

CORPORATE GOVERNANCE REPORT

STOCK CODE : 2143
COMPANY NAME : ECM Libra Group Berhad
FINANCIAL YEAR : December 31, 2022

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 is responsible to build a sustainable business and to set goals, strategies and organisational policies of the Group. It also oversees the conduct of the Group's businesses, ensures various control systems are in place as well as regularly reviews and assesses such systems to ensure its adequacy and integrity. The Board Charter sets out the functions, roles and responsibilities of the Board including and not limited to the following and the Board is guided accordingly:</p> <ul style="list-style-type: none">- to set, approve and monitor the strategic direction of the Group and ensure the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;- to oversee and evaluate the conduct and performance of the Group's businesses and supervise and assess performance of management to determine whether the business is properly managed;- together with management, promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;- to identify and manage principal risks affecting the Group and recognise the business decisions involve the taking of appropriate risks;- to ensure there is a sound framework for internal controls and risk management;- to set the risk appetite within which management is expected to operate and ensure there is an appropriate risk management framework to identify, analyse, manage and monitor significant financial and non-financial risks;- to review and decide on senior management's proposals for the Group and monitor its implementation by senior management;

	<ul style="list-style-type: none"> - to ensure senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and senior management; - to ensure procedures are in place to enable effective communication with stakeholders; - to ensure all the Directors are able to understand financial statements and form a view on the information presented; and - to ensure the integrity of the Company's financial and non-financial reporting. <p>The Board Charter is published on the website of the Company (www.ecmlibra.com) at the dedicated section on Investor Relations.</p> <p>The Board is mindful of the importance of business sustainability and ensures that particular attention is given to promote sustainability when formulating the goals and strategies of the Group.</p> <p>To ensure the Group is efficiently managed, the Board has meeting on a quarterly basis and additionally as and when required, with the presence of senior management. At the Board meeting, the Board deliberates a formal schedule of matters specifically reserved for its deliberation and any proposals from senior management, and is updated by senior management on the Group's affairs including the performance of the Group and the status of implementation of approved proposals. The Board members have unlimited access to all information with regard to the activities of the Group during deliberations at the Board meeting as well as through regular interaction with senior management who are obliged to provide the Board with complete, well-focused and adequate information. The Directors are encouraged to obtain information on the Group's activities at any time by consultation with senior management. With all these arrangements, the Board members would have a clear understanding of the Group's affairs which enable them to discharge their duties and responsibilities competently and in an informed manner.</p> <p>Specific authorities of the Board are delegated to the Chief Executive Officer and the Board Committees. The Chief Executive Officer who is accountable to the Board, together with senior management are responsible for the day-to-day operations of the Group which include, among others:</p> <ul style="list-style-type: none"> - formulating, recommending and implementing the strategic objectives of the Group; - translation of the strategic business plan approved by the Board into annual operating and financial plans of the business; - managing and fully utilising the Group's human, physical and financial resources and other available resources to achieve the Group's objectives; - discharging duties and responsibilities within the delegated authority limits set by the Board;
--	---

	<ul style="list-style-type: none"> - performing the day-to-day responsibility and managing all aspects of the day-to-day running of the Group and ensuring the Group conforms with relevant laws and regulations and its compliance framework; - developing, implementing and managing the Group's risk management and internal control system and operating within the acceptable risk level set by the Board; - developing, implementing and updating policies and procedures; - keeping abreast with industry and economic trends and updates in the environment where the Group operates in; and - furnishing the Board with accurate, timely and clear information to enable the Board to perform its duties and make decisions. <p>During the financial year, the Board was assisted by the Board Committees comprising Board Audit & Risk Management Committee ("BARMC") and Nomination and Remuneration Committee ("NRC") in the discharge of its duties. The respective Board Committees reported to the Board on significant matters deliberated at the meetings and key recommendations for the Board's consideration and approval.</p> <p>The BARMC is responsible to review and approve the internal and statutory audit plans and the audit reports, and evaluate internal controls, including risk management and compliance matters. The BARMC reviews the quarterly interim financial statements and year-end financial statements of the Group and the Company and considers related party transactions and conflict of interest situations that may arise within the companies in the Group. The BARMC is also responsible to review the appointment/re-appointment of the external auditors and their fees, and the scope, competency and resources of the internal audit function.</p> <p>The NRC is responsible for assessing and recommending new nominees to the Board, re-appointment of retiring Directors as well as Directors to fill seats on the Board Committees; assessing the effectiveness of the Board and the Board Committees; and to review the required mix of skills, experience and other qualities which Directors should bring to the Board. The NRC is responsible to assess the independence of Independent Directors based on the criteria established by the NRC. The NRC is also responsible to assess and recommend to the Board the appointment of Chief Executive Officer, oversee the succession of Board members and Chief Executive Officer and evaluate the performance of the Chief Executive Officer and other key senior management of the Group. The NRC facilitates board induction and oversees continuing education programmes to be provided to Board members in areas that would strengthen their contribution to the Board. The NRC is also responsible for assessing and recommending to the Board the remuneration of Directors and key senior management officers, and the payment of performance bonus and salary increments for employees of the Group.</p>
--	--

	The terms of reference of the BARMC and the NRC set out in the Appendices I and II to the Board Charter are made available on the website of the Company (www.ecmlibra.com) at the dedicated section on Investor Relations.			
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	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

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 Chairman of the Board leads the Directors in discharging the Board's duties and responsibilities and oversight of management. The responsibilities of the Chairman include, among others, the following:</p> <ul style="list-style-type: none">- leading the Board in establishing and monitoring good corporate governance practices in the Company;- leading the Board and ensuring its effectiveness in all aspects of its role;- ensuring the efficient organisation and conduct of the Board's function and meetings;- leading the Board meetings and discussions and acting as a facilitator to ensure effective contribution of all Directors at the Board meetings and discussions;- encouraging active participation and allowing dissenting views to be freely expressed;- promoting constructive and respectful relations between Directors, and between the Board and management; and- ensuring effective communication with shareholders and relevant stakeholders and that their views are communicated to the Board. <p>The Nomination and Remuneration Committee ("NRC") undertook an annual assessment on the performance of Dato' Seri Kalimullah bin Masheerul Hassan, the Chairman of the Board and the results of the assessment were satisfactory. The NRC was generally in agreement that the Chairman of the Board had encouraged and built healthy boardroom dynamics as well as an effective decision-making process where alternatives were adequately deliberated on before a decision was made. The NRC also agreed that the Chairman of the Board had ensured that the Board's workload was properly managed and, where appropriate, was allocated to the Board Committees with specific terms of reference approved by the Board.</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

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	:	To ensure there is a balance of power and authority, the positions of the Chairman and the Chief Executive Officer of the Company are held by different Directors who respectively have their own duties and responsibilities. The Chairman of the Board leads the Directors in the performance of the Board's duties and responsibilities and oversight of management whilst the Chief Executive Officer who is accountable to the Board, is responsible for growing the Group's overall business and providing direction in the implementation of strategies, policies and business plans approved by the Board. The Chairman of the Board is Dato' Seri Kalimullah bin Masheerul Hassan and the Chief Executive Officer is Mr Gareth Lim Tze Xiang who is also a Director of 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

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	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the Board, Dato' Seri Kalimullah bin Masheerul Hassan, is not a member of the Board Committees, i.e. Board Audit & Risk Management Committee and Nomination and Remuneration Committee. He was not invited to and did not attend any of the meetings of the Board Committees held during the financial year.</p> <p>The Board took cognizance of Practice 1.4 and would ensure the Chairman of the Board is not appointed to the Board Committees and does not involve in the meetings of the Board Committees.</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 1.5

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>All members of the Board have access to the advice and support of suitably qualified and competent Company Secretaries. The Company Secretaries play important advisory roles and are the source of information and advice to the Board on any issues related to procedural and statutory requirements that may affect the Company and the Group. The Company Secretaries update the Board on any material changes in law and regulatory development and advise the Board on the required action to be taken to ensure the Company and the Group's compliance with the regulatory requirements.</p> <p>As at 31 December 2022, the Company Secretaries of the Company were Ms Wong Choy Ling, Ms Cynthia Gloria Louis and Ms Chew Mei Ling.</p> <p>Ms Wong Choy Ling was appointed as company secretary on 28 August 2020. She is a registered member of the Malaysian Institute of Accountants and qualified to act as a company secretary under the Companies Act 2016.</p> <p>Ms Cynthia Gloria Louis and Ms Chew Mei Ling were appointed as joint company secretaries on 1 October 2022. Both company secretaries completed their requirements with the Institute of Chartered Secretaries and Administrators and are now members of the Malaysian Institute of Chartered Secretaries and Administrators.</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	:	The Board members were provided with the notices setting out the agenda together with the comprehensive Board papers at least five (5) days prior to the Board meeting so that the Board members could have sufficient time to go through the Board papers and prepare themselves for the meeting. The Chairman with the assistance of the Company Secretaries ensured the information and relevant supporting documents provided in the Board papers were of sufficient clarity and quality and adequate and well in advance for the Board to make informed decisions. Upon conclusion of the meeting, the Company Secretaries ensured the minutes detailing matters discussed at the meeting, Board members who were abstained from deliberation and voting on a particular matters and reasons of abstaining, and the decision of the Board, were circulated to the Board members on a timely manner before the minutes were confirmed and approved at the next meeting.	
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 Board has established a Board Charter which sets out the functions, roles and responsibilities of the Board, Board Committees, individual Directors and management, authority of the Board, formal schedule of matters reserved for its purview and so forth. The Board is guided by its Board Charter in the discharge of its duties and responsibilities so that the interests of shareholders, customers and other stakeholders are well protected. The Board Charter is made available on the Company's website (www.ecmlibra.com) and is reviewed at least once a year and updated as and when necessary to align with changes in the business environment and needs of the Group and the regulatory requirements.</p> <p>During the financial year, the Board reviewed and adopted the updated Board Charter and the same was immediately uploaded onto the website 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

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 Board has established the Directors' Code of Conduct and Ethics ("Directors' Code") which sets out the fundamental guiding principles and standards applicable to the Boards of the Company and its subsidiaries. The Directors' Code also sets out measures that are put in place to govern the daily conduct of the Board on matters relating to conflict of interest, insider trading, giving and receiving gifts, bribery and corruption, competition and anti-money laundering, among others. The Directors' Code was incorporated in the Board Charter and made available on the website of the Company (www.ecmlibra.com) at the dedicated section on Investor Relations.</p> <p>The Code of Ethics for Company Directors issued by the Companies Commission of Malaysia observed by the Board have been embedded in and formed part of the Directors' Code. The Code of Ethics for Company Directors sets out the standards of conduct and prudent business practices as well as standards of ethical behaviour with the purpose to enhance the standard of corporate governance and corporate behaviour. The Code of Ethics for Company Directors describes, among others, that the Directors:</p> <ul style="list-style-type: none">- Should ensure at all times that the Company is properly managed and effectively controlled;- Should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;- Should disclose immediately all contractual interests whether directly or indirectly with the Company;- Should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of their powers in discharging their duties; and- Relationship with shareholders, employees, creditors and customers:<ul style="list-style-type: none">o should be conscious of the interest of shareholders, employees, creditors and customers of the Company;

	<ul style="list-style-type: none">o should at all times promote professionalism and improve the competency of management and employees; ando should ensure adequate safety measures and provide proper protection to workers and employees at the workplace. <p>Directors would act and carry out their duties and responsibilities in accordance with the Directors’ Code and comply with all applicable laws, rules, regulations and the Constitution in order to uphold good corporate integrity. The Directors would exercise their authorities for the purposes they were conferred, and for the benefit of the Company.</p> <p>The Group has also established a Code of Business Conduct & Ethics to be observed by all employees of the Group including the Board and the said code is accessible to the employees via the intranet of the Group.</p> <p>The Board has put in place the Anti-Bribery and Corruption Policy and the Gift and Hospitality Policy as control measures to ensure the Directors and employees are aware of their responsibilities in regard to observing and upholding the Group’s zero-tolerance position on bribery and corruption. The Directors and employees are required to abide by the said policies. The Anti-Bribery and Corruption Policy and the Gift and Hospitality Policy are available on the intranet and website of the Company (www.ecmlibra.com) and accessible to all employees of the Group. The Anti-Bribery and Corruption Policy and the Gift and Hospitality Policy are to be reviewed periodically to ensure the policies remain appropriate and fit to serve the purpose.</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

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 entrusted the Board Audit & Risk Management Committee ("BARMC") to be responsible for overseeing the application of the Whistle Blowing Policy which has been put in place to enable the Group to take necessary measures so as to minimize, discourage, detect and prevent any form of unlawful, unethical, non-compliance and questionable practices within the Group. The Whistle Blowing Policy governs reporting and investigations of allegations of suspected improper/unethical activities, violations of the laws, regulations, internal policies, procedures, guidelines and code of ethics and the whistle blower protection.</p> <p>The Whistle Blowing Policy is published on the website of the Company (www.ecmlibra.com) and intranet of the Group and is accessible to the employees of the Group. The Whistle Blowing Policy provides a mechanism and a minimum standard to be adhered by all the companies across the Group in dealing with disclosure on questionable actions or wrongdoings by personnel in the Group. The employees are encouraged to report in good faith if they are aware of any wrongdoing, malpractice or corporate misdeed has been, is being, or is likely to be committed within the Group. They are guided by the Whistle Blowing Policy when relaying any information in relation to the abovementioned either in writing or through oral communication to designated persons stated in said Policy. Upon receipt of report made by employees together with available evidence which has been verified accordingly, the BARMC would evaluate and make decision to determine the process that is to be initiated thereafter. The identity of the employee who is the whistle blower, will be kept confidential, unless so required under the provisions of the law or policy, and for the purpose of conducting a competent investigation, the disclosure of which would be subject to the consent of the whistle blower.</p> <p>The Whistle Blowing Policy is reviewed periodically to ensure it still remains relevant, appropriate and fit for its purpose.</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 4.1

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>Setting the tone from the top, the Board is accountable for ensuring that sustainability is integrated into the strategic direction of the Group and its operations. One of the roles and responsibilities of the Board under its Board Charter is to set, approve and monitor the strategic direction of the Group and ensure the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social ("EES") considerations underpinning sustainability.</p> <p>The Board has established Board Committees comprising the Board Audit & Risk Management Committee, and Nomination and Remuneration Committee to assist the Board in discharging its duties and responsibilities.</p> <p>At the operational level, the strategic management of material sustainability matters is led and driven by the Chief Executive Officer, with progress and key developments escalated to the Board, accordingly. The Chief Executive Officer, together with senior management, conduct regular meetings with hotel managers and heads of departments on monthly basis to review and make executive decisions on material issues and business strategies, including EES related matters.</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	:	The Board approves the sustainability statement, which forms part of the Company's yearly Annual Report. Through the Company's Annual Report which is available on the Company's website (www.ecmlibra.com) at the dedicated section on Investor Relations, both the internal and external stakeholders are able to continue to stay informed of the Group's sustainability strategies, priorities, targets, as well as performance against these targets.	
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 is periodically briefed by the Chief Executive Officer at the Board meetings on key sustainability issues relevant to the Group and its business, including climate-related risks and opportunities.</p> <p>On 24 November 2022, the Board was briefed on the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad pertaining to the Enhanced Sustainability Reporting Framework and the updated Sustainability Reporting Guide and Toolkits. The Board duly noted the various implementation dates of the enhancements and will implement such enhancements as and when 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

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 Nomination and Remuneration Committee (“NRC”) undertook an annual assessment on the performance of the Board, amongst others, in addressing the Group’s material sustainability risks and opportunities.</p> <p>The annual assessment was internally facilitated and the NRC and the Board were satisfied that the Board has discharged their duties and responsibilities effectively.</p> <p>For the senior management, elements of EES metrics form part of the key performance indicators in their performance appraisal. The EES metrics consist of, amongst others, hotels' ratings, customers' feedback and regulatory compliance.</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

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	:	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 5.1

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 Nomination and Remuneration Committee ("NRC") conducted annual assessment on the effectiveness of the Board and reviewed the required mix of skills, experience and other qualities which the Directors could bring to the Board and confirmed the composition of the Board was appropriate and suitable, with a good mix of skills and core competencies to discharge their duties and responsibilities and to meet the business needs of the Group. The NRC reviewed the tenure of services of directors and was of the view that continued tenure of directorship could bring considerable stability to the Board and the Company would be benefited from Directors who have, over time, gained valuable insight into the Group.</p> <p>The Board has put in place the Policy on Tenure of Independent Director which sets a cap of twelve (12) years on the tenure of Independent Directors. Upon completion of twelve (12) years, such Directors shall resign or can be re-designated as Non-Independent Directors. However, the Board could retain them in the same capacity subject to approval of the shareholders being obtained at an annual general meeting via a two-tier voting process. At the Seventeenth Annual General Meeting ("17th AGM") held on 9 June 2022, based on the recommendation of the NRC, the Board had provided justifications and sought approval of shareholders via a two-tier voting process to enable the Independent Directors, Datuk Kamarudin bin Md Ali and En Mahadzir bin Azizan who had served as Independent Non-Executive Directors of the Company for sixteen (16) years to continue serving in the same capacity until the conclusion of the next annual general meeting.</p> <p>The Constitution of the Company provides that at least one-third of the Directors are subject to retirement by rotation at each annual general meeting and that all Directors shall retire at least once in every three years. Dato' Seri Kalimullah bin Masheerul Hassan and Mr Gareth Lim Tze Xiang (collectively referred to as "Retiring Directors") were subject to retirement by rotation at the 17th AGM. The NRC referred to the results of the annual assessment of individual Directors (including the Retiring Directors) and conducted the fit and proper assessment on the Retiring Directors in accordance with the Directors' Fit and Proper Policy ("Policy") for their re-election as Directors. In the assessment of the fitness and propriety of the Retiring Directors, the NRC took into</p>

	consideration the Retiring Directors' skills, experience, performance and contribution at the Board meetings, probity and integrity as well as level of time commitment to discharge their duties. The aforementioned are the fit and proper criteria for the re-election of Directors as set out in the Policy and the NRC assessed that the Retiring Directors had met the said criteria and they were fit and proper persons to be re-elected as Directors of the Company. The same was recommended to the Board and subsequently to the shareholders for approval at the 17th AGM.	
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	:	As at the financial year ended 31 December 2022, the Board comprised six (6) Directors, three (3) of whom were independent. The Board has exercised its judgement that the composition of the Board with 50% Independent Directors fairly reflects the investment in the Company by all the shareholders and is appropriate to protect the interest of all the shareholders.	
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

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	:	Applied
Explanation on application of the practice	:	<p>The Board is of the view that a Director's independence should not be determined solely based on the tenure of service. The continued tenure of directorship brings considerable stability to the Board. The Company has benefited from Directors who have, over time, gained valuable insight into the Group. The ability and effectiveness of an Independent Director is dependent on his calibre, qualification, experience, integrity and objectivity in discharging his responsibilities in good faith in the best interest of the Company and to safeguard the interests of the shareholders of the Company.</p> <p>Despite the twelve (12) years cap set on the tenure of independent directors under the Policy on Tenure of Independent Director approved by the Board in the year 2015, the Board had sought and obtained approval of the shareholders at the Seventeenth Annual General Meeting held on 9 June 2022 through a two-tier voting process for Datuk Kamarudin bin Md Ali and En Mahadzir bin Azizan who had served as Independent Non-Executive Directors of the Company for sixteen (16) years, to continue in the same capacity until the conclusion of the forthcoming Seventeenth Annual General Meeting, based on the following justifications that the two (2) Directors:</p> <ul style="list-style-type: none">(i) had met the criteria set in the annual assessment of their independence in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;(ii) had vast experience gained at senior management level in their past career. Their financial management and legal background had provided support to enable the Board to discharge its duties effectively and in a competent manner;(iii) had acted in the best interest of the Company by providing independent view to the deliberations and decision making of the Board and Board's Committees;(iv) understood the Group and its businesses, the industry and challenges and therefore were able to contribute to the development of the Group;

	(v) were able to devote time and commitment to attend to the functions and duties as independent director, including attendance and informed participation at Board and Board's Committee meetings; and (vi) had confirmed that notwithstanding the sixteenth (16) year tenure, they could and would remain objective and independent in expressing their opinions and in participating in the decision making and act in the best interest of 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	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

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 Board aims to maintain a diversity of expertise, skills, competency, personalities and attributes among the Directors and the senior management so as to provide a comprehensive range of perspectives and experiences, resulting in improved decision making. The Board would only set aside specific targets in relation to gender, ethnicity and age diversity if the situation so requires and if it is in the best interest of the Company.</p> <p>The Board recognises the contribution that women could bring to the Board and takes cognizance of the requirement to have at least one female Director to be on the Board pursuant to a new requirement under the Main Market Listing Requirement of Bursa Malaysia Securities Berhad in relation to director appointment which will take effect on 1 June 2023. The Board would look for a woman candidate that is suitable and qualified for the new appointment on the Board before the new requirement takes effect.</p> <p>In April 2022, the Nomination and Remuneration Committee ("NRC") reviewed and recommended the new Directors' Fit and Proper Policy ("Policy") to the Board for approval. The Policy was approved by the Board for adoption and subsequently made available on the website of the Company, www.ecmlibra.com, at the dedicated section on Investor Relations. The Policy sets out the fit and proper criteria for the appointment and re-appointment of Directors to the Boards of the Company and its Group. The NRC and the Board will be guided accordingly by the Policy in their review and assessment of candidates that are to be appointed to the Board as well as Directors who are seeking re-election.</p> <p>In considering a new appointment of Director to the Board, the NRC would conduct a fit and proper assessment on a candidate who has been identified to be appointed as Director in accordance with the Policy. Each member of the NRC would complete the Directors'/Key Senior Management Officers' Evaluation Form comprising structured questions related to the assessment of fitness and propriety of new</p>

	<p>Director. The NRC would assess a candidate's qualification, skills, knowledge, experience, competency and other relevant factors which would contribute to the Board's mixed of skills. In the assessment of appointment of new Director, the NRC would also take into consideration a candidate's capabilities, personal integrity, financial integrity, probity, relevant past performance or track record, reputation, time commitment to discharge his/her duties and responsibilities and contribution that the candidate would bring to the Board and the Group and other appropriate character and requisite quality of that person. A person that is politically active will not be considered as a candidate for election to the Board. A candidate is required to make a fit and proper declaration in the form prescribed by the NRC. The form shall include a declaration by the candidate on any existing or potential conflict of interest that could affect the execution of his/her role as a Director on the Board. As part of the assessment by the NRC, a bankruptcy search would also be conducted on the candidate. The above criteria are also applied in the assessment of appointment of a Chief Executive Officer. With regard to the appointment of new Independent Director, additional assessment will be conducted on independence of a candidate based on the criteria established by the NRC. A candidate is required to complete the Independent Directors' Self-Assessment Form prescribed by the NRC for assessment of independence of new Independent Director. The NRC will review the outcomes of the fit and proper assessment and if applicable, the results of assessment of independence of Independent Director and make recommendation to the Board for approval if a candidate has been assessed fit and proper for the appointment to the Board and the Group.</p> <p>During the financial year ended 31 December 2022, there was no new appointment to the Board or Chief Executive Officer.</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	:	The Nomination and Remuneration Committee ("NRC") is responsible for assessing and recommending new nominees to the Board. In respect of appointment of new Directors, selection of candidates would be facilitated through recommendations from the Directors or external parties including the Company's contacts in related industries, and finance, legal and accounting professions. The NRC may obtain services of independent recruitment firms to source for suitably qualified candidates for directorship. There was no new appointment of Director during the financial year ended 31 December 2022.	
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>Based on the results of annual assessment of individual Directors (including the retiring Directors), the Nomination and Remuneration Committee ("NRC") undertook assessment on the fitness and propriety of Dato' Seri Kalimullah bin Masheerul Hassan and Mr Gareth Lim Tze Xiang (collectively referring to as "Retiring Directors"), the Directors who were subject to retirement by rotation at the Seventeenth Annual General Meeting ("17th AGM") held on 9 June 2022, for their re-election as Directors of the Company in accordance with the Directors' Fit and Proper Policy ("Policy"). The Retiring Directors had given their consent for their re-election as Directors at the 17th AGM and bankruptcy search was conducted on them as part of the fit and proper assessment. In assessing fitness and propriety of the Retiring Directors, the NRC considered the skills, experience, performance, contribution at Board meetings, probity and integrity and level of time commitment of Dato' Seri Kalimullah bin Masheerul Hassan and Mr Gareth Lim Tze Xiang individually. The aforementioned are the fit and proper criteria for the re-election of Directors as set out in the Policy and the NRC assessed that the Retiring Directors had met the said criteria and they were fit and proper persons to be re-elected as Directors of the Company.</p> <p>The NRC reported to the Board the results of fit and proper assessment of the Retiring Directors and recommended to the Board for their re-election as Directors for approval of shareholders at the 17th AGM. The Board, after having considered the results of the evaluation, concurred with the NRC that the Retiring Directors were fit and proper persons to be re-elected as Directors of the Company. The Board supported the re-election of the Retiring Directors and subsequently recommended the same to the shareholders for approval at the 17th AGM. The relevant resolutions were set out in the Notice of 17th AGM for consideration and approval of the shareholders. The results of the fit and proper assessment of Dato' Seri Kalimullah bin Masheerul Hassan and Mr Gareth Lim Tze Xiang and the Board's recommendation on their re-election as Directors of the Company as mentioned above were set out in the Notice of 17th AGM and the profiles of the Retiring Directors</p>

	including the details of their family relationship with other Directors and major shareholders and whether there is conflict of interest between the Retiring Directors and the Company, were made available in the Annual Report 2021. The aforementioned had enabled the shareholders to make informed decision when exercising their votes on the resolutions relating to the re-election of Dato' Seri Kalimullah bin Masheerul Hassan and Mr Gareth Lim Tze Xiang as Directors of 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

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 Nomination and Remuneration Committee (“NRC”) is chaired by En Mahadzir bin Azizan, a member of the NRC who is an Independent Non-Executive Director of the Company.</p> <p>Practice 5.8 has been adopted and incorporated in the terms of reference of the NRC and the appointment of a new Chairman of the NRC, if any, would be guided accordingly.</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

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	:	<p>The Board supports a policy of non-discrimination on the basis of gender, ethnicity and age for the Board and the workforce and would only set aside specific targets in relation to gender, ethnicity and age diversity if the situation so requires and if it is in the best interest of the Company.</p> <p>The Board recognises the contribution that women could bring to the Board and takes cognizance of the impending amendments to the Main Market Listing Requirements of Bursa Malaysia Securities ("Bursa Securities") which requires at least a female Director to be on the Board. Therefore, the Company would appoint a female Director to the Board within the stipulated timeline given by Bursa Securities.</p>	
<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

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 Board adopted a policy of non-discrimination on the basis of gender, ethnicity and age for the Board and the workforce and would only set aside specific targets in relation to gender, ethnicity and age diversity if the situation so requires and if it is in the best interest of the Company and the same was disclosed in the Annual Report.</p> <p>As at 31 December 2022, the Board comprised all male members who were aged between 40 and 74, of which 50% were Bumiputera and 50% were Chinese. The Group's workforce comprised 49% female and 51% male, of which 64.1% were Bumiputera, 23.5% were Chinese and 12.4% were Indian. The Group has a fair mix of employees in various age groups with 57.5% of employees below the age of 30, 24.8% between the age of 30 and 39, 11.1% between the age of 40 to 49 and 6.6% above the age of 50. The Board is of the view that the current workforce composition reflects adequate diversity in terms of gender, ethnicity and age; obviating the need to set specific diversity policy 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

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	: <p>The annual assessment on the effectiveness of the Board and the Board Committees was carried out during the financial year ended 31 December 2022 via Evaluation Form comprising questions related to Board's structure, Board's operations, Board's roles and responsibilities, Board Chairman's role and responsibilities and Board Committees of the Company. Each member of the Nomination and Remuneration Committee ("NRC") completed the Evaluation Form and the results of the evaluation were compiled and tabled to the NRC for discussion. Subsequently, the NRC reported their views and recommendations to the Board for consideration. The effectiveness of the Board and Board Committees were assessed in the areas of composition, mix of skills and experience, administration and process of meeting, quality of decision making, contribution and commitment. Based on the results of the assessment, the Board concurred with the NRC that the composition of the Board and Board Committees are appropriate and suitable with a good mix of skills, core competencies and a good balance of Independent Directors and the Board and Board Committees have discharged their roles and responsibilities accordingly.</p> <p>During the financial year ended 31 December 2022, the NRC undertook annual assessment of individual Directors by reviewing the qualification, skills and experience of individual Directors to ensure the composition of the Board is appropriate with a good mix of skills and core competencies in order to discharge its duties and responsibilities and to meet the business needs of the Group. The NRC undertook assessment of performance, contribution, fitness, propriety, calibre and personality of individual Directors to ensure each Director was fit and proper to continue to serve as Director of the Company by completing the Directors'/Key Senior Management Officers' Evaluation Form comprising structured questions related to the assessment of the aforementioned. The NRC took into consideration the competency,</p>

	<p>capabilities, probity, personal integrity, reputation, participation and contribution in the Board and Board Committees, level of time commitment of individual Directors and other relevant factors when undertaking the assessment of their performance, contribution, fitness, propriety, calibre and personality. The NRC assessed the level of time commitment of individual Directors to discharge their responsibilities based on the record of their attendance at the Board and Board Committee meetings held during the financial year, the number of directorships in public listed companies held by them and their participation in continuing training programme and/or non-structured continuing professional development through reading articles relating to topics relevant to the business of the Group. The NRC deliberated on the outcome of the annual assessment on individual Directors and reported the outcome with their views and recommendations to the Board for consideration. The Board was satisfied with the results of the assessment that there is a good mix of skills in the composition of the Board to meet the business needs of the Group and all the Directors had devoted sufficient time to discharge their responsibilities.</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 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 Board has put in place a remuneration policy for Directors and key senior management ("Remuneration Policy"). The Remuneration Policy for Directors and key senior management officers outlines the remuneration framework and procedures to determine the remuneration of the Directors and key senior management officers.</p> <p>Under the remuneration framework, annual performance of Executive Director and key senior management officers are reviewed and evaluated against the Key Performance Indicator in determining the reward to them under the Bonus, Increment and Promotion Exercise. Remuneration packages for the Executive Director and key senior management officers are formulated to be competitive, with emphasis being placed on performance of the Group as well as the individual, experience and scope of responsibilities and aims to attract, motivate and retain the right staff to manage the Group. The remuneration of Executive Director and key senior management officers can be made up of salary, defined contribution plan, monetary incentives and other fringe benefits.</p> <p>In determining the remuneration for Non-Executive Directors, the Board would ensure the level of remuneration is commensurate with the experience and level of responsibilities undertaken by them. The remuneration of Non-Executive Directors comprises annual Directors' fees, an allowance for every Board and Board Committee meeting attended, medical coverage and other claimable benefits. Non-Executive Directors may be reimbursed for expenses they incurred, if any, in the course of performing their services. The remuneration of Non-Executive Directors shall not be based on the commission, percentage of profits, or turnover and this policy applies to Independent Directors as well which has helped in avoiding any conflict of interest that may impair their objectivity and independence judgement when carrying out their duties.</p>

	The Remuneration Policy for Directors and key senior management officers is made available on the Company's website (www.ecmlibra.com) at the dedicated section on Investor Relations. During the financial year, the Board reviewed the Remuneration Policy for Directors and key senior management and agreed that it remains, relevant, appropriate and fit for its purpose.	
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 7.2

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 Board established the Board Remuneration Committee ("BRC") on 27 September 2006. On 26 February 2020, the BRC and the Board Nomination Committee ("BNC") combined into a single committee and renamed as Nomination and Remuneration Committee ("NRC"). The NRC assumed the roles and responsibilities of the BRC and BNC. The NRC consists of non-executive independent Directors.</p> <p>The Board approved the terms of reference of the NRC which sets out its authorities and responsibilities. The responsibilities of the NRC include assessing and recommending to the Board the remuneration of Directors and key senior management officers, and the payment of performance bonus and salary increments for employees of the Group.</p> <p>The terms of reference of the NRC is available on the Company's website (www.ecmlibra.com) at the dedicated section on Investor Relations and would be reviewed at least once a year and updated as and when necessary to align with changes in the business environment and the regulatory requirements.</p> <p>Directors had abstained in the discussion and voting on decisions regarding their own remuneration whether at the NRC meeting or Board meeting. In line with Practice 7.2, Directors who were shareholders of the Company and persons connected with them had voluntarily abstained from voting on the resolutions pertaining to their fees and remuneration tabled at the Seventeenth Annual General Meeting held on 9 June 2022.</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 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	:	<p>The details of the remuneration of the Directors of the Company on a named basis for the financial year ended 31 December 2022 is set out in the following table.</p> <p>The Company has adopted Practice 8.1 and the abovementioned details are also disclosed on page 21 of the Annual Report 2022 as required under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p>

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	Dato' Seri Kalimullah bin Masheerul Hassan	Non-Executive Non-Independent Director	50	5	0	0	0	0	55	50	5	0	0	0	0	55
2	Dato' Lim Kian Onn	Non-Executive Non-Independent Director	30	5	0	0	0	0	35	30	5	0	0	0	0	35
3	Datuk Kamarudin bin Md Ali	Independent Director	52	11	0	0	0	0	63	52	11	0	0	0	0	63
4	Mahadzir bin Azizan	Independent Director	48	11	0	0	0	0	59	48	11	0	0	0	0	59
5	Oh Teik Khim	Independent Director	48	11	0	0	0	0	59	48	11	0	0	0	0	59
6	Gareth Lim Tze Xiang	Executive Director	0	0	360	250	0	73	683	0	0	864	250	0	134	1,248
7	-	Choose an item.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8	-	Choose an item.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9	-	Choose an item.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10	-	Choose an item.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11	-	Choose an item.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
12	-	Choose an item.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13	-	Choose an item.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
14	-	Choose an item.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
15	-	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 8.2

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	:	Due to confidentiality and sensitivity of the remuneration package of senior management, it would be in the best interest of the Company for not disclosing their remuneration on a named basis.	
		As an alternative to Practice 8.2, the Company has disclosed the remuneration of senior management (excluding Executive Director) for the financial year ended 31 December 2022 in the following manner:	
		Range of Remuneration	Senior Management
		RM550,001 to RM600,000	1
		Total	1
		The above disclosure is also available on page 21 of the Annual Report 2022.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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	-	-	-	-	-	-	-	-
2	-	-	-	-	-	-	-	-
3	-	-	-	-	-	-	-	-
4	-	-	-	-	-	-	-	-
5	-	-	-	-	-	-	-	-

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 Chairman of the Board Audit & Risk Management Committee (“BARMC”) and the Chairman of the Board are held by two different Directors. The Chairman of the BARMC is Datuk Kamarudin bin Md Ali whilst the Chairman of the Board is Dato’ Seri Kalimullah bin Masheerul Hassan. Practice 9.1 has been adopted and incorporated in the term of reference of the BARMC and the appointment of a new Chairman of the BARMC, if any, will be guided accordingly.	
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

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 members of the Board Audit & Risk Management Committee ("BARMC") is a former audit partner of the external audit firm of the Group ("Former Audit Partner").</p> <p>The Board took cognizance that a director who is a Former Audit Partner could only be appointed to the BARMC after he has passed the three (3) year cooling-off period. During the annual review of the terms of reference of BARMC at the Board meeting held on 25 February 2022, the Board had revised the cooling-off period to be observed by a director who is a Former Audit Partner before his appointment to the BARMC, from two (2) years to three (3) years.</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	:	During the financial year, with the feedback provided by management, the Board Audit & Risk Management Committee ("BARMC") undertook an annual assessment on the performance, suitability and independence of the external auditors, Messrs BDO PLT ("BDO"), according to the guidelines and procedures set out in the External Auditors Assessment Policy ("Policy"), for their re-appointment as auditors of the Company for the financial year ended 31 December 2022. The assessment focused on the adequacy of resources of BDO to manage and undertake the audit, level of appropriateness of BDO's fee to support the quality of their service, level and quality of service provided by BDO, communication between BDO and the management as well as the competence, knowledge, experience and independence of advice provided by the engagement partner of BDO, amongst others, the criteria set out in the Policy with regard to the re-appointment of external auditors. During the assessment on BDO for their re-appointment as external auditors, other than the criteria as aforementioned, the BARMC also took into consideration information presented in the Transparency Report of BDO, i.e. the audit quality measures of BDO to uphold their audit quality and in managing risks and also the audit quality indicators which provide indicators of the audit quality of BDO. The BARMC satisfied that BDO had met the criteria for re-appointment as external auditors as set out in the Policy and recommended their re-appointment as auditors of the Company for the financial year ended 31 December 2022 to the Board for endorsement. The Board satisfied with the results of assessment on the performance, suitability and independence of BDO and subsequently recommended the same for approval of shareholders at the Seventeenth Annual General Meeting held on 9 June 2022. Their re-appointment was approved by the shareholders at the meeting held thereat and shall lapse at the conclusion of the forthcoming Eighteenth Annual General Meeting.
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

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	:	The Board Audit & Risk Management Committee ("BARMC") comprises solely Independent Directors since it was established on 28 June 2006. This would remain unchanged unless there is a change required under the relevant regulatory requirement. Practice 9.4 has been adopted and incorporated in the terms of reference of the BARMC.

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 Chief Financial Officer and the external auditors of the Company would inform the Board Audit & Risk Management Committee (“BARMC”) members of any updates and changes in the financial reporting development including the relevant new and amended major financial reporting standards and their implication on the financial reporting of the Group. Further elaboration would be given to the BARMC members on those updates and changes that have significant impact on the financial position and financial performance of the Group.</p> <p>The BARMC members would also attend relevant courses and trainings as necessary to enhance their skills and knowledge which could assist in the discharge of their duties. The details of relevant courses and trainings attended by the BARMC members, Datuk Kamarudin bin Md Ali, En Mahadzir bin Azizan and Mr Oh Teik Khim, are set out on page 15 of the Annual Report 2022.</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

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 appointed the Board Audit & Risk Management Committee (“BARMC”) comprising Independent Directors to examine the effectiveness of the Group’s risk management policies, processes and infrastructure which are established to manage various types of risks and to ensure an effective internal audit function. This is accomplished through the Chief Financial Officer who undertakes the risk management function and the independent outsourced Internal Auditors who undertake the internal audit function for the Group. The BARMC oversees the establishment of a robust risk management framework.</p> <p>During the financial year, the BARMC reviewed the quarterly risk management reports that covered the review and management of risks including and not limited to regulatory compliance, operational, financial, legal, cyber and corruption risks, in the day-to-day business operation and activities of the Group and ensured there were internal control measures and mitigating factors in place to manage and mitigate the risks encountered by the Group.</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

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	:	<p>The Board Audit & Risk Management Committee ("BARMC") was appointed by the Board to examine the effectiveness of the Group's risk management policies, processes and infrastructure which are established to manage various types of risks and to ensure an effective internal audit function. This is accomplished through the Chief Financial Officer who undertakes the risk management function and the independent outsourced Internal Auditors who undertake the internal audit function for the Group. The focus is on areas of priority identified through risk assessment and in accordance with the plans approved by the BARMC. In the process of risk identification and evaluation, a "bottom-up" approach is adopted. Specific risks are identified by the respective business/operating units and self-assessed with guidance by the Chief Financial Officer in the identification, evaluation and quantification, monitoring and management of such risks undertaken by the Group as a whole. The regular risk assessment exercise using the "bottom-up" approach promotes risk awareness and facilitates the effective control and management of potential risks for the Group, as risk identification, evaluation and mitigation are reported to the Chief Financial Officer for review and reporting to top management and the BARMC, for high-level direction and management, where applicable.</p> <p>The framework of the Group's system of internal control and key procedures include:</p> <ul style="list-style-type: none">- a management structure with clearly defined lines of responsibility and appropriate levels of delegation to govern the Group's business activities to be consistent with the Group's overall business objective and risk appetite and subjected to adequate risk management and internal controls;- clear definitions of limits of authority to cover inter alia the day-to-day operations, credit limit, investment and capital expenditure. The limits of authority have been approved by the Board and put in place to ensure control procedures and limits are implemented and complied with;

	<ul style="list-style-type: none"> - key functions such as finance, credit control, human resources and legal matters are controlled centrally. Internal control measures such as segregation of duties, independent checks, segmented system access controls and multi-tier authorisation processes are put in place to ensure these key functions are operating within the control environment; - the management determines the applicability of risk monitoring and reporting procedures and is responsible for the identification and evaluation of significant risks applicable to their areas of business and operation together with the design and operation of suitable internal controls. The business and support units each undertakes periodic self-assessment to identify and assess the effectiveness of the controls put in place for all material activities, processes and systems to manage the risks identified. The undertaking of self-assessment serves as an early warning tool to drive appropriate management action before the risks materialise into losses; - policies and procedures with embedded internal controls are documented in a series of Policies and Procedures that are subjected to periodic review for updating of any changes in operational processes or regulatory requirements. The business and support units in the Group are guided by the Policies and Procedures in performing their duties to ensure compliance with internal controls and relevant laws and regulations; - corporate values, which emphasise on ethical behaviour and quality services, are formalised into a Code of Conduct as set out in the Group's Employee Handbook and the Board Charter. The Code of Conduct provides guidance to the Directors and employees of the Group on expected moral and ethical behaviour in carrying out their duties; - updates relating to regulatory requirements/guidelines from Bursa Malaysia Securities Berhad, Securities Commission Malaysia and other regulatory bodies are disseminated to the relevant employees of the Group on a timely manner to ensure compliance of the activities of the Group with the relevant regulatory requirements; - Whistle Blowing Policy that governs reporting and investigations of suspected unethical activities, violations of laws and regulations, guidelines and others is put in place; - Anti-Bribery and Corruption Policy and Gift and Hospitality Policy as control measures to ensure Directors and all employees are well aware of their responsibilities in regards to observing and upholding the Group's zero-tolerance position on bribery and corruption; and - all the business units within the Group draw up their business plan and budget and their performance are tracked on a monthly basis as part of the overall management of the business risk.
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

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	:	Not Adopted
Explanation on adoption of the practice	:	

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>The internal audit function of the Group has been outsourced to an independent internal audit service provider (“Internal Auditors”) who reports directly to the Board Audit & Risk Management committee (“BARMC”). The BARMC relies on the support of the Internal Auditors to ensure the internal audit function is effective and able to function independently.</p> <p>During the financial year, the BARMC reviewed and approved the internal audit plan presented by the Internal Auditors and ensured adequate scope and coverage of internal audit on activities and operations of the Group. The BARMC also assessed if adequate time and resources were allocated by the Internal Auditors to perform the audit. Based on the approved internal audit plan, the Internal Auditors scheduled and conducted internal audit reviews and subsequently provided the BARMC with reports highlighting outcome of the review and their recommendations for improvement to be implemented; as well as reporting on action taken by the management to address any lapses. The BARMC reviewed the reports including follow-up report provided by the Internal Auditors and ensured that actions taken by management were satisfactory and within the agreed timeline.</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 function of the Group has been outsourced to Messrs Crowe Governance Sdn Bhd (“Crowe Malaysia”), an independent internal audit service provider. All the internal audit personnel involved are free from any relationships or conflicts of interest, which could impair their objectivity and independence. All employees in Crowe Malaysia are required to complete the Independence Declaration Form on annual basis. In addition, all the internal audit personnel involved are required to acknowledge on the Employee Professional Conduct And Ethics Declaration on assignment basis.</p> <p>Crowe Malaysia will assign 2 to 4 internal audit personnels for each internal audit engagement. Mr Amos Law is the person responsible for the internal audit. He holds a Certification in Risk Management Assurance. He is a Certified Internal Auditor and a Chartered Member of The Institute of Internal Auditors Malaysia. All the internal audit personnel are guided by the International Professional Practices Framework issued by The Institute of Internal Auditors Malaysia in carrying out the internal audit function.</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 Company is committed to provide all stakeholders with timely and equitable access to material information that is comprehensive and accurate. The Company's website (www.ecmlibra.com) serves as the main mean of communication for the Company to reach its shareholders and other stakeholders. All the information of the Company including its Annual Reports, quarterly financial results, all corporate announcements and circulars to shareholders together with the Board Charter, Directors' Code of Conduct and Ethics, terms of reference of Board Committees, minutes of general meetings and other corporate information are made available on the Company's website at the dedicated section on Investor Relations.</p> <p>The stakeholders of the Company could contact the Company if they wish to have further details with regard to the Company. The contact details of the Company which include an email address (GroupCommDL@ecmlibra.com) are published on the website of the Company. Any email correspondences from the stakeholders to the Company through the said email address will be escalated by the Company Secretaries to the relevant senior management or to the Board who will respond to the stakeholders accordingly. The management has the option of calling for meetings with investors/analysts if it is deemed necessary. The shareholders of the Company can liaise with the Company Secretaries if they require any assistance on matters affecting their interests. The contact details of the Company Secretaries which include an email address (secretarialdl@ecmlibra.com) are published on the website of the Company. The Company meets and communicates with its employees at the town hall meeting held periodically. At the town hall meeting, the Company shares its goals and values as well as important information such as the performance, financial position and future prospect of the Group, with its employees and they are freely to provide their feedback and views. Employees are encouraged to raise their concerns or questions related to work or staff welfare either before the town hall meeting (via a link provided by the Company) or at the meeting itself. Any questions or concerns raised by the employees will be addressed by the Chief Executive Officer/Executive Director or the Chief Financial Officer accordingly at the town hall meeting.</p>

	The Board opines that all these arrangements have allowed effective, transparent and regular communication of all parties.			
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	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

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 Seventeenth Annual General Meeting ("17th AGM") of the Company was convened virtually on 9 June 2022. The notice of 17th AGM together with the Statement Accompanying Notice of 17th AGM, the Administrative Guide for the 17th AGM and the proxy form (collectively referred to as "AGM Documents") were made available on the website of the Company (www.ecmlibra.com) on 28 April 2022 pursuant to the Constitution of the Company. The shareholders were notified of the same via the Notification to Shareholders issued by the Company on 28 April 2022. The website link and QR Code where the shareholders could view and download the AGM Documents were also provided in the said Notification. The Company had ensured that the notice of 17th AGM was made available to the shareholders at least 28 days before the 17th AGM. The notice of 17th AGM was also published in the press and made public via Bursa Malaysia Securities Berhad.</p> <p>The Board with the assistance of the Company Secretaries had ensured the notice of 17th AGM contained sufficient information relating to the resolutions to be tabled at the meeting so that the shareholders could have sufficient information to make informed decision.</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 Seventeenth Annual General Meeting ("17th AGM") of the Company was held virtually 9 June 2022. The date of the 17th AGM was made available after consulting with all the Directors, and in advance to all the Directors before the end of the previous financial year so that the Directors could plan ahead with their schedules and make themselves available for the 17th AGM.</p> <p>All the Directors attended the 17th AGM of the Company remotely. With the attendance of all the Directors, opportunities were provided for the shareholders to meet and interact with the Directors and also for the shareholders to raise questions that the Directors could clarify and elaborate on at the meeting. The Chairmen of the Board & Audit Risk Management Committee and the Nomination and Remuneration Committee were present at the 17th AGM to answer questions from the shareholders on the respective committees' activities and matters within their duties and responsibilities. Hence, the shareholders would have sufficient information before exercising their rights of voting at the 17th 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

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	:	The Company had convened its Seventeenth Annual General Meeting ("17th AGM") on 9 June 2022 on a fully virtual basis through live streaming and online remote participation and voting via the Remote Participation and Voting ("RPV") facilities provided by the Company's Share Registrar via its TIIH Online website at https://tiih.online . The RPV facilities allowed the shareholders and proxies to register, participate and vote remotely at the 17th AGM and pose their questions prior to and during the 17th AGM via query box. With fewer obstacles to attending the meeting, the 17th AGM held virtually using the RPV facilities had facilitated greater participation of shareholders and proxies at the 17th AGM.
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	:	The digital meeting platform equipped with the Remote Participation and Voting ("RPV") facilities that provided by the Company's Share Registrar had enabled the shareholders and proxies to transmit their questions electronically to the Board and the management via the query box (real time) during the Seventeenth Annual General Meeting ("17th AGM") held virtually on 9 June 2022. Prior to the 17th AGM, shareholders and proxies could submit their questions to the Board and the management via the TIIH Online website of the Share Registrar of the Company at https://tiih.online between the period from the date of the notice of 17th AGM on 28 April 2022 up to 48 hours before the time appointed for holding the 17th AGM. Shareholders and proxies had been given sufficient time to submit their questions to the Board and the management prior to the 17th AGM and also to pose their questions via the query box (real time) during the meeting. The Board and the management attended to the questions received from the shareholders and proxies and shared their responses with the shareholders and proxies at the 17th AGM. Such arrangement by the Company had given the opportunity for the shareholders and proxies to have a real-time and two-way interaction with the Board and management at the 17th AGM.
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 13.5

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.

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company had engaged the service of the Share Registrar to provide the Company a digital meeting platform equipped with Remote Participation and Voting ("RPV") facilities and video conferencing facilities as well as other infrastructures required for its Seventeenth Annual General Meeting ("17th AGM") held virtually on 9 June 2022.</p> <p>The digital meeting platform, TIIH Online website at https://tiih.online, provided by the Share Registrar was a user-friendly meeting platform. It acted as a one-stop center for the shareholders and proxies to remotely register, participate, pose questions and vote at the same venue. The shareholders and proxies were guided by clear and precise procedures and instructions available at the digital meeting platform to register, participate and vote electronically at the 17th AGM via the RPV facilities. The digital meeting platform which supported by a reliable connection and host server had enabled the 17th AGM to be taken place smoothly, questions to be sent in prior to the meeting and live Question & Answer sessions (via query box) to be conducted during the meeting. The digital meeting platform also provided the shareholders and proxies the option to cast a vote live during the meeting or to vote prior to the 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

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 Company uploaded the complete minutes of the Seventeenth Annual General Meeting ("17th AGM") held on 9 June 2022 on the website of the Company (www.ecmlibra.com) at the dedicated section on Investor Relations within 30 business days after the conclusion of the said meeting. The minutes of 17th AGM detailing matters discussed at the meeting, responses of the Company to the questions raised by the shareholders and poll results for the resolutions tabled at the meeting are available on the website of the Company and accessible by public including the shareholders.
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.

Click or tap here to enter text.