CORPORATE GOVERNANCE REPORT

STOCK CODE : 0059

COMPANY NAME: Ecobuilt Holdings Berhad

FINANCIAL YEAR : May 31, 2021

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCEDisclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

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

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

SECTION A - DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice		The Board of Directors ("Board") of Ecobuilt Holdings Berhad ("Ecobuilt" or "the Company") is committed to advocate high standards of corporate governance in Ecobuilt and its subsidiaries ("the Group"). Being a responsible steward of the Group, the Board is dedicated to discharge its duties with due care, skill and diligence.
		The key responsibilities of the Directors, amongst others, are as follows:
		Review, Adopt and Monitor Strategic Plans of the Group
		The Board plays an active role in the development of the Group's overall corporate strategy, marketing plan and financial plan. In view of the ever-changing business environment, the Board formulate both short and long-term strategies of the Group together with its proposed business plans for the forthcoming year. The Board also monitors budgetary exercise to support the Group's business plan and budget plan.
		Implement Internal Compliance Controls and Justify Measures to Address Principal Risks
		The Board is aware of the responsibilities to maintain a proper internal control system. The Board is responsible to oversee the Group's internal control system, including financial condition of the business, operational, regulatory compliance as well as risk management matters.
		Formulate and Implement an Appropriate Succession Planning
		The Board is responsible to formulate and have in place an appropriate succession plan encompassing the appointment, training and determination of compensation for Senior Management of the Group, annual assessment of Directors'

	performance and, where appropriate, retirement and appointment of new Board members.
	Develop and Implement an Investor Relations Program or Shareholder Communications Policy for the Group
	The Board understands the importance of delivering timely and accurate information to shareholders and other stakeholders. All shareholders and stakeholders are entitled to be informed in a timely and readily accessible manner of all material information concerning the Group through a series of regular disclosure events during the financial year. In this regard, the Group's website is the primary medium in providing information to all shareholders and stakeholders. The key responsibilities of the Board are set out in the Board Charter, which can be referred to on the Company's website at www.eco-built.com.my/corporate-info/ .
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Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	 The Chairman, Dato' Noordin Bin Sulaiman, assumes the responsibility for leading the Board in its collective oversight of management to ensure the overall effectiveness of the Board. In fulfilling this role, supported by the Executive Director, the Chairman shall: - Provide support and guidance to Senior Management Officers in assisting and facilitating management succession planning; Groom and mentor Senior Management Officers to achieve consistently high levels of professionalism and excellent performance; Provide leadership to the Board and is responsible for the developmental needs of the Board, establish and nominate good corporate governance practices; Ensure that guidelines and procedures are in place to govern the Board's operation and conduct; Ensure the smooth functioning of the Board and the governance structure and inculcate positive culture in the Board; Ensure that procedures and processes are in place to facilitate effective conduct business by the Board; Chair Board meetings and ensure all relevant issues are on the agenda of Board meetings; Ensure the Board receives necessary management reports relating to the Group's business on a timely basis and able to participate openly in discussions at Board meetings; and Chair General Meetings of the Company and provide clarification on issues that may be raised by shareholders.
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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 1.3The positions of Chairman and CEO are held by different individuals.

Application	Applied
Explanation on application of the practice	The Chairman of the Board is Dato' Noordin Bin Sulaiman, an Independent Non-Executive Director, while the position of Chief Executive Officer ("CEO") is held by Datuk Ong Chee Koen, an Executive Director.
	The Chairman is entrusted to lead the Board in the oversight of management while the CEO is primarily responsible for the Group's daily business operations and day-to-day management. The clear segregation of responsibilities between the Chairman and CEO, along with their respective roles and responsibilities, have been outlined in the Board Charter to ensure the balance of power and authority within the Group. The detailed division of the roles and responsibilities of the Chairman and CEO can be referred to the Board Charter, which is made available on the Company's website at www.eco-built.com.my/corporate-info/ .
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Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

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

Application :	Applied
Explanation on application of the practice	Applied The Company is supported by two (2) qualified Company Secretaries, namely Ms Joanne Toh Joo Ann and Ms Sia Ee Chin, who play an advisory role to the Board, particularly with regards to regulatory requirements and corporate governance matters to ensure an effective discharge of the Board's duties and responsibilities. Ms Joanne Toh Joo Ann is a Licensed Secretary by the Companies Commission of Malaysia and Ms Sia Ee Chin is an Associate and Member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"). The summary of the relevant activities carried out by the Company Secretaries during FYE 2021 are as follows: - (a) Advised the Directors on their roles and responsibilities and provided regular updates on new statutory and regulatory requirements relating to the discharge of the Directors' duties and responsibilities; (b) Ensured that the Board and the Board Committees function effectively; (c) Monitored the latest developments in corporate governance and facilitated the Board's application on the best practices of Malaysian Code on Corporate Governance ("MCCG"); (d) Attended all Board and Board Committees meetings and facilitated Board communications; (e) Ensured that the deliberations and decisions made by the Board and Board Committees are accurately recorded in the minutes and all meetings are properly kept; (f) Recorded the Directors' interests' disclosures and advised the interested Directors the requirements on restrictions in voting or deliberation on related matters during the meetings; (g) Facilitated and attended engagement with the regulators; and (h) Managed processes of the Annual General Meeting ("AGM").
	The duties and responsibilities of Company Secretary are outlined in the Board Charter, published on the Company's website at www.eco-built.com.my/corporate-info/ .

	During the FYE 2021, the Company Secretaries had undertaken continuous professional development by attending relevant conferences, trainings and seminars programmers to keep themselves abreast of the latest regulatory changes and developments in accordance to the Main Market Listing Requirements ("Listing Requirements"), MCCG and Companies Act 2016.
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Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognised the importance of timely, complete and accurate information supply in promoting informed Board discussions and deliberations. All meetings are scheduled ahead of time to ensure that all Directors are able to reserve their dates for the Company. The Chairman, together with Management and Company Secretaries, are responsible to ensure that all Directors receive adequate and timely information prior to Board and Board Committee meetings. The Board has full and unrestricted access to all information within the Company for the effective discharge of their responsibilities. All Directors are provided, with regards to the scheduled meetings, with detailed information and reports on financial, regulatory and audit matters on a timely basis by way of Board papers for their perusal in advance to assist them in making informed decision and deliberation during the meetings. The deliberations and decision during the meetings are recorded in the meeting minutes and the process for recording abstention by Directors on a particular matter is in place. The minutes are then circulated to the Board in a timely manner. All Directors are entitled to obtain independent professional advice, if necessary, at the Company's expense from time to time to provide the Board with adequate knowledge on matters being deliberated. All Directors also have full and unrestricted access to any information pertaining to the listed issues.
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There is demarcation of responsibilities between the board, board committees and management.

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

Practice 2.1

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

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

Application	:	Applied	
Explanation on application of the practice		The Board has outlined a Board Charter to serve as a primary reference for the Directors by outlining the composition and balance, roles and responsibilities, operation and processes of the Board to ensure that all Board members are aware of their clear roles and responsibilities when acting on behalf of the Company. While delegating certain authorities to the Board Committees, there are still matters that are specifically reserved for the Board's decision, such as: - • Approval of financial results; • Declaration of dividends; • Business acquisition; and • Corporate proposal. The Board Charter is reviewed periodically or as and when necessary to ensure that the dynamic needs of the Group are consistently met. A copy of the Board Charter is available for reference at the Company's	
Explanation for departure	:		
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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	:	The Board is committed to maintain a corporate culture which engenders ethical conduct across the Group. As an effort to increase corporate value, the Board has in place the Code of Ethics ("Code") which summarises the best practices for the Company to endeavour and the areas in daily operations which require further caution in order to minimise any inherent risks.
		The Code provides guidance for Directors in relation to the ethical and behavioural considerations and/or actions when addressing their duties and obligations during the appointment. This code, by its nature, is not meant to cover all possible issue that may arise in daily operations, but rather set forth key guiding principles and Company policies.
		The Board will review the Code when necessary to ensure that it remains relevant and appropriate in line with the latest development. The Code is available at the Company's website at www.eco-built.com.my/corporate-info/ .
Explanation for departure	:	
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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		As part of the continuous efforts to promote good corporate governance, the Company has established and implemented the Whistle Blowing Policy in order to create a platform for the employees to report genuine concerns in relation to any violation or improper conduct or wrongdoing within the Group. Any relevant concerns shall be reported to the Chairman or Independent Directors and investigation will be carried out fairly and accordingly. The Company will take necessary disciplinary action against an employee who has engaged in violation or improper conduct within the Group. A copy of the whistleblowing policy is published at the Company's
		website at www.eco-built.com.my/corporate-info/.
Explanation for departure	:	
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Measure	:	
Timeframe	:	

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

Practice 4.1

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

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Application :	Applied			
Explanation on : application of the practice	In FYE 2021, the Board has a total of four (4) members comprising one (1) Executive Director (who is also holding the concurrent position of CEO at present) and three (3) Independent Non-Executive Directors. The Board is of the opinion that there is a fairly strong independent element on the Board, with the constitution of more than 50% Independent Non-Executive Director in the Board. The independence of each Director is reviewed by the Nomination Committee on an annual basis. All three (3) Independent Non-Executive Directors had satisfied with the requirements of independence as stipulated under the Listing Requirements.			
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Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.2

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

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

Application	:	Not applicable - No independent director(s) serving beyond 9 years				
Explanation on application of the practice	:	The Board is mindful of the recommendation in Practice 4.2 of the MCCG that the tenure of an independent director does not exceed a cumulative term limit of nine (9) years unless it is recommended by the Nomination Committee and the Board is satisfied that the proposed candidate is able to continue to bring independent judgement to the board's deliberation. At present, none of the Independent Non-Executive Directors have served more than a cumulative term of nine (9) years.				
Explanation for departure	:					
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Measure	:					
Timeframe	:					

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

Practice 4.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Practice 4.4

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

Application :	Applied			
Explanation on : application of the practice	The Board acknowledges the importance and benefits of diversity in terms of skills, experience, age, gender, cultural background and ethnicity at leadership and employee level. Having a range of diversity dimensions is able to cultivate a wide range of attributes and perspectives to the boardroom and various levels of Management within the Group. The Nomination Committee is tasked to lead the process of the nomination of new Board members and make necessary recommendations to the Board. In assessing the suitability of candidates, considerations will be based on core competencies and			
	capability of the candidates to ensure that there is a range of professional knowledge, skills, experience and diversity (including gender diversity), understanding of the business, the markets and the industry in which the Group operates as well as the accounting, finance and legal matters.			
Explanation for : departure				
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Measure :				
Timeframe :				

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

Practice 4.5

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

Application	:	Applied			
Explanation on application of the practice Explanation for	:	Currently, there is one (1) woman Director on Board, representing 25% female representation. The Board acknowledges the importance of having gender diversity and is committed to the extent practicable, to address the recommendation of the Code relating to the establishment of a policy formalising its approach to boardroom and workplace diversity. The Board may consider to appoint more females onto the Board in future to bring about a more diverse perspective. A copy of the Gender Diversity Policy is published at the Company's website at www.eco-built.com.my/corporate-info/ .			
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Measure	:				
Timeframe	:				

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

Practice 4.6

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

Application	Applied
Explanation on application of the practice	In the event of identifying candidates for the appointment of Director, the Board would certainly consider the recommendations from existing Board members and major shareholders on suitably qualified candidates. Apart from that, the Board would also seek out the suggestions from independent external parties such as business associates and individuals of standing from the public sector as to candidates that have the calibre to be a contributing member of the Board.
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Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.7

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

Application :	Applied								
Explanation on :	At present, the Nomination Committee is chaired by Madam Wong Wen								
application of the	Miin, an Indepe	endent Non-Executive Di	rector.						
practice	The present cou	mnosition of the Nomina	tion Committee of the Company						
	is as follows: -	inposition of the Normina	tion committee of the company						
	Designation	Director	Directorship						
	Chairperson	Wong Wen Miin	Independent Non-Executive Director						
	Member	Dato' Noordin Bin	Independent Non-Executive						
		Sulaiman	Director						
	Member	Member Datuk Ng Seing Liong Independent Non-Executive PJN, JP Director							
		1 314, 31	Director						
Explanation for :									
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Measure :									
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Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 5.1

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

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

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Application	:	Applied
Evalenation on		The Namination Committee is responsible to undertake the evaluation
Explanation on	:	The Nomination Committee is responsible to undertake the evaluation
application of the		of the Board effectiveness as a whole, including the various Board
practice		Committees and each individual Director's contribution to the
		effectiveness on the decision-making process of the Board, on an
		annual basis.
		The results of the annual evaluation for FYE 2021 were tabled to the
		Nomination Committee and the Board for their perusal and approval.
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The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

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

Practice 6.1

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

Application	:	Applied			
Explanation on	:	The Remuneration Committee is authorised by the Board to design the			
application of the		annual remuneration packages for all Directors in the Company and			
practice		Senior Management personnel of the Group.			
		The Remuneration Committee will provide remuneration packages that commensurate with Directors' and Senior Management personnel's experience, roles and level of responsibilities in an effort to attract and retain the right talent in leading the Company and the Group effectively. The quantum of each package should be adequate and comparable to the similar-sized public listed companies in Malaysia. A copy of the Remuneration Policy is published at the Company's website at www.eco-built.com.my/corporate-info/ .			
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The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

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

Practice 6.2

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

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

Application	:	Applied			
Explanation on application of the practice	:	The Board has set up a Remuneration Committee, comprising all Independent Non-Executive Directors, to assist the Board in determining the Directors' remuneration.			
		The Remuneration Committee's principal objective is to formulate a formal and transparent procedure for developing a remuneration policy and fix the remuneration packages for Executive Directors which are fairly guided by market norms and industry practice. The Executive Directors' remuneration and benefits shall be based on their individual performances and that of the Group.			
	The recommendation of the remuneration packages for N Directors is a matter of the Board as a whole. The level of r for Non-Executive Directors shall reflect the experience responsibilities undertaken by the particular Non-Executive concerned. The remuneration package for Non-Executive be deliberated by the Board, with the Director concerned themselves from such deliberations and voting on del respect of his/her individual remuneration.				
		In addition, the Company also reimburses reasonable out-of-pocket expenses incurred by all the Non-Executive Directors in the course of their duties as Directors of the Company. The aggregate annual Directors' fees and other benefits are to be approved by shareholders at the AGM based on recommendations of the Board.			
		A copy of the written terms of reference of the Remuneration Committee is included in the Board Charter, which is available for reference on the Company's website at www.eco-built.com.my/corporate-info/ .			

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

Practice 7.1

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

Application	:	Applied	Applied					
Explanation on application of the practice	÷	The Board has a Remuneration Committee formed to determine the remuneration of each Executive Director reflecting the level of responsibility, experience and commitment. The fees paid to Non-Executive Directors are the responsibilities of the entire Board. No Director is involved in determining his/her own remuneration. The breakdown of Directors' fees and other benefits for FYE 2021 on named basis are as follows: -						
			Cor	mpany	G	roup		
				Salaries and Other		Salaries and Other		
		Director	Fees (RM)	Emoluments (RM)	Fees (RM)	Emoluments (RM)		
		Dato'	36,000	3,000	36,000	3,000		
		Noordin Bin Sulaiman						
		Datuk Ong Chee Koen	-	-	60,000	187,800		
		Wong Wen Miin	36,000	3,000	36,000	3,000		
		Datuk Ng Seing Liong PJN, JP	36,000	3,000	36,000	3,000		
		Ir. Yap Nam Fee (Resigned on 30/6/2020)	-	-	-	13,517		
Explanation for departure	:							
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Measure	:	
Timeframe	:	

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

Practice 7.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	••	The Group does not comply with the recommendation to disclose on named basis for the top five (5) Senior Management's remuneration in the bands of RM50,000 in order to preserve confidentiality.	
		As an alternative to this practice, the Board has disclosed the remuneration of its Senior Management in the band of RM250,000. The remuneration of the Senior Management for the FYE 2021 is as follows: -	
		Range of Remuneration	Number of Senior Management
		Range of Remuneration Below RM250,000	Number of Senior Management
			Number of Senior Management - 1
		Below RM250,000	-
		Below RM250,000 RM250,001 to RM500,000	-
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Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 7.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

There is an effective and independent Audit Committee.

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

Practice 8.1

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

Application :	Applied
Explanation on : application of the practice	The Audit Committee of the Company is led by the Independent Non-Executive Director, Datuk Ng Seing Liong PJN, JP. Meanwhile, the Chairman of the Board is Dato' Noordin Bin Sulaiman. As such, the Chairman of the Audit Committee is distinct from the Chairman of the Board, which is in line with the terms of reference of the Audit Committee. Having the positions of Board Chairman and Chairman of the Audit Committee assumed by different individuals, it allows the Board to objectively review the Audit Committee's findings and recommendations.
Explanation for : departure	
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There is an effective and independent Audit Committee.

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

Practice 8.2

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

Application	: Applied
Explanation on application of the practice	 The policy on observation of a cooling-off period of at least two (2) years for a former key audit partner prior to the appointment as a member of the Audit Committee, had been incorporated in the terms of reference of the Audit Committee, as stipulated in the Board Charter and published on the Company's website at www.eco-built.com.my/corporate-info/. During FYE 2021, none of the present Audit Committee members were former key audit partners.
Explanation for departure	:
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Timeframe	

There is an effective and independent Audit Committee.

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

Practice 8.3

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

Application	:	Applied
Explanation on application of the practice	:	Through the Audit Committee, the Company has established a transparent arrangement with the External Auditors to meet their professional requirements. From time to time, the External Auditors highlight to the Audit Committee and the Board on matters that require the Board's attention.
		The Audit Committee is tasked to review the audit as well as recurring audit-related and non-audit services provided by the External Auditors. The Audit Committee has been explicitly accorded the power to communicate directly with both the External Auditors and Internal Auditors. The terms of engagement for services provided by the External Auditors are reviewed by the Audit Committee prior to submission to the Board for approval. The Audit Committee also reviews the effectiveness and performance of the External Auditors annually.
		In assessing or determining the suitability and independence of the External Auditors, the Audit Committee has taken into consideration of the followings: -
		 (i) The adequacy of the experience and resources of the External Auditors; (ii) The External Auditors' ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan; (iii) The nature of the non-audit services provided by the External Auditors and fee paid for such services relative to the audit fee; and (iv) Whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit arising from the provision of non-audit services or tenure of the External Auditors.
		The Audit Committee has considered and assessed the independence of the External Auditors and Audit Committee is of the view that the External Auditors have satisfied the competence and independence requirements in the conduct of audit engagement during the financial year under review.

Explanation for departure	•••	
Large companies are requoto complete the columns		 Non-large companies are encouraged
Measure	:	
Timeframe	:	

There is an effective and independent Audit Committee.

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

Practice 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	: Adopted		
Explanation on		•	of Independent Non-Executive
adoption of the	Directors, as	stipulated in the adopte	ed terms of refence within the
practice	Board Charter	of the Company.	
	The present c	omposition of Audit Com	mittee is shown as follows: - Directorship
	Chairman	Datuk Ng Seing Liong	Independent Non-Executive
	Chairman	PJN, JP	Director
	Member	Dato' Noordin Bin	Independent Non-Executive
		Sulaiman	Director
	Member	Wong Wen Miin	Independent Non-Executive
			Director
			-

There is an effective and independent Audit Committee.

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

Practice 8.5

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

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

Application	: Applied
Explanation on application of the practice	 All Audit Committee members are financially literate and are able to understand matters under the purview of the Audit Committee such as financial reporting process. The qualification and experience of the individual Audit Committee members are disclosed in the Profile of Board of Directors in the Annual Report. All Audit Committee members have undertaken continuous professional development by attending trainings to keep them updated on the latest developments on financial standards. External Auditors also update the Audit Committee on the latest developments in accounting and governance standards during the Audit Committee meetings.
Explanation for departure	
Large companies are red to complete the column	uired to complete the columns below. Non-large companies are encouraged below.
Measure	:
Timeframe	

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

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

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

Application :	Applied
Explanation on : application of the practice	The Board is mindful of its responsibility to put in place an effective risk management and internal control framework within the Group to safeguard shareholders' investment and the Group's assets. In this regard, the Company has in place a formal risk management and internal control system with an on-going process to identify, evaluate, monitor and manage significant risks impacting the Company. Supported by the Audit Committee, the Board reviews the system regularly to ensure its relevance and effectiveness.
Explanation for : departure	
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged elow.
Measure :	
Timeframe :	

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

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

Practice 9.2

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

Application	: Applied	
Explanation on application of the practice	The features, adequacy and effectiveness of the Group's risk management and internal control framework are disclosed in the Statement on Risk Management and Internal Control ("SORMIC") in the Annual Report.	
	The Board regards a sound system of internal control and risk management as an integral part of the Group's business. However, such system can only provide reasonable but not absolute assurance against material misstatements or losses.	
	The Audit Committee regularly evaluates the adequacy and effectiveness of the Group's internal control systems by reviewing the actions taken on lapses/deficiencies identified in audit reports provided by both the Internal and External Auditors. The Audit Committee also considers Internal and External Auditors' recommendations and relevant Management responses to ensure that appropriate actions are taken to improve the risk management and internal control system. The SORMIC, which is reviewed by the External Auditors, illustrates an overview of the present state of risk management and internal control within the Group governed by the Risk Management Framework.	
	, , ,	
Explanation for departure		
	ired to complete the columns below. Non-large companies are encouraged	
to complete the columns	below.	
Measure		
Timeframe		

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

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

Practice 9.3 - 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	

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

Practice 10.1

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

Application	:	Applied			
Explanation on application of the practice	:	The Group has outsourced its internal audit function to an independent internal audit service provider, AlphaOne Governance Sdn. Bhd. The primary function of internal audit is to undertake systematic reviews of the governance, risk and internal control systems within the Group in accordance with the approved internal audit plan, so as to provide assurance that such systems are adequate and functioning as proposed. Internal Auditors report functionally to the Audit Committee and have unrestricted access to the Audit Committee to ensure the smooth conduct of internal audit. The internal audit function is independent of the activities or operations of other operating units in order to ensure an objective review. Internal Auditors periodically evaluate the effectiveness of the risk management process and review the operating effectiveness of the internal controls system and compliance control within the Group. The Internal Auditors are invited to attend the Audit Committee meetings to present the audit findings and facilitate the deliberation of audit reports. The minutes of the Audit Committee meetings are tabled to the Board for information and serve as a reference especially when there are pertinent points should any of the Board members wish to highlight			
		or seek clarification.			
Explanation for departure	:				
•	•	ed to complete the columns below. Non-large companies are encouraged			
to complete the colun	nns be	elow.			
Measure	:				
Timeframe	:				

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

Practice 10.2

The board should disclose-

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

Application	:	Applied			
Explanation on application of the practice		The Company has outsourced its internal audit function to an independent professional consulting firm, namely AlphaOne Governance Sdn. Bhd. as part of its effort to provide and ensure an adequate and effective internal control system. The Internal Auditors are free from any relationships with the Group, hence they are able to perform the internal audit objectively, independently, proficiently and with due professional care. Internal audit reviews were conducted in accordance with the International Standards for the Professional Practice of Internal Auditing in accordance to the risk-based internal audit plan duly approved by the Audit Committee. The Internal Auditors report independently and directly to the Audit Committee on the Group's internal audit function, without the presence of the Board and Management. All audit findings arising therefrom are reported to the Audit Committee through Audit Committee meetings.			
Evplanation for		The outsourced Internal Auditors are headed by its Consulting Manager, James Lim who is a fellow member of Professional Member of Institute of Internal Auditors, Malaysia and Chartered Accountants of Australia. Mr Lim together with his team, all of whom are qualified and possess the required expertise and experience are able to discharge their internal audit function effectively. Further details of the Group's internal audit function are set out in the SORMIC in the Annual Report.			
Explanation for departure	:				

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

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

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

Practice 11.1

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

Application	:	Applied			
Explanation on application of the practice	:	In compliance with the best practice in corporate governance, the Board recognises that shareholder and other stakeholders are entitled to be informed in a timely and readily accessible manner of all material information concerning the Company through a series of regular disclosure events during the financial year. Hence, the Company website acts as the primary medium in providing such information to all shareholders and stakeholders. The AGM is the principal annual forum for dialogue with the shareholders. The shareholders are encouraged to participate in the questions and answers session thereat, where they will be given the opportunity to raise questions or seek more information during the AGM. Informal discussions between the Directors, Senior Management staff, the shareholders and investors are always active before and after the general meetings.			
Explanation for departure	:				
Large companies are req	uir	ed to complete the columns below. Non-large companies are encouraged			
to complete the columns	s be	elow.			
Measure	:				
Timeframe	:				

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

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

Practice 11.2

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

	·		
Application	Departure		
Explanation on application of the practice			
Explanation for departure	The Company is not under the category of large companies as defined in the MCCG.		
Large companies are real	ired to complete the columns below. Non-large companies are encouraged		
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Measure			
Timeframe			

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

Practice 12.1

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

A		A soult and		
Application	:	Applied		
Explanation on application of the practice	:	The Notice of Sixteenth (16 th) AGM of the Company was circulated 28 days before the AGM. The additional time provided to the shareholders enables them to make necessary arrangements to attend and participate in person or through their corporate representatives and/or proxies. It also enables the shareholders to have sufficient time to consider the resolutions and make an informed decision in exercising their voting rights at the general meeting.		
Explanation for				
•	•			
departure				
Largo companios aro ro	ir	and to complete the columns below. Non large companies are encouraged		
Large companies are required to complete the columns below. Non-large companies are encouraged				
to complete the column	s be	Plow.		
Measure	_			
Measure	•			
Timeframe	•			
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Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 12.2

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

Application :	Applied		
Explanation on : application of the practice	The tentative dates of the AGM will be discussed and fixed by the Board in advance to ensure that all Directors are able to make necessary arrangement to attend the scheduled AGM. At the Sixteenth (16 th) AGM of the Company held on 12 November 2020, all Directors were present to engage directly with shareholders and be accountable for their stewardship of the Company. The Chair of all Board Committees have also provided meaningful response to the questions raised by shareholders during the 16 th AGM.		
Explanation for : departure			
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure :			
Timeframe :			

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

Practice 12.3

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

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

Application :	Applied			
Explanation on :	In view of the outbreak of Covid-19 pandemic, the Company has			
application of the	conducted the 16 th AGM virtually for the very first time to ensure that			
practice	all shareholders are able to participate the AGM under a safe condition.			
	In line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, the Company leveraged on technology to convene the 16 th AGM through live streaming and shareholders participated and voted remotely during the AGM. Due to the resurgence of Covid-19, the Company will continue to utilise the technology to conduct the 17 th AGM on a virtual basis as part of our safety measures and to contain the spread of Covid-19.			
Explanation for :				
departure				
Large companies are requir	ed to complete the columns below. Non-large companies are encouraged			
to complete the columns be	elow.			
Measure :				
Timeframe :				

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

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

Not Applicable		