

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5029
COMPANY NAME : Far East Holdings Berhad
FINANCIAL YEAR : 31 December 2017

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	Applied
Explanation on application of the practice	<p>The Board believes that sound and effective corporate practices are fundamental to the smooth, effective and transparent operation of Far East Holdings Berhad ("FEHB" or "Company") and its ability to attract investment, protect the rights of shareholders and stakeholders and enhance shareholder's value.</p> <p>The Board is mindful to protect the interests of its shareholders and stakeholders. In discharging its duties effectively, the Board is guided by its Terms of Reference ("Board Charter") which sets out the roles and responsibilities of the Board. The Board Charter is reviewed periodically or on as and when necessary to keep it up to date with changes in regulations and best practices and ensure its effectiveness and relevance to the Board's objectives. The Board Charter is accessible on our website www.fehb.com.my.</p> <p>The primary role of the Board is to protect and enhance long-term shareholder value. It sets the overall strategy for the Group and executive management. It also ensures that good corporate governance policies and practices are implemented within the Group. In the course of discharging its</p>

	<p>duties, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.</p> <p>The Board is aware that an effective Board essentially comprising Directors who are fully committed, well informed and who possess diverse skill and experience relevant to the business that could contribute effectively to the growth of the Company.</p> <p>As stipulated in the Board Charter, the Board has targeted to meet at least four (4) times a year, with additional meetings convened as and when necessary.</p>
Explanation for departure	
	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

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 present Group Executive Chairman is YH Dato' Sri Kamaruddin bin Mohammed who is responsible for instilling good corporate governance practices, leadership and effectiveness of the Board. Under his stewardship, the Board is encouraged to practice healthy debate on any agenda tabled. Each one of the Board members is allowed to express his opinion or views which is debated openly until collective decision is made. The Chairman of the Board has played his role effectively to ensure that all resolutions are made after careful deliberation and discussion.</p> <p>The key roles and accountabilities of the Group Executive Chairman include:</p> <ul style="list-style-type: none">(a) Providing governance in matters requiring corporate justice and integrity;(b) Managing Board communications and board effectiveness and effective supervision over management;(c) Creating conditions for good decision making during Board and Shareholders' meetings;(d) Ensuring Board proceedings are in compliance with good conduct and best practices;(e) Protecting the interest and provide for the information needs of various stakeholders;(f) Maintaining good contact and effective relationships with external parties, investing public, regulatory agencies and trade associations;(g) Ensuring the quality information to facilitate decision-making is delivered to the board on timely manner; and

	(h) Ensuring compliance with all relevant regulations and legislations.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

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	<p>The role of the Group Executive Chairman and the Executive Director, Plantations are separated and clearly defined, as stipulated in the Board Charter so as to ensure that there is a balance of power and authority. The Group Executive Chairman is responsible for ensuring Board effectiveness and conduct, whilst the Executive Director, Plantations has overall responsibility for the plantation operating units, organisational effectiveness and implementation of Board policies and decisions.</p> <p>The key role of Executive Director amongst others, include;</p> <ul style="list-style-type: none">(a) Developing the strategic direction of the Company and its subsidiaries ("the Group");(b) Providing directions in the implementation of short and long term business plans;(c) Providing strong leadership i.e. effectively communicating a vision, management philosophy and business strategy to the employees;(d) Ensuring high performance and productivity of top management by creating conditions for top management motivation, performance management and professional development;(e) Ensuring compliance with all relevant legislation and regulations by reviewing policies and monitoring compliance;(f) Developing effective relations with significant external agencies such as regulatory bodies, government agencies, investing public and other trade associations and institutions;(g) Appraise business opportunities which are of potential benefit to the Group;(h) Ensuring that the group's strategies and corporate policies are

	<p>effectively implemented;</p> <p>(i) Ensuring that Board decisions are implemented and Board directions adhered to;</p> <p>(j) Responsible for the day-to-day management for the Group are effectively managed with all powers, discretions and delegations authorized from time to time by Board;</p> <p>(k) Keeping the Board fully informed of all important aspects of the Group's operation and ensuring sufficient information is distributed to Board Member;</p> <p>(l) Maintaining effective relations with a significant external agencies such as regulatory bodies, government agencies, investing public and other trade associations and institutions;</p> <p>(m) Appraise business opportunities which are of potential benefit to the Group; and</p> <p>(n) Ensure any other relevant information or matters are brought to the attention of the Board in an accurate and timely manner.</p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 1.4

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

Application	Applied
Explanation on application of the practice	<p>The Company Secretaries, YH Dato' Asmin binti Yahya is a member of Malaysian Institute of Accountants and Puan Noor Anisah binti Sabarudin is a licentiate of Companies Commission of Malaysia. Both Company Secretaries satisfy the qualification as prescribed under Section 235(2) of the Companies Act, 2016 and have the requisite experience and competency in company secretarial services.</p> <p>The Company Secretary plays an important advisory role, and is a source of information and advice to the Board and Committees on issues relating to compliance with laws, rules, procedures and regulations effecting the Company and Group.</p> <p>The Company Secretary organises and attends all Board and Board Committee meetings and is responsible to ensure that meetings are properly convened and accurate and proper records of the proceedings and resolutions passed are taken and maintained at the Registered Office of the Company.</p> <p>Every quarter, the Company Secretary would send a memo to the Directors and affected persons on closed period dealing and process and procedure to assist them in complying with the MMLR. The memo on a closed period dealing would also send in the event of any corporate exercise taken by the Company.</p> <p>All Directors have a right of access to the Company Secretary.</p>

Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 1.5

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

Application	Applied
Explanation on application of the practice	<p>All Directors are provided with formal schedule of matters and a set of necessary Board papers in advance at least seven (7) days prior to the respective Board meetings. They have direct access to the advice and services of the Company Secretary.</p> <p>The Minutes of meetings are prepared and circulated to the Directors for review and approval. Fundamental questions raised and key points discussed during the meeting were recorded, including declaration of interest of the Directors on any resolution by the Directors. The minutes would be confirmed by the Board at the next meeting and signed by Chairman.</p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

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 is mindful to protect the interests of its shareholders and stakeholders. In discharging its duties effectively, the Board is guided by its Terms of Reference (“Board Charter”) which sets out the roles and responsibilities of the Board. The Board Charter is reviewed periodically or on as and when necessary to keep it up to date with changes in regulations and best practices and ensure its effectiveness and relevance to the Board’s objectives. The Board Charter is accessible on our website www.fehb.com.my</p> <p>In discharging its fiduciary duties in respect of the Group, the Board is responsible to the following:-</p> <p>a. Duties and Responsibilities</p> <p>The Board assumes, amongst others, following duties and responsibilities:</p> <ul style="list-style-type: none">(i) Reviewing and adopting the overall strategic plans and programed for the Company and Group.(ii) Overseeing and evaluating the conduct of business of the Company and Group whether the business is being properly managed and sustained.(iii) Identifying principal risk and ensuring implementation of a

	<p>proper risk management system to manage such risk. This includes reviewing procedures to identify the main risk associated with the Group's business and the implementation of appropriate systems to manage these risks.</p> <ul style="list-style-type: none"> (iv) Establishing a succession plan. (v) Reviewing the adequacy and the integrity of the management information and internal control systems of the Company and Group including systems for compliance with applicable laws, regulations, rules, directives and guidelines. (vi) Monitoring Board composition, processes and performance with the guidance of the Nomination Committee. (vii) Promote better investor relations and shareholder's communications. (viii) Ensure that the Group's vision, mission, objectives and shareholders' interest are met. (ix) Establish such committees, policies and procedures to effectively discharge the Board's roles and responsibilities. (x) Monitoring and reviewing policies and processes relating to occupational health and safety, compliance with laws, and the maintenance of high ethical standards. (xi) Ensure that the Group has the appropriate corporate governance structures in place including standards of ethical behavior and promoting a culture of corporate responsibility. (xii) Performs such other functions as are prescribed by law or are assigned to the Board. <p>b. Matters reserved for the Board</p> <p>The following are matters which are specifically reserved for the Board:</p> <ul style="list-style-type: none"> (i) Appointment of the Chairman; (ii) Appointment and recommendation for removal of Directors; (iii) Appointment and removal of Company Secretary; (iv) Establishment of Board committees, their membership and delegated authorities; (v) Approval of interim dividend and recommendation of final dividend for shareholders' approval;
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	<ul style="list-style-type: none"> (vi) Approval of annual budgets including capital committees; (vii) Approval of corporate plan and programed; (viii) Approval of new ventures; (ix) Approval of material acquisitions and disposals of undertakings and properties; (x) Approval of the limits of authority for the Company and Group; (xi) Approval of the Audited Financial Statements; (xii) Calling of meetings of shareholders; (xiii) Review of corporate governance principles and policies; (xiv) Review of whistle blowing reports if applicable; and (xv) Any other specific matters nominated by the Board from time to time.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

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 Directors are guided by the Code of Ethics as stipulated in part of the Board Charter as published in the website www.fehb.com.my</p> <p>Board members are required to observe the Directors' Code of Conduct and Ethics ("the Code") as follows:</p> <ul style="list-style-type: none">(a) Compliance at all times with the Code and the Board Charter;(b) Observe high standards of corporate governance at all times;(c) Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership;(d) Will act honestly, in good faith and in the best interest of the Company and Group;(e) Owe a fiduciary duty to the Company and Group as a whole;(f) Have a duty to practice due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;(g) Will undertake diligent analysis of proposals placed before the Board;(h) Will act with a level of skill expected from Directors of a public listed company;(i) Will use the authorities of office for appropriate purpose, in the best interest of the Company and Group as a whole;(j) Will demonstrate commercial wisdom in decision making;

	<p>(k) Will not make improper use of information acquired as Directors;</p> <p>(l) Will not disclose non-public information except where disclosure is authorized by the Board or legally mandated;</p> <p>(m) Will not use price sensitive non-public information, which can affect the price of the securities of the Company and/or related listed companies when it becomes publicly known (“Inside Information”), for personal benefits. Will not trade in securities or provide information to others to trade in securities of the Company and/or related listed companies until the Inside Information is publicly released;</p> <p>(n) Will also not trade in securities in any other companies where they have Inside Information which they obtain in the performance of their duties;</p> <p>(o) Will keep confidential information received in the course of the exercise of their duties and recognize that such information remains the property of the Company and Group that it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorized by the Board, or is required by law;</p> <p>(p) Will not take improper advantage of the position of Director or use the position for personal gain or to compete with the Company and Group;</p> <p>(q) Will not take advantage of the Company and Group’s property or use such property for personal gain or to compete with the Company and Group;</p> <p>(r) Will protect and ensure the efficient use of the Company or Group’s assets for legitimate business purposes;</p> <p>(s) Will disclose to the Board any interests which conflict with the interest of the Company and Group and will comply with the guidelines set out in the Section II entitled “Declaration of Interest” below in the event of any conflict;</p> <p>(t) Will make reasonable enquiries as to whether the Company and Group is operating efficiently, effectively and legally towards achieving its goals;</p> <p>(u) Will not engage in conduct likely to bring discredit upon the Company and Group;</p> <p>(v) Make available their specific expertise as required from time to time</p>
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	<p>to the Company and Group;</p> <p>(w) Will encourage fair dealing by all employees with the Company and Group's customers, suppliers, competitors, and other employees;</p> <p>(x) Should ensure adequate safety measures and provide proper protection to workers and employees at the workplace;</p> <p>(y) Should at all-time promote professionalism and improve the competency of management and employees of the Company and Group;</p> <p>(z) Should ensure effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;</p> <p>(aa) Should be proactive to the need of the community and to assist in society-related programmed in line with the aspirations of the concept of "Caring Society" adopted by the Company; and</p> <p>(bb) Have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Charter.</p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

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 Company has established a Whistle blower Policy in response to Whistle blower Protection Act, 2010 which could be reviewed in detail at our website www.fehb.com.my.</p> <p>The purpose of this Policy is to:-</p> <ul style="list-style-type: none">(a) promote the importance of detecting Improper Conduct;(b) encourage the reporting of Improper Conduct and any other matters that may cause financial or non-financial loss to FEHB or tarnish the reputation of FEHB; and(c) help to protect people who report Improper Conduct in good faith from discrimination, harassment and retaliation.
Explanation for departure	N/A
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	N/A
Time frame	As and when required

Intended Outcome

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

Practice 4.1

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

Application	Departure
Explanation on application of the practice	The current Board consists of 7 Non-Executive Directors and two (2) Executive Directors i.e. Group Executive Chairman and Executive Director, Plantations, with three (3) of the nine (9) Directors being Independent Directors with a synergistic mixture of businessmen, planters, professionals and technical expertise. This mix of skills and experience is vital for the successful direction of the Group.
Explanation for departure	The Board at all times acted at best interest of the Company.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	The good corporate governance is always adhered to by the Board with the guidance of the Company's Chairman
Time frame	As and when required.

Intended Outcome

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

Practice 4.2

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

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

Application	Applied
Explanation on application of the practice	<p>The Company had made a policy that an Independent Director should not serve the Company for more than nine (9) years. This could be evidenced by previous retirements of our Independent Directors namely Puan Sharina Bahrin, Miss Ng Yee Kim, En Khairul Azahar bin Ariffin, Mr Ng Say Pin and YH Dato' Dr Ahmad bin Aman.</p> <p>None of the existing Independent Directors had exceeded nine year service.</p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 4.3 - Step Up

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

Application	Applied
Explanation on application of the practice	None of the Independent Directors had exceeded the nine year service.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 4.4

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

Application	Applied
Explanation on application of the practice	<p>The Group practices non-discrimination in any form, whether based on age, gender, ethnicity or religion, throughout the organisation. This includes the selection of Board members and senior management</p> <p>In addition, the Group believes it is utmost important that the Board and senior management is comprising the best qualified individuals who possess the requisite knowledge, experience, independence, foresight and good judgment to ensure that the Board functions effectively.</p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 4.5

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

Application	Applied
Explanation on application of the practice	<p>The Corporate Governance Blueprint 2012 stated that the goal is for women participation on Boards to reach 30% by 2016 and the progress towards this goal will be monitored and assessed from time to time. The Board recognizes that diversity is one of the key drivers to enhance Board effectiveness as it broadens debate within the Board. It is to be noted that the Board of FEHB used to have women Directors and currently is evaluating suitable woman candidate for the appointment to the Board.</p> <p>On the other hand, women are well represented in the Senior Management of FEHB which now exceeds 30% of the Senior Management Group.</p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	For any vacant position in the future, the Board when sourcing for suitable candidates, consideration is given to identify suitable qualified women candidates.
Time frame	As and when required

Intended Outcome

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

Practice 4.6

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

Application	Departure
Explanation on application of the practice	NA
Explanation for departure	<p>The Board consists of qualified individuals with diverse experiences, backgrounds and knowledge necessary to administer the Company. The composition and size of the Board is such that it facilitates the making of informed and critical decisions.</p> <p>The number of Directors shall be not less than two (2) but not more than fifteen (15) as set out in the Company's Article of Association.</p> <p>In accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure at any one time, at least two (2) or one third (1/3), whichever is higher, of the Board members are Independent Directors.</p> <p>The tenure of an Independent Director should not exceed a cumulative terms of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve the Board subject to the Director's re-designation as non-independent Director. Otherwise the Board must justify and seek shareholders' approval at the Annual General Meeting in the event it retains the Director as an Independent Director.</p> <p>The Independent Directors provide independent judgment, experience and objectivity without being subordinated to operational considerations. They help to ensure that the interest of all shareholders is indeed taken into</p>

	<p>account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.</p> <p>The composition and size of the Board are reviewed from time to time to ensure its appropriateness.</p> <p>The Board and Nomination Committee did not utilise independent sources as the management understand the industry and would be in the best position to look for potential candidates with background which fits the criteria requirements.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure	<p>In line with the MCCG, apart from referrals from Directors, major shareholders and management, the Board is open to utilising independent sources to identify suitably qualified candidates where necessary.</p>
Time frame	<p>As and when required</p>

Intended Outcome

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

Practice 4.7

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

Application	Applied
Explanation on application of the practice	<p>The terms of reference of the Nomination Committee are as follows:-</p> <ul style="list-style-type: none">(a) To recommend to the Board candidates for all Directorships to be filled;(b) To recommend to the Board, Directors to fill the seats on the Committees of the Board;(c) To identify and review the core competencies and skills required of Board members to best serve the business and operations of the FEHB Group as a whole and optimum size of the Board to reflect the desired skills and competencies;(d) To review and ensure that at least one-third of the Board is independent;(e) To recommend to the Board the appropriate number of Directors which fairly reflects the investments of the minority shareholders in the Company, and whether the current Board representation satisfies this requirement;(f) To undertake an annual review of the required mix of skills, experience and other qualities including core competencies which the Directors should bring to the Board and to disclose this in the Company's Annual Report;(g) To identify a criteria and formulate a procedure to assess the effectiveness of the Board, the Committee of the Board and the contributions of each individual Director;(h) To take into account an individual's other commitments, resources and time available for input for the Board in assessing the suitability of an individual to be elected to the Board;(i) To report all its recommendations to the Board for its consideration

	<p>and implementation;</p> <p>(j) To formulate relevant guidelines and procedures to enable the committee to function effectively and achieve its objectives; and</p> <p>(k) To perform any other functions as authorised by the Board.</p> <p>The Nomination Committee comprises the following members:-</p> <p>(a) YH Dato' Tan Bing Hua (Chairman) <i>Independent Non-Executive Director</i></p> <p>(b) Mr Tee Kim Tee @ Tee Ching Tee <i>Non-Independent Non-Executive Director</i></p> <p>(c) En Hashim Naina Merican bin Yahaya Merican <i>Independent Non-Executive Director</i></p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 5.1

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

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

Application	Applied
Explanation on application of the practice	<p>Pursuant to the best practices promulgated by the Code, the Board has established a Nomination Committee, consisting of three (3) Directors. The duties and responsibilities of the Committee are to propose new nominees to the Board and to assess the contribution of each individual Director and overall effectiveness of the Board on an on-going basis. The Nomination Committee is guided by the specific Terms of References that is set by the Board. The primary objectives of the Nomination Committee are as follows:-</p> <ul style="list-style-type: none">(a) To assist the Board in assessing existing Directors and identifying, nominating and orientating new Directors to enhance corporate governance.(b) To assist the Board in ensuring that appointments are made on merit against an agreed specification.(c) To assist the Board in identifying and reviewing on annual basis, the required mix of skills, experience and other qualities, including core competencies Directors should bring to the Board for it to function effectively and efficiently.(d) To examine the size of the Board.(e) It is an annual exercise that each individual Board and Committee member is evaluated based on pre-set criteria.
Explanation for	NA

departure	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

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

Practice 6.1

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

Application	Applied
Explanation on application of the practice	<p>The Company has in place a remuneration framework in determining the remuneration of the Directors and Senior Management which is designed to enable the Company to attract and retain experienced and knowledgeable individuals of the calibre needed to support the Company's operations and expansion plans in line with its mission of delivering the best return to its shareholders.</p> <p>The Nomination Committee recommends to the Board the remuneration package for the Executive Director which is structured on the basis of linking rewards to corporate and individual performance.</p> <p>The remuneration package of the Non-Executive Director is determined by the Board as a whole on the recommendation of the Nomination Committee. The Non-Executive Directors are remunerated by way of fees and allowances. Remuneration payable to the Directors, including any reviews of remuneration, are subject to shareholders' approval at the AGM.</p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged</i>	

<i>to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

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

Practice 6.2

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

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

Application	Applied
Explanation on application of the practice	<p>The Remuneration Committee currently consists of wholly Non-Independent Directors. The Committee is responsible for setting the policy framework and for making recommendations to the Board on remuneration and other terms of employment for member of the Board and senior management. During the year under review, the Remuneration Committee held one (1) meeting.</p> <p>The Remuneration Committee met once in the year under review to evaluate the remuneration for the Board and Senior Management. The Remuneration package is structured on the basis of linking rewards to financial and individual performance.</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	The Terms of Reference will be published on the website upon revision be

	made.
Time frame	As soon as practicable date

Intended Outcome

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

Practice 7.1

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

Application	Applied				
Explanation on application of the practice	The detail of the Remuneration for the Directors for the financial year ended 31 December 2017 are as follows:-				
	Group	Fees (RM)	Meeting Allowance (RM)	Salaries and Bonus (RM)	Other Emoluments (RM)
	Executive Director				
	YH Dato’ Sri Kamaruddin bin Mohammed	540,000	158,700	1,029,600	28,000
	Mr Tee Cheng Hua	415,000	108,750	817,250	28,000
	Non-Executive Director				
	YH Dato’ Wan Bakri bin Wan Ismail	70,000	12,000	-	-
	YH Dato’ Tan Bing Hua	70,000	49,200	-	-
	YH Dato’ Jamaluddin bin Abd Majid	70,000	34,200	-	-
	Mr Tee Kim Tee @ Tee Ching Tee	375,000	127,400	358,400	-
	Encik Hashim Naina Merican bin Yahaya Merican	70,000	52,200	-	-
	Mr Tee Lip Teng	70,000	28,200	-	-
	Encik Nik Mohamed Zaki bin Nik Yusoff	70,000	34,200	-	-

Intended Outcome

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

Practice 7.2

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

Application	Departure
Explanation on application of the practice	NA
Explanation for departure	So as to maintain confidentiality and sensitivity of remuneration and other emoluments of Senior Management on a named basis, FEHB departs from Practice 7.2 and 7.3 of the MCCG.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 7.3 - Step Up

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

Application	Departure
Explanation on application of the practice	NA
Explanation for departure	So as to maintain confidentiality and sensitivity of remuneration and other emoluments of Senior Management on a named basis, FEHB departs from Practice 7.2 and 7.3 of the MCCG.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.1

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

Application	Applied
Explanation on application of the practice	<p>The member of Audit Committee is as follow:-</p> <p>Encik Hashim Naina Merican bin Yahaya Merican <i>Independent Non-Executive Director</i></p> <p>YH Dato' Tan Bing Hua <i>Independent Non-Executive Director</i></p> <p>YH Dato' Jamaluddin bin Abd Majid <i>Non-Independent, Non-Executive Director</i></p> <p>Encik Nik Mohamed Zaki bin Nik Yusoff <i>Independent Non-Executive Director</i></p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.2

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

Application	Applied
Explanation on application of the practice	The Terms of Reference would be revised to include cooling off period in view of MCCG recommendation. No appointment had been made from key audit partner.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.3

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

Application	Applied
Explanation on application of the practice	The Audit Committee reviews issues of accounting policies, presentation for external financial reporting, monitors the work of the Internal Audit function and ensures an objective and professional relationship is maintained with the external auditors. The Audit Committee has full access to the auditors both internally and externally who, in turn, have access at all times to the Chairman of the Audit Committee.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	Departure
Explanation on application of the practice	NA
Explanation for departure	The Audit Committee comprises four members of which three are Independent Directors and only one i.e YH Dato' Jamaluddin bin Abd Majid is a Non Independent Director.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	YH Dato' Jamaluddin Bin Abd Majid at all times had given full commitment to be independent in assessing the financial reports and related matters.
Time frame	As and when required

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 8.5

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

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

Application	Applied																				
Explanation on application of the practice	<p>The members of the Audit Committee comprised at least one member with the requisite accounting qualification based on the MMLR. Members of the Committee are financial literate. They continuously keep themselves abreast with the latest development in the new accounting and auditing standards and the impact it may have on the Group through briefings by the management and the external auditors.</p> <p>The Company maintains a policy for Directors to receive trainings at Company’s expense.</p> <p>The courses and traing programmes attended by Directors in 2017 is as follow:-</p> <table><tr><th>No.</th><th>Name</th><th>Course Attended</th><th>Date Attended</th></tr><tr><td>1.</td><td>YH Dato’ Sri Kamaruddin bin Mohammed</td><td>19th Malaysia Strategic Outlook Conference 2017</td><td>24 January 2017</td></tr><tr><td></td><td></td><td>National Seminar on Malaysia Code of Corporate Governance (New) “An Overview” III</td><td>10 August 2017</td></tr><tr><td>2.</td><td>YH Dato’ Wan Bakri bin Wan Ismail</td><td>Palm Oil Economic Review & Outlook Seminar 2017</td><td>17 January 2017</td></tr><tr><td></td><td></td><td>PAC Seminar 2017</td><td>6 April</td></tr></table>	No.	Name	Course Attended	Date Attended	1.	YH Dato’ Sri Kamaruddin bin Mohammed	19 th Malaysia Strategic Outlook Conference 2017	24 January 2017			National Seminar on Malaysia Code of Corporate Governance (New) “An Overview” III	10 August 2017	2.	YH Dato’ Wan Bakri bin Wan Ismail	Palm Oil Economic Review & Outlook Seminar 2017	17 January 2017			PAC Seminar 2017	6 April
No.	Name	Course Attended	Date Attended																		
1.	YH Dato’ Sri Kamaruddin bin Mohammed	19 th Malaysia Strategic Outlook Conference 2017	24 January 2017																		
		National Seminar on Malaysia Code of Corporate Governance (New) “An Overview” III	10 August 2017																		
2.	YH Dato’ Wan Bakri bin Wan Ismail	Palm Oil Economic Review & Outlook Seminar 2017	17 January 2017																		
		PAC Seminar 2017	6 April																		

			13 th NATSEM 2017, 100 years of Oil Palm: Surging Award Konvensyen CIO Convex 2017	2017 17-18 July 2017 5 October 2017
3.	YH Dato' Tan Bing Hua		National Seminar on Malaysian Code of Corporate Governance (New) "An Overview" III	10 August 2017
4.	YH Dato' Jamaluddin bin Abd Majid		19 th Malaysia Strategic Outlook Conference 2017 National Seminar on Malaysian Code of Corporate Governance (New) "An Overview" III	24 January 2017 10 August 2017
5.	Mr Tee Kim Tee @ Tee Ching Tee		National Seminar on Malaysian Code of Corporate Governance (New) "An Overview" III	10 August 2017
6.	Mr Tee Cheng Hua		National Seminar on Malaysian Code of Corporate Governance (New) "An Overview" III	10 August 2017
7.	Encik Hashim Naina Merican bin Yahaya Merican		19 th Malaysia Strategic Outlook Conference 2017	24 January 2017
8.	Encik Nik Mohamed Zaki bin Nik Yusof		Anti-Money Laundering, Anti-Terrorism Financing and Proceed of Unlawful Activities	24 August 2017
9.	Mr Tee Lip Teng		MPOC Teach & Remind Friend of Industry 2017 5 th ICIS Asian Oleo Chemical Conference MPOB Palm Oil Economic Review & Outlook Seminar 2017 Bursa Malaysia Palm Oil Conference 2017 MPOB Program Advisory Committee Seminar MPOB TAS Interaction with Members of the Malaysian Palm Oil Industry MPOC Palm Oil Market Development Report Seminar Financial Analysis: A Critical Approach Programme Argus Biofuels Asia 2017 MBA 1 st Palm Biodiesel Conference 2017 Bursa Malaysia Trade Hedge and	10 January 2017 11 January 2017 17 January 2017 6-8 March 2017 6 April 2017 12 April 2017 18 April 2017 25-26 May 2017 12-13 June 2017 7-8 August 2017 25 October

			Risk Management – An International Perspective in Commodity Trading	2017
Explanation for departure	NA			
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.				
Measure	NA			
Time frame	NA			

Intended Outcome

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

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

Practice 9.1

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

Application	Applied
Explanation on application of the practice	<p>The Board of Directors is committed to maintaining a sound system of internal control to safeguard shareholders' investment and the Group's assets and to review its adequacy and integrity. The system of internal control covers not only financial matters but also operational, compliance and risk management.</p> <p>The Board also recognised that a sound system of internal control can only reduce but not eliminate the possibility of poor judgment in decision making, human error, control process being deliberately circumvented by employees, management overriding controls and the occurrence of unforeseeable circumstances. Accordingly, the system could provide only reasonable but not absolute assurance against material misstatement, operational failures, fraud or loss.</p> <p>The Audit Committee of the Group, with the assistance of the Risk Management Committee, perform regular risk management assessments and through the Internal Audit Department, review the internal control processes, and evaluate the adequacy and effectiveness of the risk management and internal control system. The committee also seeks the observations of the independent external auditors of the Group.</p> <p>For detailed information, please refer to the Statement on Risk Management and Internal Control in the Annual Report of the Company</p>
Explanation for departure	NA

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

Measure	NA
Time frame	NA

Intended Outcome

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

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

Practice 9.2

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

Application	Applied
Explanation on application of the practice	The Board with the assistance of the management undertook to identify the principal business risks in the critical areas of the Group, assessing the likelihood of material exposures and identifying the measures taken and the time frame to mitigate and minimise these risks. This was done through desktop reviews, interviews with the management and thorough deliberation and discussion among the Directors in the Board meetings.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

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

Practice 9.3 - Step Up

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

Application	Applied
Explanation on application of the practice	The Risk Management Committee comprising of Board members and Senior Management
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 10.1

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

Application	Applied
Explanation on application of the practice	The Group has established an Internal Audit Department to assist the Audit Committee in the discharge of its duties and responsibilities. Its role is to provide independent and objective reports on the organisation's management, records, accounting policies and controls to the Board. The Internal Audit function includes evaluation of the processes by which significant risks are identified, assessed and managed. Such audits are carried out to ensure instituted controls are appropriate, effectively applied and within acceptable risk exposures consistent with the Group's risk management policy. The Internal Audit Department reports directly to the Audit Committee and its findings and recommendations are communicated to the Board.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 10.2

The board should disclose—

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

Application	Applied
Explanation on application of the practice	<p>The Internal Audit Department is headed by En Zahari Jaafar. His qualification as disclosed in the Company's Annual Report.</p> <p>Internal Audit Department had adequate resources to carry out its duties during the year 2017. The internal and external auditors had conducted a meeting to discuss on issues pertaining to the principal risks, follow-up actions taken by the management and also scopes/areas of audit to be covered by both parties.</p>
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

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

Practice 11.1

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

Application	Applied
Explanation on application of the practice	<p>The Annual General Meeting ("AGM") is the principal forum for dialogue with individual shareholders and investors. It is a crucial mechanism in shareholder communication for the Company. At the Company's AGM, which is generally well attended, shareholders have direct access to the Board and are given the opportunities to ask questions during open question and answer session prior to the motion moving for approval of the Company's Audited Statements and Directors' Report for the financial year. The shareholders are encouraged to ask questions both about the resolutions being proposed or about the Group's operations in general. Where it is not possible to provide the questions with immediate answer to a significant question, the Chairman will undertake to provide him/her with a written answer after the AGM.</p> <p>The Company's e-mail address <i>fareast@fareh.po.my</i> is one of the means to communicate with the Company. The Board has appointed En Hashim Naina Merican bin Yahaya Merican, an Independent Non-Executive Director as a Director responsible for Investor Relationship. Any queries with regard to the Group may be communicated to him. His email address is <i>hashimmerican@fareh.po.my</i>. Shareholders may also contact the Company Secretary or visit our website www.fehb.com.my for further information.</p>
Explanation for departure	NA

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

Measure	NA
Time frame	NA

Intended Outcome

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

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

Practice 11.2

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

Application	Applied
Explanation on application of the practice	The Directors recognised the responsibility for ensuring that accounting records are properly kept and the financial statements are prepared in accordance with applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 2016.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 12.1

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

Application	Applied
Explanation on application of the practice	The Notice of Meeting was sent out on 27 April 2018.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 12.2

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

Application	Applied
Explanation on application of the practice	All the Board Members attended the General Meetings
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

Intended Outcome

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

Practice 12.3

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

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

Application	Applied
Explanation on application of the practice	The Company holds its General Meetings in Kuantan, Pahang at a centrally accessible location. Adequate notice of meetings is given to all shareholders and shareholders who are unable to make the journey and attend the General Meeting may submit the proxy forms to the Company to enable their proxy to attend, participate, speak and to vote on their behalf at the General Meetings. Shareholders can also submit any question or query prior to the General Meetings.
Explanation for departure	NA
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	NA
Time frame	NA

**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.