

CORPORATE GOVERNANCE REPORT

STOCK CODE : 8613
COMPANY NAME : ENRA Group Berhad
FINANCIAL YEAR : March 31, 2021

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	: Applied
Explanation on application of the practice	<p>The Board of ENRA Group Berhad ("ENRA" or "Company") has the overall responsibility for the corporate 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 three Executive Directors, 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> <ul style="list-style-type: none">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 and Risk Management Committee (“ARMC”).

- 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 a sound succession planning.

- Review and approve investment policies and guidelines for the Company’s surplus funds, asset allocation policy and policy on exposure limits on investment with banking institutions; and
- Review and approve the capital expenditure, purchase of fixed assets, operating expenditure, variation order and any

	<p>other matters in accordance with the approved authority limits.</p> <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 Directors 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 Directors and Management.</p> <p>The Board oversees and monitors the decisions and actions of the President & Group Chief Executive Officer, the Executive Directors 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 towards 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>Explanation for departure</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>		

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	:	<p>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 in ensuring all Board members receive sufficient information to enable them to meaningfully participate in all matters tabled to the Board for decision.</p> <p>The duties and responsibilities of the Chairman are clearly set out in the Board Charter on the Company's website at www.enra.my</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

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, Dato' Mazlin bin Md Junid 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 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 Company Secretary attends all meetings of the Board and Board Committees 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 assists the Board in coordinating the training and development of the Board members. During the financial year, the Company Secretary had organised three internal training sessions for the Directors. Programmes for these sessions were tailored to the Directors' requirements based on feedback of training needs. Invitations were also extended to the Senior Management of the Group to these internal training sessions. The Company Secretary also keeps the Board informed of external training programmes that are relevant to the Directors and attends to the necessary arrangements where required.</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

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

Practice 1.5

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

Application	:	Applied
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 Directors for comments after the meeting and re-circulated with the meeting pack for confirmation at the following meeting.</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 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 behavior 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 Audit and Risk Management Committee 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	:	
<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 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	:	<p>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.</p> <p>The Whistleblowing Policy is periodically reviewed by the Board to ensure its relevance.</p> <p>The Whistleblowing 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 4.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has a total of eight Directors in total, of which five are Independent Director. This number exceeded the minimum requirement for one-third of the Board members to be independent under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>All five 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 4.2

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

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

Application	:	Not applicable - No independent directors serving beyond 9 years	
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 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to 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 4.4

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

Application	:	Applied
Explanation on application of the practice	:	<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>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 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. Based on a schedule of retirement by rotation, the BNRC is responsible to recommend to the Board those Directors who are eligible to stand for re-election. The BNRC will take into account the results of the performance evaluation of the Directors.</p> <p>The Board had on 18 June 2020, endorsed the recommendation of the BNRC in respect of the Directors who are due to retire by rotation at the 28th Annual General Meeting of the Company, namely, Datuk Ali bin Abdul Kadir, Tan Sri Dato' Seri Shamsul Azhar bin Abbas and Dato' Mazlin bin Md Junid, be eligible to stand for re-election. All three Directors had expressed their intention to seek for re-election at the said 28th Annual General Meeting.</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 4.5

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

Application	:	Applied
Explanation on application of the practice	:	<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>In so far as boardroom diversity is concerned, the Board does not have a specific target for women directors. Evaluation of suitability of candidates is solely based on the candidates' character, competency, qualification, experience, time commitment and integrity in meeting the needs of the Company. The Board will take into consideration the requirement on gender diversity when vacancies on the Board arise.</p> <p>As at 31 March 2021, ENRA's workforce comprises 40% female with 14% 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

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

Practice 4.6

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

Application	:	Not applicable	
Explanation on application of the practice	:	There was no new appointment of Board members during the financial year ended 31 March 2021. Nonetheless, the Board may consider utilising independent sources to identify suitably qualified candidates for future appointments should the need arise.	
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 4.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has a BNRC comprising exclusively of Independent Non-Executive Directors. The Chairman of the BNRC is Datuk Anuar bin Ahmad.</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 2021, 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.(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 Annual General Meeting of the Company. <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

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

Practice 5.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out and its outcome.

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board through the BNRC conducts an evaluation of the performance of the Board and Board Committees as well as individual Directors annually.</p> <p>During the financial year under review, the BNRC had conducted an assessment on Board performance which was internally facilitated. The criteria covered are summarised as follows:</p> <ul style="list-style-type: none"> (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 ARMC 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. <p>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 in the coming year were tabled and approved by the Board. Areas of focus in the said action plans included amongst others, to spend more time on future strategy and also place scrutiny on investment decision making as well as to look</p>

into succession planning for Group Chief Executive Officer, who will be retiring in 12 months.

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 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 under review, 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"> • ENRA Group Directors & Senior Management In-House Training on Joint Venture conducted by Group Legal • ENRA Group Directors In-House Training on Related Party Transaction conducted by Group Commercial • E-Training for Directors on Anti-Corruption Policy and Procedure conducted by ENRA Group Legal • Crisis Management organised by Citibank • Enterprise Response to Covid 19 organised by Citibank • Anti-Money Laundering & Counter Terrorism Financing organised by Citibank
Tan Sri Dato' Kamaluddin bin Abdullah	<ul style="list-style-type: none"> • E-Training for Directors on Anti-Corruption Policy and Procedure conducted by ENRA Group Legal • ENRA Group Directors In-House Training on Related Party Transaction conducted by Group Commercial
Dato' Mazlin bin Md Junid	<ul style="list-style-type: none"> • ENRA Group Directors In-House Training on Related Party Transaction conducted by Group Commercial • E-Training for Directors on Anti-Corruption Policy and Procedure conducted by ENRA Group Legal • Webinar on Understanding Increasing Investor Expectations for Climate Governance jointly

		presented by Climate Governance Malaysia and Institutional Investors Council Malaysia
Kok Kong Chin	<ul style="list-style-type: none"> • ENRA Group Directors & Senior Management In-House Training on Joint Venture conducted by Group Legal • ENRA Group Directors In-House Training on Related Party Transaction conducted by Group Commercial • Webinar on Understanding Increasing Investor Expectations for Climate Governance jointly presented by Climate Governance Malaysia and Institutional Investors Council Malaysia • E-Training for Directors on Anti-Corruption Policy and Procedure conducted by ENRA Group Legal • Webinar on Sustainability for your Company conducted by MIRA • Virtual Tax Conference 2021 conducted by Thannees Tax Consulting Services 	
Tan Sri Dato' Seri Shamsul Azhar bin Abbas	<ul style="list-style-type: none"> • E-Training for Directors on Anti-Corruption Policy and Procedure conducted by ENRA Group Legal 	
Datuk Anuar bin Ahmad	<ul style="list-style-type: none"> • ENRA Group Directors & Senior Management In-House Training on Joint Venture conducted by Group Legal • ENRA Group Directors In-House Training on Related Party Transaction conducted by Group Commercial • E-Training for Directors on Anti-Corruption Policy and Procedure conducted by ENRA Group Legal • Refresher Training on Chemicals and Polymers conducted by Chemical Company of Malaysia (CCM) • Section 17A of MACC Act conducted by Raja Daryl & Loh • Competition Law conducted by CCM • PNB Knowledge Sharing Forum – Malaysia and ASEAN: Navigating US-China Relationship in the 21st Century conducted by Permodalan Nasional Berhad (PNB) 	

		<ul style="list-style-type: none"> • PETRONAS Board Excellence Series: MFRS Update by KPMG • PNB YTI Memorial Lecture by Professor Dr Robert Faff – How Safe are Safe Haven Assets in Malaysia conducted by PNB • Agile Enterprise conducted by Bain & Company • Audit Committee Conference 2021 - Agility, Empathy and Resilience: How the Audit Committee will thrive in the New Normal organised by the Malaysian Institute of Accountants and the Institute of Internal Auditors Malaysia
	Loh Chen Yook	<ul style="list-style-type: none"> • Webinar on Understanding Increasing Investor Expectations for Climate Governance jointly presented by Climate Governance Malaysia and Institutional Investors Council Malaysia • E-Training for Directors on Anti-Corruption Policy and Procedure conducted by ENRA Group Legal • Dealings in Listed Securities, Closed Period & Insider Trading organised by CKM Advisory
	Dato' Wee Yiau Hin	<ul style="list-style-type: none"> • Online Fraud Risk Management Workshop conducted by Bursa Malaysia • Online Course: Effective Fund-Raising and Valuations for The New Normal and Post Covid-19 conducted by MIRA • E-Training for Directors on Anti-Corruption Policy and Procedure conducted by ENRA Group Legal • ENRA Group Directors & Senior Management In-House Training on Joint Venture conducted by Group Legal • Webinar on Audit Committee Conference 2021 jointly organised by MIA and The Institute of Internal Auditors Malaysia • ENRA Group Directors In-House Training on Related Party Transaction conducted by Group Commercial • Tax Webinar 2020 - Personal Tax Filing : Maximizing Your Savings & Corporate Tax Submission : Essential Considerations conducted by Boardroom Business Solutions Sdn. Bhd.

		<ul style="list-style-type: none"> • Webinar on Business Post Covid organised by Asia School of Business • Webinar on Building Security in Unsecure World organised by Asia School of Business • Webinar on Digital Platform in the New World organised by Asia School of Business • Webinar on Restarting the Economy in the New Normal organised by The Asset Webinar • GFLP Webinar on Green Finance organised by Bank Negara, TsingHua 	
<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>			
<p>Explanation for departure :</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>			

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 6.1

The board has in place policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied																																						
Explanation on application of the practice	:	<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 Structures</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) Datuk Anuar bin Ahmad 2) Dato' Wee Yiau Hin 3) Mr Loh Chen Yook</td> </tr> <tr> <td></td> <td>ARMC Chairman</td> <td>RM10,000</td> <td>Tan Sri Dato' Seri Shamsul Azhar bin Abbas</td> </tr> <tr> <td></td> <td>ARMC Member</td> <td>RM6,000</td> <td>1) Datuk Ali bin Abdul Kadir 2) Datuk Anuar bin Ahmad 3) Dato' Wee Yiau Hin</td> </tr> <tr> <td></td> <td>BNRC Chairman</td> <td>RM6,000</td> <td>Datuk Anuar bin Ahmad</td> </tr> <tr> <td></td> <td>BNRC Member</td> <td>RM4,000</td> <td>1) Tan Sri Dato' Seri Shamsul Azhar bin Abbas 2) Dato' Wee Yiau Hin</td> </tr> <tr> <td>Meeting attendance allowances</td> <td>All Non-Executive Directors</td> <td>RM1,000 per day</td> <td></td> </tr> </tbody> </table>			Description		Fees Structures	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) Datuk Anuar bin Ahmad 2) Dato' Wee Yiau Hin 3) Mr Loh Chen Yook		ARMC Chairman	RM10,000	Tan Sri Dato' Seri Shamsul Azhar bin Abbas		ARMC Member	RM6,000	1) Datuk Ali bin Abdul Kadir 2) Datuk Anuar bin Ahmad 3) Dato' Wee Yiau Hin		BNRC Chairman	RM6,000	Datuk Anuar bin Ahmad		BNRC Member	RM4,000	1) Tan Sri Dato' Seri Shamsul Azhar bin Abbas 2) Dato' Wee Yiau Hin	Meeting attendance allowances	All Non-Executive Directors	RM1,000 per day	
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	<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 general remuneration 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	:
<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 6.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<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 2021, the BNRC had undertaken the following activities in relation to remuneration matters:</p> <ul style="list-style-type: none"> (a) Considered and recommended the renewal of service agreements of the Executive Directors. (b) Considered and recommended the remuneration of the Non-Executive Directors for shareholders' approval at the Annual General Meeting of the Company. (c) Reviewed and recommended the performance bonus and annual salary increment for the employees. (d) Reviewed the performance of key management personnel. (e) Reviewed the scorecard achievements and recommended the performance rewards for the Executive Directors. (f) Endorsed the key performance indicators in respect of the Executive Directors' scorecards for the next financial year. (g) Considered and recommended the Mutual Separation Scheme undertaken by the Company
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 7.1

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

Application :	Applied																																																				
Explanation on application of the practice :	<p>Details of the Directors' remuneration received and receivable in respect of the year ended 31 March 2021 on a named basis are set out in the tables below. The remuneration breakdown of Executive Directors includes base salary and emoluments comprising allowances on claim basis, employee insurance scheme, statutory contributions and performance-based bonus whilst the remuneration breakdown of Non-Executive Directors comprises fees and meeting allowances.</p> <p>(1) <u>Non-Executive Directors</u></p> <table border="1"> <thead> <tr> <th>Name</th> <th>Fees (RM'000)</th> <th>Benefits (Meeting Allowance) (RM'000)</th> <th>Company Total (RM'000)</th> <th>Remuneration from subsidiaries (RM'000)</th> <th>Group Total (RM'000)</th> </tr> </thead> <tbody> <tr> <td>Datuk Ali bin Abdul Kadir</td> <td>86</td> <td>11</td> <td>97</td> <td>-</td> <td>97</td> </tr> <tr> <td>Tan Sri Dato' Seri Shamsul Azhar bin Abbas</td> <td>84</td> <td>11</td> <td>95</td> <td>-</td> <td>95</td> </tr> <tr> <td>Datuk Anuar bin Ahmad</td> <td>72</td> <td>11</td> <td>83</td> <td>-</td> <td>83</td> </tr> <tr> <td>Dato' Wee Yiau Hin</td> <td>70</td> <td>11</td> <td>81</td> <td>-</td> <td>81</td> </tr> <tr> <td>Loh Chen Yook</td> <td>60</td> <td>9</td> <td>69</td> <td>-</td> <td>69</td> </tr> <tr> <td>Total (FY2021)</td> <td>372</td> <td>53</td> <td>425</td> <td>-</td> <td>425</td> </tr> <tr> <td>Total (FY2020)</td> <td>372</td> <td>72</td> <td>444</td> <td>-</td> <td>444</td> </tr> </tbody> </table>					Name	Fees (RM'000)	Benefits (Meeting Allowance) (RM'000)	Company Total (RM'000)	Remuneration from subsidiaries (RM'000)	Group Total (RM'000)	Datuk Ali bin Abdul Kadir	86	11	97	-	97	Tan Sri Dato' Seri Shamsul Azhar bin Abbas	84	11	95	-	95	Datuk Anuar bin Ahmad	72	11	83	-	83	Dato' Wee Yiau Hin	70	11	81	-	81	Loh Chen Yook	60	9	69	-	69	Total (FY2021)	372	53	425	-	425	Total (FY2020)	372	72	444	-	444
Name	Fees (RM'000)	Benefits (Meeting Allowance) (RM'000)	Company Total (RM'000)	Remuneration from subsidiaries (RM'000)	Group Total (RM'000)																																																
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(2) Executive Directors

Name of EDs	Salaries (RM'000)	Other Emoluments (RM'000)	Company Total (RM'000)	Remuneration from subsidiaries (RM'000)	Group Total (RM'000)
Tan Sri Dato' Kamaluddin bin Abdullah	655	163	818	-	818
Dato' Mazlin bin Md Junid	459	437	896	225	1,121
Kok Kong Chin	562	158	720	-	720
Total (FY2021)	1,676	758	2,434	225	2,659
Total (FY2020)	1,707	712	2,419	-	2,419

(The disclosure below also serves to comply with paragraph 11 of Part A, Appendix 9C of the Main Market Listing Requirements)

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

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

Practice 7.2

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

Application	:	Departure														
Explanation on application of the practice	:															
Explanation for departure	:	<p>The remuneration for the Company's top five (5) Senior Management (including benefits-in-kind and other emoluments) in the FY2021 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>RM1,100,000 up to RM1,150,000</td><td>1</td></tr><tr><td>RM800,000 up to RM850,000</td><td>2</td></tr><tr><td>RM700,000 up to RM750,000</td><td>1</td></tr><tr><td>RM450,000 up to RM500,000</td><td>1</td></tr><tr><td></td><td></td></tr><tr><td>Total</td><td>5</td></tr></tbody></table> <p>The detailed remuneration of the top three (3) key senior management namely, Tan Sri Dato' Kamaluddin bin Abdullah, Dato' Mazlin bin Md Junid and Mr Kok Kong Chin, who are also Executive Directors of the Company, are disclosed under the Practice 7.1 section above. The remuneration of the other two (2) key senior management namely, Encik Ami Akhram bin Abdullah and Mr Rayburn Azhar Bin Ali, 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> <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>	Range of Remuneration	No. of Senior Management	RM1,100,000 up to RM1,150,000	1	RM800,000 up to RM850,000	2	RM700,000 up to RM750,000	1	RM450,000 up to RM500,000	1			Total	5
Range of Remuneration	No. of Senior Management															
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RM450,000 up to RM500,000	1															
Total	5															

	<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>The total remuneration received by Key Senior Management of the Group in respect of the financial year ended 31 March 2021 is disclosed under Note 37 (c) of the Financial Statements in the Company's Annual Report. The Company believes such disclosure still allows stakeholders a fair view of the total remuneration paid to such key executives within the context of the Group'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>: Please explain the measure(s) the company has taken or intend to take to adopt the practice.</p>
<p>Timeframe</p>	<p>: Choose an item.</p>

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 7.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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 8.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Audit and Risk Management Committee is chaired by the Senior Independent Non-Executive Director, 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 8.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>None of the members of the Board were former key audit partners within the cooling-off period of two (2) years. Hence, no such person is appointed as a member of the Audit and Risk Management Committee ("ARMC").</p> <p>For good measure, the Board had formalised such a policy in writing by amending the Terms of Reference of the ARMC to reflect the requirements of Practice 8.2 of the MCGG. The following provisions had been included under Clause 3 pertaining to "Membership" of the Terms of Reference of the ARMC with effect from 27 June 2018:</p> <p><i>"No former key audit partner is eligible to be appointed as a member of the Committee unless he/she has observed a cooling-off period of at least 2 years. In this regard, a former key audit partner includes the engagement partner, the individual responsible for the engagement of quality control review, and other audit partners, if any, on the engagement team who make key decisions or judgements on significant matters with respect to the audit of the financial statements of the Group on which the auditor will express an opinion."</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	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

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 8.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Terms of Reference of the ARMC have outlined the roles and responsibilities of the ARMC in assessing the suitability and independence of the external auditor.</p> <p>The ARMC undertakes annual assessment of the performance, quality of audit and competency of the external auditors including their independence, objectivity and professionalism. The ARMC 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>In respect of the audit of the Group's financial statements for the year ended 31 March 2021, the ARMC was satisfied with the quality of audit and competency of Messrs BDO and had recommended the re-appointment of Messrs BDO as auditors for shareholders' approval at the forthcoming 29th Annual General Meeting of the Company. The ARMC 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 2021, 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 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	All four ARMC 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 8.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC members who served during the financial year under review 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. Datuk Ali bin Abdul Kadir, who is a member of the ARMC, is a Fellow of the Institute of Chartered Accountants in England and Wales (ICAEW), a member of the Malaysian Institute of Certified Public Accountants (MICPA) and a member of the Malaysian Institute of Accountants (MIA).</p> <p>During the performance evaluation of the ARMC, the BNRC was satisfied that the ARMC had effectively discharge its duties and responsibilities.</p> <p>All ARMC members undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices, rules and regulations. The ARMC 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 under Practice 5.1 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 9.1

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 ARMC. The ARMC 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 ARMC 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 9.2

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 9.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	<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.</p> <p>The members of the ARMC, 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 ARMC's quarterly meetings. Further information on the ARMC's activities in relation to risk management is disclosed in the ARMC Report in the Annual Report.</p> <p>The Terms of Reference of the ARMC 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 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<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 ARMC. The Internal Audit function provides the ARMC 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 ARMC on a quarterly basis on the adequacy and effectiveness of the Group’s internal control system. The ARMC 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 10.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<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 ARMC 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 11.1

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 Malaysia Securities Berhad. 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 11.2

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

Application	:	Not applicable	
Explanation on application of the practice	:	The Company is not under definition of Large Companies.	
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 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Notice of the 28th Annual General Meeting (“AGM”) of ENRA was issued on 27 August 2020 together with the Annual Report 2020 to shareholders, giving more than 28 days’ notice of the AGM which was held on 25 September 2020.</p> <p>The Notice of 28th AGM, which sets out the details of businesses to be transacted at the AGM, was also announced to Bursa Malaysia Securities Berhad, and published in a local newspaper and on the Company’s corporate website.</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 12.2

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

Application	:	Applied
Explanation on application of the practice	:	<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 28th AGM was carried out on a fully virtual basis and all Directors had participated in the 28th AGM held on 25 September 2020 physically or virtually due to travel restrictions amidst the Covid-19 pandemic.</p> <p>The Chairman of the Board, Deputy Chairman, the Chairman of ARMC and BNRC were present physically at the Broadcast Venue in accordance with the SC's Guidance on the Conduct of General Meetings for Listed Issuers dated 18 April 2020.</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

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

Practice 12.3

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>In light of the Coronavirus Disease 2019 (COVID-19) outbreak and as part of the safety measures, the Company had conducted its 28th AGM and Extraordinary General Meeting (“EGM”) fully virtual 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 and EGM of the Company remotely from wherever they are. If a shareholder is not able to participate in the AGM and/or EGM 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 28th AGM and EGM was conducted on a poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company had appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the polling process, and Commercial Quest Sdn Bdn as independent Scrutineers to verify the poll results.</p> <p>The Administrative Notes of the 28th 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. The Chairman then declared the resolutions carried based on the results shown on the screen.</p> <p>Minutes of the 28th AGM and EGM were also made available on 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	:	