Board is supported by a professionally-qualified and competent Company Secretary who is also the Head of Compliance of the Manager. She is responsible for ensuring that the Board, Board Committees and shareholder/unitholder meeting procedures, corporate policies and procedures, and applicable rules and regulations are adhered to. The Company Secretary organised all meetings for the Board and Board Committees and attended all such meetings held in FYE2020. Minutes of each meeting would then be prepared and circulated for approval by the respective Chairmen. The Company Secretary also kept the Board abreast of all relevant regulatory updates to laws and requirements at meetings, as well as via email.

The following are some of the important regulatory and legal updates briefed to the Board during FYE2020:

- Revised policy document on Anti-Money Laundering, Countering Financing of Terrorism and Targeted Financial Sanctions for Designated Non-Financial Businesses and Professions & Non-Bank Financial Institutions
- Disclosure guidance from Bursa Securities on COVID-19-related impacts and investments
- Temporary increase in gearing limits for REITs by the SC
- Guidelines on beneficial ownership reporting framework under the Companies Act, 2016

As the Head of Compliance of the Manager, the Company Secretary also assists the CEO in legal and corporate compliance matters by liaising and working closely with the appointed external solicitors and professional advisers.

New Policies implemented by the Board in FYE2020

On 20 May 2020, the Board reviewed, approved and adopted the following new policies:

- Anti-Bribery and Anti-Corruption Policy (“ABC Policy”)
- Business Continuity Planning

The ABC Policy was put in place to comply with the corporate liability provisions as contained under Section 17A of the Malaysian Anti-Corruption Act 2009 which came into effect on 1 June 2020.

The Manager organised in-house training on the application of the ABC Policy for the Management and staff as well as the Directors on 7 August 2020 and 21 October 2020 respectively, conducted by the legal solicitors, Messrs Rosli Dahlan Saravana Partnership.

The Business Continuity Planning, on the other hand, was prepared based on the Guiding Principles on Business Continuity issued by the SC. It was activated in early-2020 to address the risks caused by the COVID-19 outbreak and was subsequently formalised and adopted by the Board on 20 May 2020.

More details relating to the ABC Policy and Business Continuity Planning can be found in the Management of Sustainability Matters section of this Report.

Board Charter, Code of Conduct and Whistle-Blowing Policy

POLICIES Board Charter

SCOPE Provides a clear description of the responsibilities of the Board, its Directors and the Board Committees

REVIEW IN FYE2020 - Expanded the Board’s roles and responsibilities to include avoidance of all practices of bribery and corruption
 - Elaborated the Board’s authority (in relation to the schedule of matters reserved for the Board’s decision)

POLICIES Code of Conduct

SCOPE Outlines the rules of professional conduct, proper practices and ethical behaviour expected of the Manager and its personnel

REVIEW IN FYE2020 - Revised to be in line with the ABC Policy

POLICIES Whistle-Blowing Policy

SCOPE Facilitates the management of reports and claims filed in relation to possible improprieties in matters relating to financial reporting, compliance, misconduct and other malpractices

REVIEW IN FYE2020 - Revised to be in line with the ABC Policy

These policies can be accessed on Axis-REIT’s corporate website.

Board Remuneration and Remuneration Policy

As Axis-REIT is externally managed by ARMB, it has no employees, and the Directors sit on the Board of ARMB. The Manager, strategically led by the Board, ensures that it appoints experienced and well-qualified personnel to handle its day-to-day operations. All Directors and employees of the Manager are remunerated by the Manager and not by the Fund. The Manager is a privately-owned company.

Details of the Remuneration Committee, which is responsible for the determination of the remuneration policy framework of the Manager’s Directors, are set out in the Remuneration Committee section below.

In line with the Board’s remuneration policy, which is documented in the Board Charter of the Manager, the Remuneration Committee, at its meeting, reviews the annual remuneration proposals presented by the Executive Committee. The Chairman of the Remuneration Committee, who is an Independent Non-Executive Director, brings his experience and exposure to facilitate the review of the proposals presented by the Executive Committee. The Board perceives that the Chairman of the Remuneration Committee contributes to the independent element of the review process.

There was no change in the Board’s remuneration policy in FYE2020 and the Remuneration Committee carried out the same process of reviewing the remuneration packages of the CEO and other Directors. In reviewing the CEO’s remuneration, her leadership, performance and contributions to Axis-REIT were the key indicators assessed by the Remuneration Committee. Directors’ Fees are reviewed based on market factors. All proposals were then recommended to the Board for its final decision, and abstentions from voting by interested Directors were recorded by the Company Secretary.

All remuneration matters at senior management level are reviewed and determined by the Executive Committee and where required, on a case-to-case basis, the Board’s guidance and/or approval is sought.

A brief overview of the Directors’ remuneration (comprising salaries, other emoluments, fees, meeting allowances and benefits-in-kind) in respect of FYE2020 is presented below:

Range of Remuneration Per Annum	Executive Directors	Non-Executive Directors
RM50,000 - RM200,000	1	4
RM200,001 - RM400,000	-	1
RM400,001 - RM600,000	-	-
RM600,001 and above	1	-

Note: Details of Directors’ and senior management personnel’s individual remunerations are not disclosed as the Directors and senior management personnel are remunerated by the Manager, which is a privately-owned company. The Manager believes that the overview presented above is sufficient for public disclosure, and that the non-disclosure of individual remunerations is essential to protect the interests of the Manager and its officers.

Board Committees and their Roles

The Board delegates certain functions to the Board Committees to assist in discharging its duties. These delegated functions are as follows:

EXECUTIVE COMMITTEE

- Manages the business of the Manager and Axis-REIT in accordance with the vision and mission established and approved by the Board
- Oversees and monitors the day-to-day business activities of the Manager and Axis-REIT
- Oversees the internal talent and senior leadership/ key management team and its succession planning

AUDIT COMMITTEE

- Assists the Board in ensuring that a balanced and understandable assessment of Axis-REIT’s financial position and prospects is presented to the investing public
- Assists the Board in the areas of internal controls, risk management and governance processes of Axis-REIT and the Manager

REMUNERATION COMMITTEE

- Recommends to the Board the policy framework for the remuneration of the Executive and Non-Executive Directors of the Board, as well as key management officers (if any)
- Reviews the remuneration framework from time to time, to ensure that the Manager attracts and retains individuals of the highest calibre


NOMINATION COMMITTEE

- Ensures that the Manager recruits, retains and develops the best available executive and non-executive directors
- Reviews succession at Board level
- Assesses the Board’s structure, size and composition
- Evaluates the Directors’ mix of skills, expertise and level of competencies

The Board Committees are guided by their respective Terms of Reference. The Terms of Reference of the Audit Committee, Nomination Committee and Remuneration Committee are available for reference on Axis-REIT’s corporate website.

Audit Committee

The Audit Committee has the oversight duty to ensure that the financial reporting systems, internal controls and risk management systems of the Manager are robust.

 The Audit Committee Report, which contains a summary of activities carried out by the Committee during FYE2020, is set out as a separate section in this Report.

► **Remuneration Committee**

As the Directors of the Manager are remunerated by the Manager and not by the Fund, the Executive Committee of the Manager plays an important role in presenting proposals to the Remuneration Committee. In this regard, Dato' Abas Carl Gunnar Bin Abdullah and Mr Stephen Tew Peng Hwee @ Teoh Peng Hwee sit on the Remuneration Committee as members, and they have the task of representing the Executive Committee in presenting remuneration proposals for consideration by the Remuneration Committee, under the scrutiny of its Independent Chairman.


The Board had determined the composition of the Remuneration Committee to be as described above, and accepted its departure from the recommended composition as stated in the MCCG. To the Board, the views of the Executive Committee are essential in the deliberation process, especially in reviewing the remuneration proposal for the CEO. This is because the Executive Committee oversees the primary management activities and business of Axis-REIT and thus, has a better understanding of the performance and contributions of the CEO.

► **Nomination Committee**


The chair of the Nomination Committee is the Senior Independent Director of the Board. He plays an important support role to the Chairman in fostering strong relationships and balance across the Board.

The Nomination Committee held its first meeting on 20 May 2020 via Microsoft Teams and reviewed the proposed appointment of Ms Maxine Teoh Sui Vern as a new Alternate Director prior to making the recommendation to the Board.


At its second meeting in FYE2020, the Nomination Committee undertook the following activities, which were its annual affairs:




Reviewed the performance evaluation carried out on the Board, Directors and Board Committees based on the assessment results compiled by the external facilitator. The Nomination Committee had expressed satisfaction with the level of corporate governance values/practices which are embedded in the functions of the Board, operations and management processes of the Manager




Considered and made no recommendation to revise the recruitment criteria




Adopted the criteria for the annual assessment of Directors (including the assessment of independence and the assessment of Directors whose tenures had exceeded nine years) as employed by the external facilitator in their assessment processes




Reviewed the existing composition of the Board, as well as the effectiveness of the Board and Board Committees. No change to the Board's composition was recommended by the Committee




Considered the gender diversity of the Manager, bearing in mind the recommendation to have 30% female board representation pursuant to the MCCG. The Board is of the opinion that the selection of suitable candidates for appointment to the Board must be based on merit




Reviewed succession plans at Board level



Assessed the training needs of the Directors. The Manager is committed to arranging annual in-house training sessions for the Directors and senior management of the Manager



Reviewed the term of office and performance of the Audit Committee in accordance with Paragraph 15.20 of the MMLR. No exception was noted from the assessment results



Assessed the retiring Directors in accordance with the Constitution of the Manager and recommended to the Board their respective re-elections

Assessment of Independent Directors

The Board undertook an annual evaluation of its three Independent Directors, namely YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin, Datuk Seri Fateh Iskandar Bin Tan Sri Dato' Mohamed Mansor and Encik Mohd Sharif Bin Hj Yusof, based on the results of the assessment that was facilitated by ACG. ACG's report had indicated that pursuant to the interviews conducted, the Independent Directors demonstrated that they are objective and independent in expressing their views and in participating in deliberations and decision-making of the Board and Board Committees.

All three Independent Directors were also subject to additional evaluations, given that they had served on the Board as Independent Directors for more than nine years. Accordingly, the Board assessed the three Independent Directors, taking into consideration their tenure on the Board, and considered them still independent.

The Board was of the opinion that their independence has not been materially compromised by the length of their service as Independent Directors of the Board. Accordingly, and as good practice, the Board will seek approval from the Manager's sole shareholder for the retention of the three Independent Directors at the Manager's annual general meeting to be held in FYE2021. This will enable the sole shareholder (who has control over the appointment of Directors) to determine whether the Independent Directors are fit to remain on the Board in their current roles.

The mechanism provided under the MCCG in relation to the two-tier voting process for the re-appointment of Independent Directors is not applicable to the Manager because the Manager is a wholly-owned subsidiary of a private company.

Attendance at Board and Board Committee Meetings in FYE2020

Please refer to the Appendix accompanying this Statement for the details of each Director's attendance at Board and Board Committee Meetings in FYE2020.

Directors' Training

The Board ensures that its members have access to appropriate continuing education programmes to stay updated on relevant developments, and to enhance their skills and strengthen their participation in Board deliberations. The Company Secretary, on behalf of the Nomination Committee, compiles a list of training

topics relating to governance, audit and risk management, innovation, law, and regulations for consideration by the Directors and Audit Committee members.


Details of training programmes attended by Directors in FYE2020 were compiled by the Company Secretary for reporting to the Nomination Committee and the Board accordingly.

All the Directors of the Manager have attended training programmes during FYE2020. Some Directors remain actively involved in speaking engagements and presented talks at conferences and seminars. The details of Directors' participation in talks and training programmes are set out in the Appendix accompanying this Statement.

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

An Effective Audit Committee

The Audit Committee plays an important role in the governance structure of the Manager, and this Committee discharged its duties in accordance with its Terms of Reference throughout FYE2020.



More details on how the Audit Committee had discharged its duties in FYE2020 are presented in the Audit Committee Report.

Assessment of the External Auditors

The assessment of the External Auditors of Axis-REIT for re-engagement is an annual affair for the Manager.

In facilitating the Audit Committee in its evaluation of the proposed re-appointment of Messrs KPMG PLT as the External Auditors of Axis-REIT for FYE2020, the Company Secretary had formulated two assessment tools which were approved and adopted by the Audit Committee. The tools involved an interview process with the Partner-in-Charge, facilitated by the Company Secretary, and an evaluation checklist completed by Management. The results of these assessments formed the basis of the Audit Committee's evaluation of the External Auditors.

The evaluation process was conducted in May 2020 and the evaluation tools addressed the following criteria:

- Calibre of the external audit firm
- Quality of the audit process, scope and planning
- Effectiveness of the audit communications
- Auditors' independence and objectivity
- Auditors' suitability for re-appointment

Upon due assessment, the Audit Committee recommended to the Board the re-engagement of Messrs KPMG PLT as the External Auditors of Axis-REIT in respect of FYE2020, for onward recommendation to the Trustee for approval. The re-appointment of the External Auditors of Axis-REIT is not subject to the approval of the Unitholders.

The private engagements held between the Audit Committee and the External Auditors without the presence of Management also provided a platform for the Audit Committee to gauge the working relationship between the External Auditors and Management, as well as the level of independence demonstrated by the External Auditors.


Risk Management and Internal Control Systems

Effective risk management is a fundamental part of the Manager's business strategy. It ensures that there are no adverse disruptions to the Manager's pursuit and accomplishment of Axis-REIT's business goals and objectives, and mitigates any potential loss that may negatively impact the Unitholders of Axis-REIT so as to preserve their investments.

Risk management has been part of the Manager's day-to-day operations and is embedded in the operational functions of the Manager. The barometer for risk management is the Risk Register, which was formulated by the Manager to capture and periodically monitor key risk areas. The Risk Register is reviewed by the Audit Committee on a quarterly basis for reporting to the Board.

 Further details on the risk management framework of the Manager are contained in the Statement on Risk Management and Internal Control.

The internal audit function is outsourced to an independent consultancy firm, Baker Tilly Monteiro Heng Governance Sdn Bhd, which carries out the audit review based on an approved internal audit plan. The Internal Auditors report directly to the Audit Committee and attend the quarterly Audit Committee meetings where internal audit reports are presented and discussed. The Audit Committee has the delegated function of monitoring the performance of the internal audit function and its effectiveness for reporting to the Board on a quarterly basis.

 Further details on the internal audit activities are also contained in the Statement on Risk Management and Internal Control.

Assessment of the Effectiveness and Independence of the Internal Audit Function

The Audit Committee conducted its annual assessment on the effectiveness and independence of the internal audit function. The evaluation was based on the results of the interview with the person-in-charge of the internal audit function, which was conducted by the Company Secretary using the assessment tool adopted by the Audit Committee.

The Audit Committee was satisfied that:

- (i) The internal audit team members are free from any relationships and/or conflict of interest, which could impair their objectivity and independence.
- (ii) The number of staff and resources allocated to the internal audit works of the Manager is adequate.
- (iii) There has been no change to the internal audit approach applied in FYE2020, and the internal audit function of the Manager is carried out in accordance with the industry's best practices, benchmarked against the applicable practices in the International Standards for the Professional Practice of Internal Auditing.
- (iv) The team leader from Baker Tilly Monteiro Heng Governance Sdn Bhd, Mr Kuan Yew Choong, who is in charge of the internal audit function of the Manager, is independent, experienced, and possesses the qualifications required to render his internal audit services. He is a Fellow Member of the Association of Chartered Certified Accountants and a Chartered Member of the Institute of Internal Auditors Malaysia.

The engagement of the Internal Auditors, including their professional fees, are also reviewed and renewed annually where the Audit Committee, in its review, would take into account the performance of the Internal Auditors' past services, their level of independence in carrying out their internal audit work, and their working relationship with Management.

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Disclosure and Communication with Unitholders and the Investing Community

The Manager has established a strong culture of continuous disclosure and transparent communication with Unitholders and the investing community. The Manager achieves this through timely and full disclosure of all material information relating to Axis-REIT by way of public announcements on Bursa Securities' website, through the Fund's corporate website at www.axis-reit.com.my, as well as through press releases, analyst briefings and retail roadshows.

Corporate Website

The Manager has in place a dedicated section for corporate governance on Axis-REIT's corporate website, which provides information such as the Board Charter, Code of Conduct, Whistle-blowing Policy and Terms of Reference. The Manager has dedicated personnel responsible for updating the Fund's corporate website with pertinent and relevant information in a regular and timely manner.


The ABC Policy was the latest policy uploaded to the corporate website in FYE2020.

Investor Relations

The Board is committed to promoting effective communication and proactive engagements with Unitholders and the investing community through the Investor Relations Department of the Manager. This Department is guided by the Fund's Investor Relations and Corporate Disclosure Policy, which is also accessible on Axis-REIT's corporate website.

In order to keep the investing public aware of the timing of the release of Axis-REIT's quarterly financial results, the Manager announced the targeted date for such releases ("Targeted Date") five market days prior to each Board meeting in FYE2020. Following each announcement of the Targeted Date, a black-out period would commence. During this period, the CEO and Management Team would not be allowed to meet and/or be involved in any communications or arrangements that are related to investor relations until the quarterly financial results are announced and disseminated to the investing public.

The Manager views the preservation of price-sensitive information as highly important to prevent any leakage of information, whether inadvertently or intentionally.

 Further details on communications with Unitholders, the investing community, analysts and fund managers are covered in the Investor Relations & Media Coverage on pages 71 - 73.

Other Stakeholder Engagements and Relationship Management

The Manager also places emphasis on engaging other stakeholders such as its employees, the tenants of Axis-REIT, and local communities. These engagements contribute to the business decision-making process as they provide insights and ideas to meet stakeholders' expectations and sustainable goals. The Commercial & Industrial Marketing Department is tasked with undertaking the various stakeholder engagement initiatives and activities.

Annual General Meeting ("AGM") and Unitholders' Meetings

AGMs and Unitholders' meetings are the primary forums where Unitholders are presented with quality information that enables them to have a better appreciation of the goals and objectives of Axis-REIT, the milestones achieved during the year, the challenges faced, as well as the prospects of the Fund. Concurrently, these sessions also serve as a platform for Unitholders to bring their expectations and concerns to the attention of the Manager.

Axis-REIT held its Eighth AGM on 17 June 2020, on a fully virtual basis for the first time, in accordance with the 'Guidance and FAQs on the Conduct of General Meetings for Listed Issuers' issued by the SC. This Guidance was issued by the regulator to enable listed issuers to convene and hold their AGMs in order to comply with the annual obligations as required under the applicable laws and regulations while adhering to the MCO restrictions and COVID-19 SOPs where mass gatherings were discouraged.

The AGM Notice was issued within the prescribed timeframe together with the 2019 Integrated Annual Report on 28 February 2020. Ample time was allocated for Unitholders to read through the 2019 Integrated Annual Report and consider the resolutions that would be tabled at the AGM. Sufficient explanatory notes were also given in the AGM Notice to facilitate Unitholders' consideration of the resolutions for which their approval was sought. When the MCO was introduced nationwide on 18 March 2020, the Eighth AGM of Axis-REIT was postponed to 17 June 2020 with the revised AGM notice being issued to notify all the Unitholders.

The Eighth AGM was held at the broadcast venue with a limited number of persons in physical attendance in accordance to the SC's Guidance. The fully virtual AGM was administered by Boardroom Share Registrars Sdn Bhd using remote participation and electronic voting facilities where all eligible participants were able to log in to the portal, view the live webcast of the AGM, listen to the proceedings, submit their questions and cast their votes electronically.

At the AGM, the Manager presented Axis-REIT's financial performance for FYE2019, as well as an update on the Fund's activities and progress, the impact of the pandemic on its business and operations, and the prospects for FYE2020. Unitholders were given the opportunity to submit their questions in relation to the agenda of the AGM to a designated email address and the procedures were clearly set out in the AGM's administrative guide. The questions received via email were addressed at the AGM itself by the CEO. The CEO also attended to questions submitted via the online portal during the AGM and questions that were not attended to at the AGM itself were managed via email responses to the relevant Unitholders.

 Summary of minutes of AGM will be available on Axis-REIT's corporate website.

Leveraging Technology for the Issuance of Documents to Unitholders

The Fourth Principal Deed constituting Axis-REIT was executed on 17 January 2020 in full replacement of the Third Principal Deed dated 28 November 2013. The new Deed incorporated, among others, the new provisions on issuance of reports, notices and other documents to Unitholders by way of technological means. With this, the Fund leveraged the corporate website to publish its Integrated Annual Report 2020 and the notice of the Ninth AGM.

Compliance Statement

The Board is satisfied that the Manager has substantially applied the principles and best practice recommendations prescribed under the MCCG in its management of Axis-REIT during FYE2020. This Statement has been tabled and approved by the Board of Directors on 20 January 2021.

Attendance at Board and Board Committee Meetings in FYE2020

Board of Directors	Designation	Attendance
YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin	Independent Non-Executive Chairman	4/4
Dato' Abas Carl Gunnar Bin Abdullah (Alternate Director: Alex Lee Lao)	Executive Deputy Chairman	4/4
Stephen Tew Peng Hwee @ Teoh Peng Hwee (Alternate Director: Maxine Teoh Sui Vern)	Non-Independent Non-Executive Director	4/4
Leong Kit May	Chief Executive Officer/Executive Director	4/4
Datuk Seri Fateh Iskandar Bin Tan Sri Dato' Mohamed Mansor	Independent Non-Executive Director	4/4
Mohd Sharif Bin Hj Yusof	Senior Independent Non-Executive Director	4/4
Alvin Dim Lao (Alternate Director: Jancis Anne Que Lao)	Non-Independent Non-Executive Director	4/4

Executive Committee Members	Designation	Attendance
Dato' Abas Carl Gunnar Bin Abdullah (Alternate Director: Alex Lee Lao)	Chairman	6/6
Stephen Tew Peng Hwee @ Teoh Peng Hwee (Alternate Director: Maxine Teoh Sui Vern)	Member	6/6
Leong Kit May	Member	6/6

Audit Committee Members	Designation	Attendance
Mohd Sharif Bin Hj Yusof	Chairman	4/4
YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin	Member	4/4
Alvin Dim Lao (Alternate Director: Jancis Anne Que Lao)	Member	4/4

Remuneration Committee Members	Designation	Attendance
Datuk Seri Fateh Iskandar Bin Tan Sri Dato' Mohamed Mansor	Chairman	1/1
Dato' Abas Carl Gunnar Bin Abdullah (Alternate Director: Alex Lee Lao)	Member	1/1
Stephen Tew Peng Hwee @ Teoh Peng Hwee (Alternate Director: Maxine Teoh Sui Vern)	Member	1/1

Nomination Committee Members	Designation	Attendance
Mohd Sharif bin Hj Yusof	Chairman	2/2
YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin	Member	2/2
Datuk Seri Fateh Iskandar Bin Tan Sri Dato' Mohamed Mansor	Member	2/2

Appendix

Directors' Training in FYE2020

Director	Date	Events
YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin	13 August 2020	Key Disclosure Obligations of a Listed Company – Financial Reporting (Virtual)
	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
Dato' Abas Carl Gunnar bin Abdullah	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
Stephen Tew Peng Hwee @ Teoh Peng Hwee	28-29 February 2020	MAREC Summit 2020
	23 April 2020	1 st MIEA Multi Sector Market Out Look Forum : Viewpoints of Three Industry Veterans
	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
Leong Kit May	5 March 2020	Property Managers Induction Course
	11 June 2020	Bursa-Daiwa-Affin Hwang Malaysia Corporate Day
	23 June 2020	The Rise of Logistics Sector (Virtual)
	1 September 2020	Invest Malaysia Kuala Lumpur 2020 (Virtual)
	15 September 2020	Briefing on COVID-19 Bill (Virtual)
	28 September 2020	Maybank Investor Forum: Malaysia REITs – The Past, Present & the Outlook (Virtual)
	7 October 2020	Security Awareness Training (Virtual)
	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
	30 October 2020	The Malaysia COVID-19 Act: Impact & Implications (Virtual)
	5 November 2020	What Employers Need to Know when Implementing Cost-cutting Measures and WFH Policies (Virtual)
	23 November 2020	Budget 2021 Key Highlights & Web Launch of "Spotlight on Current Malaysian Tax Issues" (Virtual)
	1 December 2020	The Second Annual Malaysian REIT Forum 2020 - MREITS: Navigating the New Normal
	Datuk Seri Fateh Iskandar Bin Tan Sri Dato' Mohamed Mansor	20 January 2020
18 February 2020		KLBC Beyond Brexit By H.E Charles Hay Mvo (British High Commissioner to Malaysia)
19 February 2020		REHDA: Meeting With Akademi Binaan Malaysia
18 August 2020		MOU Signing Ceremony Between CREAM With REHDA Institute And Universiti Teknologi Malaysia
4 October 2020		HOC-MAPEX 2020
21 October 2020		ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
27 October 2020		IBS & IOT in Construction Seminar (Virtual)
12 November 2020		KPMG's Audit Committee Institute Virtual Roundtable 2020 – ESG Perspective: Managing Recovery and Resilience (Virtual)
19 November 2020		APEC CEO Dialogues 2020 (Virtual)

Appendix

Director	Date	Events
Mohd Sharif bin Hj Yusof	13 August 2020	Key Disclosure Obligations of a Listed Company – Financial Reporting (Virtual)
	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
Alvin Dim Lao	3 February 2020	JP Morgan Philippine Conference
	2 June 2020	Nomura Investment Forum Asia (Virtual)
	13 August 2020	Key Disclosure Obligations of a Listed Company – Financial Reporting (Virtual)
	19 August 2020	Nomura Philippine Corporate Day (Virtual)
	3 September 2020	JP Morgan Rising Dragon Conference
	25 September 2020	UBS One ASEAN Conference (Virtual)
	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
Alex Lee Lao	27 November 2020	2020 Annual Corporate Governance Seminar: Stay Updated in New Normal (Virtual)
	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
Jancis Anne Que Lao	27 November 2020	2020 Annual Corporate Governance Seminar: Stay Updated in New Normal (Virtual)
	21 January 2020	How to Grow People & Companies Fast
	6 February 2020	Navigating the Family Business
	23 April 2020	Jobsite Best Practices & Related Labor Issues (Virtual)
	30 April 2020	2020 ULI SG Conference (Virtual)
	30 April 2020	John Sanei FOREsight: The future is now! (Virtual)
	26 May 2020	Originals: How Non-Conformists Move the World (Virtual)
	16 June 2020	Crisis: What Now? (Virtual)
	23 July 2020	Let's Talk Disney Innovation (Virtual)
	12 August 2020	How to Grow When Its Slow (Virtual)
	18 August 2020	Netflixed (Virtual)
	9 September 2020	JP Morgan - US Elections & impact on markets (Virtual)
	14 September 2020	Virtual Global HOFTEL Members' Summit (Virtual)
	16 September 2020	Action Steps for Sales Success in The Midst of Pandemic (Virtual)
	24 September 2020	The Future of Organizations – From Failure to Learning (Virtual)
28 September 2020	Malaysia REITs: The Past, The Present and The Outlook (Virtual)	
Maxine Teoh Sui Vern	8 October 2020	Winning in Adversity - A Journey of Faith, Courage and Resilience (Virtual)
	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)
	27 November 2020	2020 Annual Corporate Governance Seminar: Stay Updated in New Normal (Virtual)
	20-22 July 2020	Mandatory Accreditation Programme for Directors of Public Listed Companies (Virtual)
	6-8 October 2020	Seminar on "Company Secretaries Training Programme Essential 1.0"
	21 October 2020	ARMB's Anti-Bribery & Anti-Corruption Policy (Virtual)