

STATEMENT *Of Corporate Governance*

The Board of Directors ('the Board') of LLCB is fully committed to ensuring that the principles and best practices in corporate governance as set out in the Malaysian Code on Corporate Governance ('Code') are applied in LLCB.

The Board supports high standards of corporate governance and ensures that good corporate governance is being practised throughout the LLCB Group. The Board discharges its responsibilities with integrity, transparency and professionalism to protect and enhance shareholders' value and the financial position of LLCB and the LLCB Group.

THE BOARD OF DIRECTORS

The Board

The Board assumes responsibility for leading and controlling the LLCB Group towards realising long term shareholders' values. The Board has the overall responsibility for reviewing and adopting strategic plans for the LLCB Group, overseeing the conduct of the LLCB Group's businesses, implementing an appropriate system of risk management and ensuring the adequacy and integrity of the LLCB Group's system of internal control. The Board represents the highest level of decision-making authority in LLCB.

The Board members were appointed based on their leadership experience, skills and knowledge of the relevant industry with commendable background to support their credibility.

During the financial year ended 31 December 2002, six (6) Board meetings were held. The Board members of the Company have complied with the minimum number of attendance at meetings stipulated by Kuala Lumpur Stock Exchange ('KLSE'). The attendance record of the Board members are set out under the profile of the Board members in the Annual Report.

The Board has set up an Audit Committee, Nomination Committee and Remuneration Committee, all of which have terms of reference to govern their responsibilities. All Board Committees report to the Board.

All Directors have undergone the Mandatory Accreditation Programme ('MAP') prescribed by KLSE and will undergo relevant training on a continuous basis as prescribed by KLSE.

Board Balance

The Board currently has 9 members, comprising three (3) Independent Non-Executive Directors, three (3) Non-Independent Non-Executive Directors, one (1) Executive Vice Chairman, one (1) Managing Director and one (1) Executive Director. The Chairman is a Non-Independent Non-Executive Director. The profile of the members of the Board are provided in the Annual Report.

The roles of the Chairman and Managing Director are distinct and separate to ensure a proper balance of power and authority. The Chairman provides overall leadership to the Board and is responsible for ensuring Board effectiveness and conduct. The Managing Director is generally responsible over the operating units, organisational effectiveness and implementing Board policies and decisions.

Mr Danny Ng Siew L' Leong has been identified as the Senior Independent Non-Executive Director to whom concerns may be conveyed where it would be inappropriate for these concerns to be dealt with by the Chairman or the Managing Director.

One-third of the Board comprise Independent Non-Executive Directors. The Independent Non-Executive Directors play a significant role in Board decision. They are free from any business or other relationship that could materially or adversely interfere with the exercise of their judgement and are individuals with the ability to exercise independent judgement. As and when a potential conflict of interest arises, it is a mandatory practice for the Directors concerned to declare their interests and abstain from the decision-making process.

Supply of and access to information and advice

All Board members are provided with a Board report containing relevant information and documents to enable the Directors to review the agenda items to be discussed at Board meetings and discharge their duties effectively.

The Directors have access to all information within the Company and to the advice and services of the Company Secretary, who is responsible for ensuring that the Board meeting procedures, applicable rules and regulations are adhered to.

Where necessary, the Directors may obtain independent professional advice in the furtherance of their duties, at the LLCB Group's expense.

Appointments to the Board - Nomination Committee

The Nomination Committee was established on 29 May 2001 and comprised exclusively of Non-Executive Directors, majority of whom are independent. The members of the Nomination Committee are currently as follows:-

Datuk Abdul Rashid Bin Abdul Manaff++ – Chairman
 Danny Ng Siew L'Leong*
 O Wai Tiong*
 Yong Weng Fai*

++Non-Independent Non-Executive Director
 *Independent Non-Executive Director

During the financial year ended 31 December 2002, one Nomination Committee meeting was held.

One of the objectives of the Nomination Committee is to ensure that the Directors of the Board bring characteristics to the Board, which provide a required mix of responsibilities, skills and experience. The Nomination Committee will also assist the Board in reviewing on an annual basis the appropriate balance and size of Non-Executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual Director and Board Committee member. The Nomination Committee recommends to the Board suitable candidates for appointment as Directors and Board Committee members.

Re-election

In accordance with the Company's Articles of Association, all Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. Newly appointed Directors shall hold office until the next following annual general meeting and shall then be eligible for re-election.

Directors over 70 years of age are required to submit themselves for re-appointment at every Annual General Meeting in accordance with Section 129(6) of the Companies Act, 1965.

DIRECTORS' REMUNERATION

Remuneration Committee

The Remuneration Committee was established on 29 May 2001 and comprised wholly or mainly of Non-Executive Directors. Currently, the following are members of the Remuneration Committee:-

Datuk Abdul Rashid Bin Abdul Manaff⁺⁺ – Chairman
Loh Kim Kah^o
Danny Ng Siew L'Leong*
O Wai Tiong*
Yong Weng Fai*

- ⁺⁺ Non-Independent Non-Executive Director
- ^o Managing Director
- * Independent Non-Executive Director

During the financial year ended 31 December 2002, one Remuneration Committee meeting was held.

One of the objectives of the Remuneration Committee is to set up the policy framework and to make recommendations to the Board on all elements of the remuneration, terms of employment, reward structure and fringe benefits for Managing Directors, Executive Directors, the Chief Executive Officers and other selected top management positions with the aim to attract, retain and motivate individuals of the highest quality. Their remuneration package will be linked to corporate and individual performance.

The remuneration and entitlements of the Non-Executive Directors including the Non-Executive Chairman shall be a matter to be decided by the Board of Directors as a whole with the Director concerned abstaining from deliberations and voting on decisions in respect of his individual remuneration.

The Directors fees are subject to the approval of the shareholders of the Company at Annual General Meetings.

Disclosure

The details of the remuneration of Directors of the Company comprising remuneration received from the Company and its subsidiary companies during the financial year ended 31 December 2002 are as follows:-

- a) Aggregate remuneration of Directors who served during the financial year categorised into appropriate components:-

Category (RM'000)	Basic salary	Fees	Bonus	EPF	Benefits in kind	Total
Received from the Company						
Executive Director	-	96,000	-	-	-	96,000
Non-Executive Director	-	408,000	-	-	-	408,000
Received from subsidiary companies						
Executive Director	348,000	-	58,000	48,720	28,600	483,320
Non-Executive Director #	624,000	54,000	104,000	87,360	53,150	922,510

Two Non-Executive Directors of LLCB hold executive positions in subsidiary companies.

- b) Number of Directors who served during the financial year whose remuneration falls in each successive band of RM50,000:-

Range of Remuneration	Number of Director	
	Executive	Non-Executive
NIL	-	*1
Below RM50,000	-	3
RM50,001 to RM100,000	-	2
RM400,001 to RM450,000	-	1
RM550,001 to RM600,000	1	-
RM600,001 to RM650,000	-	1

* this Director was appointed on 17 December 2002.

SHAREHOLDERS

Dialogue between the Company and investors

LLCB has always recognised the importance of an effective communication channel between the Board, shareholders and the general public.

The annual report, press releases, quarterly results and any announcements on material corporate exercise are the primary modes of disseminating information on the LLCB Group's business activities and financial performance.

Annual General Meetings and Extraordinary General Meetings represent the principal forum for dialogue and interaction with shareholders. At every meeting, the Board sets out the progress and performance of the LLCB Group since the last meeting held. Shareholders are encouraged to participate in the question and answer session wherein Directors, as well as the LLCB Group's Auditors and advisers are available to respond to the queries raised. In the event that an answer cannot be readily given at the meeting, the Chairman will undertake to provide a written reply to the shareholder.

Each item of special business included in the notice of meeting will be accompanied by a full explanation of the effects of a proposed resolution.

In addition, the LLCB Group maintains a website at www.loh-loh.com for shareholders and the public to access information on the LLCB Group.

ACCOUNTABILITY AND AUDIT

Audit Committee

The Audit Committee was established on 10 January 1997 to oversee the financial reporting and the effectiveness of the internal control of the LLCB Group. The Audit Committee comprises four (4) Directors, the majority of whom are independent. The composition of the Audit Committee, activities and terms of reference are set out in the Annual Report under the Audit Committee Report.

Financial Reporting

The Board takes the responsibility for presenting a clear, balanced and comprehensive assessment of the LLCB Group's position and prospects in its presentation of the annual financial statements and quarterly announcements of its results.

The Board is responsible for ensuring the proper maintenance of accounting records of the LLCB Group and that financial reporting and disclosure are clearly completed to the highest standards. The Audit Committee scrutinise and reviews the financial statements of the Company and the LLCB Group with the assistance of the external auditors where necessary to ensure inter alia accuracy, adequacy and completeness, and recommends the same for consideration and approval by the Board.

A Statement of Directors' Responsibility for the audited financial statement is published separately in this Annual Report.

Internal Control

The Board exercise overall responsibility for maintaining system of internal control that aims to safeguard shareholders' investment and the LLCB Group's assets. A risk management system is being reviewed and enhanced to assist the Board in its decision making concerning the LLCB Group's exposure to risks, and the impact on the business and operations. However, the system is designed to manage rather than eliminate the risk of failure and can only provide reasonable assurance against material misstatement or loss.

The LLCB Group's Internal Audit provides independent and objective reports on the LLCB Group's management, records and controls to the Audit Committee. Internal Audits include evaluation of the processes by which risks are identified, assessed and managed and ensure that controls which are instituted are appropriate and can effectively address acceptable risk exposure. The Internal Audit also ensures the recommendations to improve controls are followed through by the Management.

Relationship with Auditors

The Board has established a formal and transparent relationship with the Auditors, both internal and external. The Auditors are invited to attend meetings on special matters where necessary. The Audit Committee recommends the appointment of the external auditors and their remuneration. The appointment of the external auditors is subject to the approval of shareholders at the AGM whilst their remuneration is determined by the Board.

STATEMENT OF COMPLIANCE WITH BEST PRACTICES OF THE CODE

The Board considers that it has complied throughout the financial year with Best Practices as set out in the Code.