

CORPORATE GOVERNANCE REPORT

STOCK CODE : 8613
COMPANY NAME : ENRA Group Berhad
FINANCIAL YEAR : March 31, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

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

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of ENRA Group Berhad ("ENRA" or "Company") has the overall responsibility for the sustainability, governance strategic leadership and direction, the conduct of the Group's businesses, risk management and internal controls, investor relations, management succession plan and business operations of the Group.</p> <p>The principal duties and responsibilities of the Board are as follows: -</p> <ul style="list-style-type: none">Review and approve strategic initiatives including corporate business streamlining or restructuring and strategic alliances. <p>The Executive Committee ("EXCO"), which is made up of the President & Group Chief Executive Officer and the Executive Director, oversees the formulation and implementation of the policies and plans for the Group's strategic initiatives. The EXCO evaluates and recommends for Board's approval major investments, divestments and capital expenditures including acquisitions, mergers, joint ventures and new businesses. The EXCO also assists the Board in managing the capital and liquidity positions of the Group and its businesses to ensure the capital is adequate to meet the Group's objectives.</p> <ul style="list-style-type: none">Review and approve the annual budget and business plan for the Group. <p>The budget and business plan for the next financial year are presented to the Board at a meeting held before the end of the financial year after review and endorsement by the EXCO. In the deliberations on these proposed business plans and budgets, the Board members will review and challenge Management's perspectives and assumptions applied in formulating the plan before approving the same to ensure the best outcomes are achieved.</p>

- Oversee the conduct of the Group's businesses to evaluate whether the businesses are properly managed.

The Board is kept informed of the development of key strategic initiatives and progress of operating units on a quarterly basis and/or periodically. Relevant members of the Management will be invited to Board Meetings to support the President & Group Chief Executive Officer in presenting the progress reports and to provide clarification on any issues which may be raised by the Board.

The Board is also kept informed through the reports from the Chairmen of Board Committees of the work of the Committees. Relevant committee papers are also provided to the Board. Where appropriate, presentations made to Committees are also presented to the Board during its meetings.

- Identify principal risks and ensure the implementation of appropriate systems to manage these risks.

The Board oversees the risk management framework of the Group through the Audit, Risk Management and Sustainability Committee ("ARMSC").

- Review the adequacy and integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines (including securities laws, Companies Act, 2016 and the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").

The Board acknowledges its overall responsibility for maintaining a sound system of internal control to safeguard the investment of its shareholders and the Company's assets. The Statement on Risk Management and Internal Control in the Company's Annual Report provides further information of the state of internal controls within the Group.

- Approve the nomination, selection, succession policies and remuneration packages for members of the Board and Board Committees, the Executive Directors and the annual manpower budget for the Group, including managing succession planning, appointing, training, fixing the compensation of and where appropriate, replacing senior management or key management personnel.

The Board Nomination and Remuneration Committee ("BNRC") assists the Board in relation to matters concerning appointments and remuneration of Board members and key management personnel. The Board places emphasis on the continuous development of human capital and in ensuring sound succession planning.

- Review and approve investment policies and guidelines for the Company's surplus funds, asset allocation policy and

	<p>policy on exposure limits on investment with banking institutions; and</p> <ul style="list-style-type: none"> Review and approve the capital expenditure, purchase of fixed assets, operating expenditure, variation order and any other matters in accordance with the approved authority limits. <p>Beyond the matters reserved for the Board's decision, the Board has delegated the authority to achieve the corporate objectives and day-to-day management of the business of the Group to the President & Group Chief Executive Officer who is supported by the Executive Director and the Management team. There is a formalised Limits of Authority which defines the limits specifically reserved for the Board's approval and those delegated to the EXCO, the Executive Director and Management.</p> <p>The Board oversees and monitors the decisions and actions of the President & Group Chief Executive Officer, the Executive Director and the performance of the Company to gain assurance of the progress being made towards the Company achieving its corporate objectives.</p> <p>The Board also sets the tone to commit toward sustainable development activities. The Board had, at its meeting held in November 2018 approved the sustainability governance and reporting structure to ensure effective implementation of sustainability strategies.</p> <p>The Employees' Share Scheme ("ESS") Committee was established on 24 February 2022 with the delegated authority by the Board to administer the ESS of the Company in accordance with the ESS By-Laws.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

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

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied	
Explanation on application of the practice	:	The Board is led by YBhg Datuk Ali bin Abdul Kadir as the Independent Non-Executive Chairman. The Chairman ensures the Board upholds and promotes high standards of integrity, probity and governance. The Chairman is responsible for the orderly conduct and effectiveness of the Board and for ensuring all Board members receive sufficient information to enable them to meaningfully participate in all matters tabled to the Board for decision. The duties and responsibilities of the Chairman are clearly set out in the Board Charter on the Company's website at www.enra.my	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	There is a distinct and clear division of roles and responsibilities between the Chairman and the President & Group Chief Executive Officer as set out in the Board Charter to ensure a strict balance of power and authority, so that no one individual has unfettered power. The Board Charter is available on the Company's website at www.enra.my . The Chairman, Datuk Ali bin Abdul Kadir, leads and manages the Board by focusing on strategy, governance and compliance whilst the President & Group Chief Executive Officer, Tan Sri Dato' Kamaluddin bin Abdullah manages the business and operations of the Company and implements the Board decisions.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Chairman is being invited to the Board Committees' meetings due to his vast knowledge and experience. Datuk Ali bin Abdul Kadir does not participate in any management and operational matters of the Company but rather on advisory role to the ARMSC and BNRC, during the respective meetings, as and when is necessary.</p> <p>The Board Committees are operating independently with the members expressing their views objectively without prejudice. The Board, which comprise majority Independent Non-Executive Directors, serves as a check and balance on the decision-making process.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>Ms Chin Soo Ching, the Company Secretary of ENRA, is an associate member of the Malaysian Institute of Chartered Secretaries ("MAICSA") and is qualified to act as a secretary under Section 235(2) of the Companies Act 2016.</p> <p>The Company Secretary is responsible for monitoring compliance with the Board procedures and advises the Board and Board Committees on governance matters.</p> <p>The roles of the Company Secretary are defined in the Board Charter which is published at the Company's website at www.enra.my.</p> <p>The Company Secretary attended all Board and Board Committees' meetings and ensures that meeting procedures are followed and deliberations and proceedings at the meetings are accurately recorded and well-documented, and subsequently communicated to the relevant Management for appropriate actions. The Board is updated by the Company Secretary on the follow-up actions by the Management of its decisions and recommendations.</p> <p>The Company Secretary also keeps the Board informed of training programmes that are relevant to the Directors and attend to the necessary arrangements where required.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>Agenda and relevant reports are furnished to Directors and Board Committees members 7 days or as soon as reasonably practicable prior to the meetings. This is to ensure that Directors have sufficient time to prepare for discussions and to obtain further explanation or clarification to facilitate the decision process and discharge of their duties.</p> <p>Board members are provided with iPads which enable timely and secure digital access to meeting materials from the server.</p> <p>The minutes of meetings record the key discussion points of the meeting and the decisions made by the Board and Board Committees including instances where Directors abstained from deliberation and voting. The minutes are circulated to Management for comments after the meeting and circulated with the meeting pack for confirmation at the following meeting.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Board Charter serves as a primary reference for existing and future Board members in the performance of their fiduciary duties and clearly identifies the respective roles and responsibilities of the Board, Board Committees, individual Directors and Management. It also sets out the issues and decisions reserved for the Board.</p> <p>The Board Charter will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations and rules that may have an impact on the discharge of the Board's duties and responsibilities.</p> <p>The details of the Board Charter are available for reference at the Company's website at www.enra.my</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has adopted the following codes of conduct which are available at the Company's website at www.enra.my.</p> <p>(a) Code of Business Conduct which is applicable to employees within the Group and it governs the desired standard of behaviour and ethical conduct expected from each individual to whom the Code applies.</p> <p>(b) Directors' Code of Ethics, which outlines the conduct required of the Board members individually in order for them to discharge their duties in a professional, honest and ethical manner.</p> <p>(c) Vendor Code of Conduct which sets out the standards of business practices and conduct and is applicable to all vendors, suppliers, contractors, subcontractors and other third parties providing goods and services to the Group.</p> <p>The Company has also adopted an Anti-Corruption Policy and Procedures towards compliance with the Malaysian Anti-Corruption Commission Act 2009 ("MACC Act") and Hospitality Reporting Guidelines which outline quantitative guidance for the acceptable standard and to maintain the high level of integrity and public trust in the conduct of ENRA Group's businesses associated gifts and hospitality. The Policy together with the guidelines are available at the Company's website at www.enra.my.</p> <p>The ARMSC reviews the half-yearly report on the status of compliance of the Group's Code of Business Conduct to ensure any non-compliance is properly investigated.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has put in place a Whistleblowing Policy which sets out the principles and grievance procedures for employees and/or the public to raise concerns of possible improprieties perpetrated within the Group. The Whistleblowing Policy is periodically reviewed by the Board to ensure its relevance. The Whistleblowing policy is available on the Company's website at www.enra.my	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>ENRA is committed to achieving continuous business growth and long-lasting positive impacts that will benefit the economy, environment and society as a whole. ENRA is fully aware that it must act responsibly to be a going concern entity with strong and positive motives for Profit, People and Planet. ENRA has a holistic approach to business management, incorporating Environmental, Social & Governance (“ESG”) considerations alongside financial considerations which will serve as a sound business model that will support business continuity and competitiveness.</p> <p>The Board assigned the responsibility of overseeing the Group’s ESG matters to the ARMSC. The updates on sustainability matters form a permanent part of the meeting agenda in the ARMSC’s quarterly meetings.</p> <p>The Group Chief Executive Officer and Head of Sustainability drive the implementation of the Group’s sustainability agenda to continuously improve the Group’s reputation as an economically, environmentally and socially responsible corporation.</p> <p>The Board had adopted a Sustainability (ESG) Policy which sets out guidance on how to conduct the business responsibly to create long-term value for its stakeholders and improve its long-term performance and resilience. The policy is available on the Company’s website at www.enra.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>ENRA’s engagement with stakeholders is based on the Sustainability Working Group (“SWG”) assessment, identification and prioritisation of its stakeholders based on its independence from them and their influence on the Group’s businesses. The SWG had identified the following key stakeholders in this current phase of the Group’s growth and development:</p> <ol style="list-style-type: none"> 1. Internal Stakeholders <ul style="list-style-type: none"> • ENRA’s Employees of all levels (including Senior Management and EXCO members) • ENRA’s Board members • ENRA’s Controlling Shareholders • ENRA’s Substantial institutional shareholders • ENRA’s Investing partners (non-controlling interest) 2. External Stakeholders <ul style="list-style-type: none"> • Major Lenders • Major principles/suppliers • Major Customers <p>Surveys and robust interaction with our key stakeholders provide our stakeholders with a platform to freely and openly voice their views, opinions and concerns on sustainability issues.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board places great importance on sustainability and has taken the necessary steps to ensure high standards of governance across the Group's operations. This includes formalising guidelines, frameworks and processes relating to, amongst others, capital allocation management, investment appraisal practices in managing future risks and opportunities as the Group continues to build a responsible and sustainable business. The Board has cognisance of the MCCG 2021 to strengthen the oversight of sustainability with five new practices:</p> <ul style="list-style-type: none"> • The Board, together with management takes responsibility for the governance of sustainability in the Group, including setting the Group's sustainability strategy, priorities and targets. • Strategic management of material Sustainability matters such as: <ol style="list-style-type: none"> 1. Ethics, Governance & Compliance 2. Business development & expansion 3. Innovation and technology enablers 4. Project and job execution 5. Proactive and happy workforce 6. Energy, Resource, Climate and waste management • The Board ensures the Group's sustainability strategies, priorities, targets and performance are communicated to its internal & external stakeholders. • Performance evaluations of the Board and Senior Management include reviews of their performance in addressing the Group's material sustainability risks and opportunities. • The Board identifies a designated person within the management to provide dedicated focus to manage sustainability strategically.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The performance evaluation of the Board for the financial year ended 31 March 2024 included a review of the performance of the Board in addressing the Company’s material sustainability risks and opportunities to drive ESG strategy and implementation.</p> <p>In the evaluation, the Board has also assessed the Senior Management (for the President & Chief Executive Officer and the Executive Director) on overall sustainability management in meeting Company’s sustainability targets.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	Mr Amir Ruqaimi bin Ngah who is the Chief Financial Officer has been designated as the sustainability officer of the Group to manage sustainability strategically, including the integration of sustainability considerations in the operations of the Company.

Intended Outcome

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

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Constitution provides that all Directors are to retire from office at least once in every three years and at least one-third of the Directors for the time being shall retire from office and be eligible for re-election at each Annual General Meeting ("AGM"). Directors appointed during the year shall hold office only until the next following AGM, and shall then be eligible for re-election.</p> <p>Based on the schedule of retirement by rotation and re-appointment, the BNRC is responsible to recommend to the Board those Directors who are eligible to stand for re-election. The BNRC will consider the results of the performance evaluation of the Directors.</p> <p>The Board had on 18 May 2023, endorsed the recommendation of the BNRC in respect of the Directors who are due to retire by rotation at the 31st AGM of the Company, namely, Tan Sri Dato' Kamaluddin bin Abdullah and Tan Sri Dato' Seri Shamsul Azhar bin Abbas, be eligible to stand for re-election. Both Directors had expressed their intention to seek for re-election at the said 31st AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>As at to date, the Board has a total of seven Directors, of which five are Independent Director. This number exceeded the minimum requirement for one-third of the Board members to be independent under the MMLR of Bursa Securities.</p> <p>All INEDs remained independent in character and judgement and provided critical and constructive challenges to the Management when deliberating proposals and Board matters.</p> <p>During the financial year, the BNRC and the Board had assessed the independence of the INEDs as part of the annual Board evaluation process. The Board was satisfied with the level of independence demonstrated by all the INEDs and their ability to act in the best interests of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.3

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

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

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company embraces the principles of diversity, inclusion and equality and this value has been formalised in a Diversity Policy approved by the Board in April 2018 which applies for the Board and the organisation at large. The Board recognises that the promotion of a diverse Board and workforce makes prudent business sense and makes for better corporate governance.</p> <p>The BNRC is responsible for identifying and nominating suitable candidates for appointments to the Board through various sources. Appointment of Directors to the Board and employment within the Group is based on merit against objective criteria without discriminating on grounds of gender, race, age, religion, ethnicity or cultural background.</p> <p>The Board has put in place the Directors' Fit & Proper Policy which sets out the criteria for the appointment and re-election/re-appointment of the Directors. The Directors' Fit & Proper Policy is available on the Company's website at www.enra.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>In identifying the most suitable candidate for appointment of Director to the Board, the BNRC will rely on various sources of recommendations from existing Board Members, management or major shareholders as well as other networks such as business acquaintance and professional bodies and organisation.</p> <p>Based on the current size of the Group, the sourcing of candidate(s) via recommendations made by the existing Board member or senior management would be a better option as it provided much efficiency and effectiveness by saving time and resources.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group is poised in committing to maintaining high standards of corporate disclosure and transparency. The profiles of the Directors are made available on the website and Annual Report 2024.</p> <p>In line with this aspiration, the Board endeavours to provide timely and transparent disclosures, releasing all required/material announcements as soon as possible. The Board recognises the importance of leveraging on effective communication platforms such as through the website and Annual Report to provide clear, accurate and valuable insights on the Group's performance and position to its shareholders. This allows shareholders to make informed decisions with respect to the business of the Group, including appointments and re-appointments of Directors.</p> <p>The assessment relating to re-election of Directors was reviewed by the BNRC and recommended to the Board for approval. The Board taking into consideration the BNRC's recommendation, approved the proposal based on the performance, merit and calibre of the Directors based on the evaluation conducted and recommended the resolutions to shareholders at the AGM. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant BNRC and Board meetings.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied
Explanation on application of the practice	:	<p>The BNRC comprising exclusively of INED and is chaired by Dato' Wee Yiau Hin.</p> <p>The Terms of Reference of the BNRC is made available on the Company's website at www.enra.my.</p> <p>During the financial year ended 31 March 2024, the BNRC had undertaken the following activities in relation to nomination matters:</p> <ul style="list-style-type: none">a) Conducted the annual evaluation of the performance of the Board, Board Committees and individual Directors including the independence assessments of the Directors including the independent assessments of the Directors.b) Considered the mix of skills, composition and effectiveness of the Board.c) Reviewed the training needs of the Directors.d) Considered and recommended the re-election of Directors retiring at the 31st AGM of the Company.e) Reviewed and recommended the proposed renewal of service agreement of the Executive Director. <p><i>(The above disclosure also serves to comply with paragraph 6(A) of Part A, Appendix 9C of the Main Market Listing Requirements).</i></p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	As at 31 March 2024, there is one woman director on the Board of the Company, constituting 14% of the Board's composition.	
		The Board takes cognizant of the recommendation of the MCCG to have gender diversity on the Board. The Board through the BNRC is taking steps to ensure that women candidates are sought as part of its recruitment exercise when vacancies on the Board arise.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The ENRA Group Diversity Policy established by the Board acknowledges the advantages of gender diversity as well as diversity of ethnicity, age, competency, cultural background and experiences, amongst others. ENRA fosters inclusiveness at the workplace and support flexible work arrangement, which are some of the Company's value propositions to attract female employees to the Group.</p> <p>The Board's commitment to diversity, including gender, permeates throughout all levels of the organisation and not just to appointment to the Board.</p> <p>As at 31 March 2024, ENRA's workforce comprises 41% female with 22% holding managerial roles.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The Board through the BNRC conducts an evaluation of the performance of the Board and Board Committees as well as individual Directors annually. During the financial year, the BNRC had conducted an assessment on Board performance which was internally facilitated. The criteria covered are summarised as follows: (a) Evaluation on the effectiveness of the Board as a whole which encompassed Board structure, Board operations, Board roles and responsibilities, relationship with Management, leadership aspects and the Board Chairman. (b) In respect of the performance of the Board Committees, the evaluation included the composition of each committee, the competency and blend of skills-set of the committee members as well as the effectiveness of the committees' processes and in the discharge of its respective duties. The ARMSC members also completed a self-assessment questionnaire to evaluate more specifically its effectiveness in its core functions and to identify areas for development. (c) Evaluation on individual Directors which included the contributions from the Director, quality of input, understanding of role, skills and competencies, fit and properness as well as integrity in dealing with potential conflict of interest. All Directors were also required to provide an Annual Declaration of Compliance confirming they had observed and complied with the policies of the Company and regulatory requirements during the financial year or if there were instances of non-compliance, to disclose. (d) Assessment on the independence and objectivity of the Independent Directors including their tenure of service. (d) All Directors were required to complete a Fit & Proper Declaration to ensure that each of the Directors

possesses the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to effectively discharge his/her role and responsibilities as a Director.

An anonymised summary of the findings prepared by the Company Secretary was presented to the BNRC and was used as a basis for the assessment discussion. The evaluation results revealed that overall, the Board and Board Committees operated effectively. Recommendation of action plans for enhancing the Board's effectiveness was discussed. Areas of focus included amongst others, the Group's investment/business performance, the Company's short term, medium term and long term policies, plans and strategy, investment risks and internal controls as well as the corporate reporting.

The BNRC also assessed the composition of the Board and was satisfied that the mix of skills, knowledge and experience and board size were appropriate to govern the Group effectively at its present stage of development and for future growth.

As part of the Board evaluation process, the training needs of the Directors also assessed to enable them to discharge their duties effectively. Directors were encouraged to indicate their training needs and areas of interests.

During the financial year, all Directors attended at least one training session, either organised internally by the Company or externally, as set out below:

Name of directors	Training/Workshop/Forums/Courses
Datuk Ali bin Abdul Kadir	<ul style="list-style-type: none"> • SUARA ALAM CONFERENCE 2023 – Bridging the Voices of Our Children, Youth and Indigenous People conducted by the Amanah Lestari Alam (ALAM). • DEVELOPING FINANCING; The Next 50 Years conducted by the Bank Pembangunan Malaysia Berhad. • United Nations (UN) Framework Convention on Climate Change Conference (UNFCCC) 28th Conference of Parties (COP28) at DUBAI conducted by ALAM and Kementerian Sumber Asli, Alam Sekitar dan Perubahan Iklim (NRECC). • The Politics of Climate Change-Role of Science Diplomacy by the Institute of Strategic & International Studies (ISIS) Malaysia/ Tun Hussein Onn Chair (THOC).
Tan Sri Dato' Kamaluddin bin Abdullah	<ul style="list-style-type: none"> • Webinar Series: AMLA and Reporting Institutions` Roles and Duties conducted by MAICSA.

Kok Kong Chin	<ul style="list-style-type: none"> • 1-Day Virtual Tax Conference - Tackling Practical Problems faced by Taxpayers by Thannees Tax Consulting Services Sdn Bhd. • Green Conference 2023 - Shaking Things Up by MIDF Malaysia. • ESG Forum 2023 - Financing for A Green Future conducted by The Edge Malaysia. • Conflict of Interest (“COI”) and Governance of COI conducted by Bursa Malaysia. • Market Outlook by Areca Capital. • Alternative Investment Forum by Aham Capital Asset Management.
Tan Sri Dato’ Seri Shamsul Azhar bin Abbas	<ul style="list-style-type: none"> • Conflict of Interest (“COI”) and Governance of COI” conducted by Bursa Malaysia. • ICDM PowerTalk: Future-Proofing Malaysian Businesses: Navigating Cyber-Threats in the Age of AI & Thriving in a High-Risk Landscape by ICDM.
Dato’ Wee Yiaw Hin	<ul style="list-style-type: none"> • ESG & Climate Risks: Implications and Considerations conducted by Cagamas Berhad • AI in Finance: Friend or Foe by Professor Dean conducted by Cagamas Berhad. • Duties and Responsibilities of Company Director by the Minority Shareholders Watch Group. • Climate Change and Carbon Footprint - Financial Risk conducted by the Institute of Corporate Directors Malaysia (ICDM). • IERP® Directors’ Network: Offensive vs Defensive, the best approach for your business conducted by the Institute of Enterprise Risk Practitioners (IERP®). • Climate Governance 101 Board’s Effective Oversight by ICDM.
Loh Chen Yook	<ul style="list-style-type: none"> • Conflict of Interest (“COI”) Situations – Unpacking the disclosure obligations of Directors & Key Officers of the Group under Bursa’s Listing Requirements conducted by Karyon Industries Berhad.

	<p>Tunku Afwida binti Tunku Abdul Malek</p>	<ul style="list-style-type: none"> • Affin Conference Series 2023 by Affin Bank Berhad (ABB). • Financial Institutions Directors' Education (FIDE) Forum – Webinar Series on “Understanding the Impact of Digital Transformation in the Financial Industry: What Board Members Need to Know” • Brand Health & Net Promoter Score (NPS) by Telekom Malaysia Berhad (TM), Kantar & Ipsos • DTW TM Forum - Digital Transformation World (DTW) TM Forum Community. • Khazanah Megatrends Forum 2023 by Khazanah Nasional. • Escom Events - Digital Banking Asia: Malaysia Conference 2023 Sustainability, Digital Transformation and Fintech. • Oil and Gas Day Industry Insights and Corporate Updates by Affin Hwang Investment Berhad (AHIB). • Breakfast Talk on AI with Professor Sanjay Sarma by FIDE. • National Economic Outlook Conference (NEOC) by ABB. • “Should Women Act Like Men to Succeed” by TM. • AML/CFT for Board Members and Group Management Committee Members (Year 2023). • Chairman’s Dialogue on Financing the Digital Economy – Supporting the Madani Framework by FIDE. • AMLA Training by AHIB. • Conflict of Interest and Related Party Transactions by Mr Lee Min On. • ICDM PowerTalk: Future-Proofing Malaysian Businesses: Navigating Cyber-Threats in the Age of AI & Thriving in a High-Risk Landscape by Institute of Corporate Directors Malaysia (ICDM). <p><i>(The above disclosure also serves to comply with Paragraph 28 of Part A, Appendix 9C of the Main Market Listing Requirements).</i></p>
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Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied																														
Explanation on application of the practice	:	<p>The Company has in place policies and procedures to determine the remuneration of Directors and Senior Management with the objective to attract and retain persons of the right experience, qualification and calibre needed to lead and manage the Group successfully.</p> <p>The BNRC is responsible for recommending to the Board, the remuneration of the Non-Executive Directors, taking into account the level of expertise, commitment and responsibilities undertaken and/or required. The Non-Executive Directors are paid annual fees for serving as members of the Board and for their participation in Board Committees as well as meeting allowances on the basis of per day of attending meeting(s) irrespective of the number of Board and/or Board Committee meetings held on that day. Please refer to the table below for details of the remuneration.</p> <table border="1"> <thead> <tr> <th colspan="2">Description</th> <th>Fees structure</th> <th>Director</th> </tr> </thead> <tbody> <tr> <td>Annual fee</td> <td>Board Chairman</td> <td>RM80,000</td> <td>Datuk Ali bin Abdul Kadir</td> </tr> <tr> <td></td> <td>Senior Independent Non-Executive Director</td> <td>RM70,000</td> <td>Tan Sri Dato' Seri Shamsul Azhar bin Abbas</td> </tr> <tr> <td></td> <td>Non-Executive Board Member</td> <td>RM60,000</td> <td>1. Dato' Wee Yiau Hin 2. Mr Loh Chen Yook 3. Tunku Afwida binti Tunku Abdul Malek</td> </tr> <tr> <td></td> <td>ARMSC Chairman</td> <td>RM10,000</td> <td>Tan Sri Dato' Seri Shamsul Azhar bin Abbas</td> </tr> <tr> <td></td> <td>ARMSC Member</td> <td>RM6,000</td> <td>1. Dato' Wee Yiau Hin 2. Tunku Afwida binti Tunku Abdul Malek 3. Mr Loh Chen Yook</td> </tr> <tr> <td></td> <td>BNRC/ESSC Chairman</td> <td>RM6,000</td> <td>1. Dato' Wee Yiau Hin</td> </tr> </tbody> </table>			Description		Fees structure	Director	Annual fee	Board Chairman	RM80,000	Datuk Ali bin Abdul Kadir		Senior Independent Non-Executive Director	RM70,000	Tan Sri Dato' Seri Shamsul Azhar bin Abbas		Non-Executive Board Member	RM60,000	1. Dato' Wee Yiau Hin 2. Mr Loh Chen Yook 3. Tunku Afwida binti Tunku Abdul Malek		ARMSC Chairman	RM10,000	Tan Sri Dato' Seri Shamsul Azhar bin Abbas		ARMSC Member	RM6,000	1. Dato' Wee Yiau Hin 2. Tunku Afwida binti Tunku Abdul Malek 3. Mr Loh Chen Yook		BNRC/ESSC Chairman	RM6,000	1. Dato' Wee Yiau Hin
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		BNRC/ESSC Member	RM4,000	1. Tan Sri Dato' Seri Shamsul Azhar bin Abbas 2. Tunku Afwida binti Tunku Abdul Malek
	Meeting attendance allowances	All Non-Executive Directors	RM1,000 per day	
	<p>In the case of the Executive Directors, their remuneration package is made up of a fixed component which includes base salary and emoluments that includes a variable component in the form of performance-based bonus which is determined with reference to the terms and conditions of employment. The Executive Directors are not entitled to receive any fees or meeting allowances for Board and Board Committee meetings they attend.</p> <p>The BNRC is also responsible for reviewing the remuneration policy of the Group to ensure alignment of compensation to corporate performance and recommends to the Board the payment of annual salary increment and performance bonus for the Group.</p>			
Explanation for departure	:			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>				
Measure	:			
Timeframe	:			

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The BNRC assists the Board in reviewing and recommending the proposed remuneration packages for the Directors and key management personnel.</p> <p>The Terms of Reference of the BNRC delineate the roles and responsibilities of the Committee in relation to the nomination and remuneration matters. The Board is satisfied that the BNRC has effectively discharged its roles and responsibilities with respect to its nominations and remuneration functions and see no need to separate the two functions into two distinct committees. The Terms of Reference of the BNRC are published on the Company's website at www.enra.my.</p> <p>During the financial year ended 31 March 2024, the BNRC had undertaken the following activities in relation to remuneration matters:-</p> <ul style="list-style-type: none">(a) Considered and recommended the remuneration of the Non-Executive Directors for shareholders' approval at the 31st AGM of the Company.(b) Reviewed the scorecard achievements and recommended the proposed profit share allocation for the Executive Directors.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	Details of the Directors' remuneration received and receivable in respect of the year ended 31 March 2024 on a named basis are set out in the tables below. <i>(The disclosure below also serves to comply with paragraph 11 of Part A, Appendix 9C of the Main Market Listing Requirements)</i>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Ali bin Abdul Kadir	Non-Executive Non-Independent Director	80,000	8,000	-	-	-	-	88,000	-	-	-	-	-	-	88,000
2	Tan Sri Dato' Seri Shamsul Azhar bin Abbas	Non-Executive Non-Independent Director	88,000	8,000	-	-	-	-	96,000	-	-	-	-	-	-	96,000
3	Dato' Wee Yiau Hin	Non-Executive Non-Independent Director	78,000	7,000	-	-	-	-	85,000	-	-	-	-	-	-	85,000
4	Loh Chen Yook	Non-Executive Non-Independent Director	66,000	8,000	-	-	-	-	74,000	-	-	-	-	-	-	74,000
5	Tunku Afwida binti Tunku Abdul Malek	Non-Executive Non-Independent Director	74,000	8,000	-	-	-	-	82,000	-	-	-	-	-	-	82,000
6	Tan Sri Dato' Kamaluddin bin Abdullah	Executive Director	-	-	775,200	Input info here	-	117,438.6	892,638.60	-	-	-	-	-	-	892,638.60
7	Kok Kong Chin	Executive Director	-	-	561,600	Input info here	-	85,398.60	646,998.60	-	-	-	-	-	-	646,998.60
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure																						
Explanation on application of the practice	:																							
Explanation for departure	:	<p>The remuneration (including benefits-in-kind and other emoluments) for the Company's top five (5) Senior Management (excluding the resigned Senior Management) in the FY2024 falls within the following bands:</p> <table border="1"><thead><tr><th>Range of Remuneration</th><th>No. of Senior Management</th></tr></thead><tbody><tr><td>RM950,001 up to RM1,000,000</td><td>-</td></tr><tr><td>RM850,001 up to RM900,000</td><td>1</td></tr><tr><td>RM600,001 up to RM650,000</td><td>1</td></tr><tr><td>RM550,001 up to RM600,000</td><td>-</td></tr><tr><td>RM500,001 up to RM550,000</td><td>1</td></tr><tr><td>RM450,001 up to RM500,000</td><td>-</td></tr><tr><td>RM400,001 up to RM450,000</td><td>1</td></tr><tr><td>RM350,001 up to RM400,000</td><td>-</td></tr><tr><td>RM250,001 up to RM300,000</td><td>1</td></tr><tr><td>Total</td><td>5</td></tr></tbody></table> <p>The detailed remuneration of the top two (2) key senior management namely, Tan Sri Dato' Kamaluddin bin Abdullah and Mr Kok Kong Chin, who are also Executive Directors of the Company, are disclosed under the Practice 8.1 section above. The remuneration of the other three (3) key senior management namely, Mr Lau Lee Hoong, Mr Ikhlas bin Zainal and Mr Amir Ruqaimi bin Ngah are disclosed in bands width of RM50,000.00.</p> <p>The Board understands the call for transparent disclosure of remuneration of key executives to facilitate accountability to shareholders in upholding the principle of remunerating fairly and responsibly (not excessively) in the overall remuneration process of the Group.</p> <p>However, the overriding concern of the Board is the risk that such disclosure may be counter-productive to the Company.</p>	Range of Remuneration	No. of Senior Management	RM950,001 up to RM1,000,000	-	RM850,001 up to RM900,000	1	RM600,001 up to RM650,000	1	RM550,001 up to RM600,000	-	RM500,001 up to RM550,000	1	RM450,001 up to RM500,000	-	RM400,001 up to RM450,000	1	RM350,001 up to RM400,000	-	RM250,001 up to RM300,000	1	Total	5
Range of Remuneration	No. of Senior Management																							
RM950,001 up to RM1,000,000	-																							
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RM350,001 up to RM400,000	-																							
RM250,001 up to RM300,000	1																							
Total	5																							

	<p>The alternative practice in achieving the Intended Outcome is by disclosing the remuneration philosophy and guiding principles of the Group summarised as follows:</p> <ul style="list-style-type: none"> (i) Pay is based on job value determined through job evaluation exercise and reward system based on performance. (ii) Remuneration package is benchmarked against relevant industry and market. (iii) Affordability of the Company. (iv) Internal equity. (v) Conformance to statutory requirements <p>The components of the remuneration package for Senior Management comprises fixed pay, short-term incentive (i.e. cash bonus) and benefits (i.e. medical coverage, allowances on claim basis). The short-term incentive is based on individual performance and the organisation/business unit's performance.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure :</p>		
<p>Timeframe :</p>		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The ARMSC is chaired by the Senior INED, Tan Sri Dato' Seri Shamsul Azhar bin Abbas. The Chairman of the Board is Datuk Ali bin Abdul Kadir.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	<p>None of the current members of the ARMSC had been associated with nor they held any senior management position with the Company's appointed external auditors in the previous years.</p> <p>The requirement on a former key audit partner to observe a cooling-off period of three (3) years before being appointed as ARMSC member by the Company, or any of its related corporations is indicated in the Terms of Reference of the ARMSC of the Company.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Terms of Reference of the ARMSC have outlined the roles and responsibilities of the ARMSC in assessing the suitability and independence of the external auditor.</p> <p>The ARMSC undertakes annual assessment of the performance, quality of audit and competency of the external auditors including their independence, objectivity and professionalism. The ARMSC also consider feedback from Management and takes into account as well the level of openness in interaction with the lead audit engagement partner during private sessions.</p> <p>In addition, the external auditors are required to provide the Board with a written assurance confirming its independence throughout the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>During the financial year, the ARMSC was satisfied that, based on the annual assessment conducted, Messrs BDO PLT meets the criteria as prescribed under Paragraph 15.21 of the MMLR and had recommended their re-appointment for shareholders' approval at the AGM of the Company. The ARMSC was also satisfied that in its review of the provision of non-audit services by Messrs BDO in respect of the financial year ended 31 March 2024, their objectivity and independence were not in any way impaired.</p> <p>The Company had on 30 May 2018, adopted the policy and procedures relating to non-audit services that may be provided by the external auditors and/or its affiliates. The policy will aid in monitoring the relationship of ENRA Group with the external auditors as well as to safeguard against potential threats to the independence of the external auditors. Pursuant to the policy, any proposed non-recurring non-audit services exceeding RM250,000 will require the prior approval of the Board Chairman and that such threshold had also been incorporated in the Limits of Authority of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	All four ARMSC members are independent Directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMSC members who served during the financial year comprised members who are financially literate and possess the necessary expertise ranging from industry specific, financial and accounting matters, economics, technical knowledge and risk management. Tunku Afwida binti Tunku Abdul Malek, who is a member of the ARMSC, is a member of Malaysian Institute of Accountants and a Chartered Accountant of the ICAEW.</p> <p>During the performance evaluation of the ARMSC, the Board was satisfied that the ARMSC had effectively discharge its duties and responsibilities.</p> <p>All ARMSC members undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices, rules and regulations. The ARMSC would also be briefed on the relevant changes in accounting standards and tax rules by the Chief Financial Officer and/or the external auditors.</p> <p>Further details on the trainings attended by the Directors are disclosed in Practice 6.1 of this CG Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has put in place an enterprise-wide risk management framework and internal control structure for the Group and oversees the implementation through the ARMSC. The ARMSC reviews in detail the major risks that the Group faces in its business and operations and the adequacy of controls and processes that are put in place to manage those risks through the quarterly reports provided by the Executive Risk Management Committee and the Internal Audit Department.</p> <p>The Board deliberates on areas of significant risks as they are highlighted by the Chairman of the ARMSC at Board Meetings.</p> <p>These procedures ensure that the Board is aware of key risks facing the Group and that the risk management and internal control system is regularly reviewed for effectiveness and adequacy.</p> <p>Details on the Company's risk management framework and state of internal controls are set out in the Statement on Risk Management and Internal Control in the Annual Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied	
Explanation on application of the practice	:	The key features of the Group's risk management and internal control framework are disclosed in the Statement on Risk Management and Internal Control in the Annual Report. The said Statement had been reviewed by the external auditors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>In deciding how best to organise itself in risk oversight and in a manner that makes sense vis-a-vis the Company's size, structure, business complexity and risk profile as well as the Board's size, composition and structure, the Board had resolved to place the role of a risk management committee with the members of the Audit Committee. Hence, in the year 2016, the Audit Committee was renamed as the Audit and Risk Management Committee ("ARMC") and its Terms of Reference had been revised to incorporate the scope relating to risk oversight accordingly. Subsequently, the Audit and Risk Committee was renamed as the Audit, Risk Management and Sustainability Committee ("ARMSC") taking into consideration of its role in reviewing and advising the Board on the Group's overall sustainability strategy.</p> <p>The members of the ARMSC, which comprise all Independent Directors, possess strong business and relevant industry expertise as well as are knowledgeable about risk governance and management to provide effective oversight. Risk management reports which encompass operational and business risks form a permanent and major part of the meeting agenda in the ARMSC's quarterly meetings. Further information on the ARMSC's activities in relation to risk management is disclosed in the ARMSC Report in the Annual Report.</p> <p>The Terms of Reference of the ARMSC in relation to risk management can be viewed on the ENRA's website at www.enra.my.</p>

Intended Outcome

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

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>There is an in-house Internal Audit function. The Internal Audit function operates within the framework of the International Professional Practices Framework by the Institute of Internal Auditors as stated in its Internal Audit Charter, which had been approved by the ARMSC. The Internal Audit function provides the ARMSC with independent opinions of processes, risk exposure and systems of internal control using the Committee of Sponsoring Organisation of the Treadway Commission Internal Control – Integrated Framework as a guide.</p> <p>The Internal Audit team which is headed by a qualified and competent person, who is a Chartered Member of the Institute of Internal Auditors Malaysia with more than 20 years of experience in internal auditing, independently reviews the key business processes, and reports to the ARMSC on a quarterly basis on the adequacy and effectiveness of the Group's internal control system. The ARMSC undertakes annual assessment of the performance of the Internal Audit function as well as the head of Internal Audit and recommends improvements where needed.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Internal Audit team is headed by Mr Melvinder Singh Harminder Singh, who is a Chartered Member of the Institute of Internal Auditors Malaysia with more than 20 years of experience in internal auditing. The present resources of the Internal Audit function comprise two permanent staff i.e., one head and one executive, all of whom are free from any relationship or conflicts of interest, which could impair their objectivity and independence.</p> <p>The Internal Audit function carries out its audits in accordance with the International Professional Practices Framework by the Institute of Internal Auditors.</p> <p>Disclosure of the same can be found in the ARMSC Report in the Company's Annual Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of timely, accurate, transparent and clear communication of the Group's strategies, performance, products & services and significant corporate developments with all stakeholders. The Company, through its internal Investor Relations Department and active participation of its Management team, maintains regular two-way communication with the investment community, media, press and its financiers to keep them updated with the latest development.</p> <p>The Board and the Management engage their stakeholders through group and one-on-one meetings, the annual/extraordinary general meetings and press conferences. Other forms of communication may include email correspondence, phone calls and letters. The Company is currently covered by a research house that obtain updates from our Investor Relations Department through information packs that may include, if not all, quarterly corporate updates, quarterly unaudited financial results and press releases.</p> <p>The Company also ensures timely and accurate announcements of financial results and all forms of significant transactions are made to Bursa Securities. These can also be found in ENRA's corporate website.</p> <p>Stakeholders are provided with the appropriate channels to express their concerns and queries through email contacts listed at the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The notice convening the 31st AGM of ENRA dated 27 July 2023 was issued more than 28 days prior to the AGM held on 7 September 2023, which gives shareholders sufficient time to prepare themselves to attend the AGM of the Company or to appoint a proxy to attend and vote on their behalf. Each item of special businesses included in the notice of AGM is accompanied by an explanatory statement for the proposed resolution to facilitate the full understanding and evaluation of the issues involved.</p> <p>The Company intends to maintain the practice of giving at least 28 days' notice for Annual General Meetings.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises that the presence of all Directors will provide opportunity for shareholders to effectively engage with the Directors and allow shareholders to raise questions directly to specific Director.</p> <p>The Directors are responsible to engage with shareholders in general meetings and provide details of the resolutions proposed along with any background information and recommendations that are relevant.</p> <p>The Chairman is responsible to directly answer questions raised by shareholders or refer specific question to the relevant Director.</p> <p>The 31st AGM of the Company were carried out on a virtual basis. All Directors attended the 31st AGM held on 7 September 2023.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company had conducted its 31st AGM virtually through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facility. The virtual meetings had enabled shareholders, proxies and corporate representatives to participate in the AGM of the Company remotely from wherever they are. If a shareholder is not able to participate in the AGM due to any reason, he or she could appoint a proxy to participate remotely and vote online on his or her behalf.</p> <p>The voting at the 31st AGM was conducted on a poll in accordance with Paragraph 8.29A of the MMLR of Bursa Securities. The Company had appointed SS E Solutions Sdn Bhd as Poll Administrator to conduct the polling process, and Commercial Quest Sdn Bhd (“Commercial Quest”) as independent Scrutineers to verify the poll results.</p> <p>The Administrative Notes of the 31st AGM including online registration and remote participation and voting procedures were provided to shareholders. A step-by-step guideline together with a short audio clip on the online voting module was played prior to the commencement of poll voting.</p> <p>The voting results for all the resolutions tabled were displayed on the screen.</p> <p>Minutes of the 31st AGM were made available on the Company’s website at www.enra.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>All the directors of ENRA, the Company Secretary and Senior Management attended the virtual 31st AGM of the Company.</p> <p>During the Questions & Answers ("Q&A") session, the shareholders were allowed to raise their queries and have real-time interaction with the Board and Senior Management as well as the External Auditors.</p> <p>The Chairman and the Board responded to all the questions raised by shareholders pertaining to the agenda and resolutions tabled. Questions that were not addressed during the Q&A session were responded to the respective shareholders via email after the meetings.</p> <p>The summary of proceedings of the 31st AGM as follows: -</p> <ol style="list-style-type: none">1. Opening remarks by the Chairman of the Meeting;2. Presentation of Audited Financial Statements for FY2023;3. Approval of Resolutions (1) to (7);4. Q&A session;5. A step-by-step guideline together with a short audio clip on the online voting module was played prior to the commencement of poll voting;6. Voting and poll results;7. Verification of poll results by the scrutineer, Commercial Quest; and8. Declaration of poll results by Chairman of the Meeting. <p>The shareholders were also allowed to pose their additional questions or queries to the Investor Relations team at ir@enra.com for their response after the 31st AGM.</p>
Explanation for departure	:

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

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

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application	: Applied
Explanation on application of the practice	: ENRA conducted the 31 st AGM on a virtual manner through live streaming and online remote voting using the RPV facility provided by SS E Solutions Sdn. Bhd. via its website at www.sshsb.net.my/login . The RPV platform allowing attendance of shareholders and proxies via remote participation and voting in absentia and have real-time interaction with Board and Senior Management during the meetings. Questions to the Board were submitted in advance and through the real time submission of typed texts during the proceedings of the meetings. The Administrative Notes provides to the shareholders also set out the procedures and step-by-step guidelines for shareholders and proxies to participate and vote at the meetings. The poll results of the 31 st AGM 2023 were announced to Bursa Securities and all questions and answers had been responded were enclosed to the Minutes of the 31 st AGM and uploaded onto the Company's website at www.enra.my .
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The Minutes of the 31 st AGM 2023 of the Company were uploaded onto the Company's website at www.enra.my to the shareholders within 30 business days after the 31 st AGM of the Company held on 7 September 2023.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

**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.

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