

**CARLO RINO GROUP BERHAD**  
(formerly known as CRG Incorporated Berhad)  
Registration No. 200901037127 (880257-A)  
Incorporated in Malaysia

**BOARD CHARTER**

**1.0 OBJECTIVE**

- 1.1 The Board of Directors of Carlo Rino Group Berhad (formerly known as CRG Incorporated Berhad) (“CRG” or “Company”, and references to “CRG Group” or “Group” are to CRG and our subsidiaries) (“Board”) derives its authority to act from the Constitution of the Company and the laws and regulations governing companies in Malaysia. This Board Charter sets out the roles, functions, composition, operation and processes of the Board (both individually and collectively) in determining the direction, the management and the control of the Company.
- 1.2 This Board Charter should be read together with the following legislations, where applicable:
- Companies Act 2016;
  - Capital Markets and Services Act 2007;
  - the applicable listing requirements of Bursa Malaysia Securities Berhad.
- (Note: This Board Charter is not intended to contain a comprehensive summary of the applicable legal principles. Board members requiring advise in respect of any matter referred to in this Board Charter may contact the Company Secretary)
- 1.3 This Board Charter is complementary to the applicable legislation and the provisions of the Constitution of the Company. Where there is a conflict between the contents of this Board Charter and the aforementioned legislations, or the Constitution of the Company, the relevant legislations or the Constitution of the Company shall prevail.
- 1.4 In formulating this Board Charter, the Company has also taken into account the recommendations contained in the Malaysian Code on Corporate Governance 2021 (“MCCG”) issued by the Securities Commission Malaysia.

**2.0 SIZE AND COMPOSITION OF THE BOARD**

- 2.1 The Board shall consist of qualified individuals with a mix of skills that bring in-depth knowledge, experience and perspectives to the business operations of the Group.

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2.2 The size of the Board shall be determined by the needs of the Company from time to time. Nevertheless, the Board composition shall always be in full compliance with the Constitution of the Company, the current and applicable laws and regulations governing companies in Malaysia as well as the applicable listing requirements of Bursa Malaysia Securities Berhad.

**3.0 DUTIES AND RESPONSIBILITIES OF THE BOARD**

- 3.1 The Board assumes, amongst others, the following duties and responsibilities:
- together with management team, promote good corporate governance culture within the Group which reinforces ethical, prudent, and professional behaviour;
  - review, challenge and decide on management's proposals for the Company and Group, and monitor its implementation by management;
  - ensure that the strategic plans of the Company support long-term value creation and include strategies on economic, environmental and social considerations underpinning sustainability;
  - supervise and assess management performance to determine whether the Group's businesses are being properly managed;
  - ensure there is a sound framework for internal controls and risk management;
  - understand the principal risks of the Group's business and recognise that business decisions involve the taking of appropriate risks;
  - set the risk appetite within which the Board expects management to operate and ensure that there is an appropriate risk management framework to identify, evaluate, manage and monitor significant financial and non-financial risks;
  - ensure that management team has the necessary skills and experience, and there are measures in place to provide for the orderly succession of board and C-Suite category executives (if any);
  - ensure that the Company has in place procedures to enable effective communication with stakeholders;
  - ensure that all its Directors are able to understand financial statements and form a view on the information presented; and
  - ensure the integrity of the Company and the Group's financial and non-financial reporting. Courts have held that it is the duty of every Director to read the financial statements of the Company and of the Group and carefully consider whether what they disclose is consistent with the Directors' own knowledge of the Company's and Group's affairs.

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**4.0 MATTERS RESERVED FOR THE BOARD**

4.1 Apart from matters which are expressly required by relevant laws, rules, regulations and Constitution of the Company to be approved by the Board, the matters shall be especially reserved for the Board's approvals, amongst others, are as follows:

- determination of the Group's strategies, major corporate/business plans, sustainability initiatives, policies and programmes;
- setting of the limits of authority/authorisation levels;
- major commitment, capital expenditure, transactions, arrangements, acquisitions, disposals, divestitures, new ventures and such other matters in excess of the authority limits delegated to the management;
- changes to the management and control structure within the Group;
- declaration of interim dividend and recommendation of final dividend for shareholders' approval;
- interim and annual financial statements; and
- convening meetings of shareholders.

**5.0 BOARD COMMITTEES**

5.1 The Board may from time to time establish appropriate committees to assist it in carrying out its duties and responsibilities.

5.2 The Board delegates certain functions to the following committees to oversee critical or major functional areas and to address matters, which require detailed review or in-depth consideration before tabling their recommendations to the Board:

- Audit & Risk Management Committee ("ACom");
- Nomination Committee ("NCom"); and
- Remuneration Committee ("RCom").

5.3 Such committees shall operate within their own defined charters or terms of reference that are approved by the Board.

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**6.0 POSITION DESCRIPTION OF THE BOARD MEMBERS**

**6.1 Individual Directors**

Every Director is required to fulfill his statutory and fiduciary duties at all times. Broadly, these include:

- adhere to applicable laws, rules, regulations, listing requirements, best practices, and obligations when discharging his responsibilities as director or buy virtue of his directorship in the Company;
- exercise his powers for a proper purpose and in good faith in the best interest of the Company/Group as a whole;
- avoid conflict of interest or material personal interest with the Company/Group;
- refrain from making improper use of information gained through the position of director and from taking improper advantage of the position of director;
- keep abreast of changes and trends in the Group's businesses, and risks and opportunities arising from changes in economic, social, and environment that could affect the businesses of the Group;
- contribute actively in Board discussions and deliberations of issues by providing sound advice to the Board;
- commit and devote sufficient time and effort in discharging their duties; and
- keep all Board information, discussions, deliberations and decisions that are not publicly known confidential and not use information gained through the Board for their personal interest.

**6.2 Chairman of the Board**

Separation of the positions of the Chairman and Managing Director/Chief Executive Officer promotes accountability and facilitates division of responsibilities between them. The Chairman of the Board shall be responsible for instilling good corporate governance practices and leading the Board in its collective oversight of management, whilst the Managing Director/Chief Executive Officer focusses on the businesses and day-to-day operations of the Group.

The key responsibilities of the Chairman of the Board, amongst other, are as follows:

- providing leadership for the Board so that the Board can perform its responsibilities effectively;
- leading the Board in the adoption and implementation of good corporate governance practices in the Group;

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- setting the Board agenda and ensuring that Directors receive true and updated information in a timely manner;
- leading and chairing board meetings and discussions;
- encouraging active participation and allowing dissenting views to be freely expressed;
- managing the interface between the Board and management; and
- ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

Pursuant to the MCCG, the Chairman of the Board is not encouraged to be nominated as a member of the ACom, NCom or RCom.

**6.3 Executive Directors and Managing Director or Chief Executive Officer**

The key responsibilities of the Executive Directors, amongst other, are as follows:

- oversee the day-to-day operations to ensure smooth and effective running of the business operations of the Group;
- develop and implement the strategies and plans for the Group's business operations based on effective risk management and internal controls; and
- monitor the overall financial and operational performance of the Group.

A Managing Director/Chief Executive Officer may be appointed amongst the Executive Directors to lead the management team in performing their duties and responsibilities.

**6.4 Independent Directors**

An Independent Director must satisfy the definition of "independent director" as set out in the applicable listing requirements of Bursa Malaysia Securities Berhad at all times.

The primary roles of the Independent Directors, amongst other, are as follows:

- bring independent and objective viewpoints to the Board;
- help to ensure that the interests of all shareholders and not the interests of a particular fraction or group are taken into account by the Board; and
- to ensure that the relevant issues are subjected to objective and impartial consideration by the Board, and the views of the Independent Directors shall carry significant weight in the Board's decision-making process.

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**6.5 Senior Independent Director**

The Board may appoint a Senior Independent Director to:

- act as a sounding board for the Chairman;
- serve as an intermediary for other Directors when necessary; and
- become the point of contact for shareholders and other stakeholders,

when the normal channel of communication is considered to be inappropriate or inadequate.

The Senior Independent Director shall be nominated from amongst the Independent Directors.

**6.6 Non-Independent Non-Executive Directors**

The Board may consist of Non-Independent Non-Executive Directors that are nominated by certain shareholders and represents the interests of those shareholders in providing strategic direction of the Group.

A Non-Independent Non-Executive Director (who is appointed by virtue of his position as an employee of a company, or who is appointed by or as a representative of a shareholder, employer or debenture holder) shall act in the best interest of the Company/Group, and in the event of any conflict between his duty to act in the best interest of the Company/Group and his duty to his nominator, he shall not subordinate his duty to act in the interest of the Company/Group to his nominator.

**7.0 COMPANY SECRETARY**

7.1 The Board shall be supported by a suitably qualified company secretary who possesses the knowledge and experience to carry out his functions.

7.2 The Company Secretary through the Chairman of the Board, plays an important role in good governance by helping the Board and its committees to function effectively and in accordance with their terms of reference and best practices.

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- 7.3 The roles of the Company Secretary, amongst other, are as follows:
- manages, attends and records minutes of Board and committee meetings, and facilitate Board communications;
  - guides the Board on its roles and responsibilities;
  - assists in the orientation of new Directors and assists in Directors' training and development;
  - guides the Board on corporate disclosures and compliance with company and securities regulations and applicable listing requirements of Bursa Malaysia Securities Berhad;
  - manages processes pertaining to the meetings of members (also known as general meetings) of the Company;
  - monitors corporate governance developments and assists the Board in applying corporate governance practices to meet the Board's needs and stakeholders' expectations;
  - serves as a focal point for stakeholders' communication and engagement on corporate governance issues; and
  - guides the Directors of their obligations to adhere to matters relating to disclosure of interest in securities, prohibition on dealing in securities, disclosure of any conflict of interest in a transaction involving the Company/Group, and restriction on disclosure of price-sensitive information.

7.4 The Company Secretary shall undertake continuous professional development.

**8.0 ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

8.1 All Directors and Company Secretaries shall have access to the information pertaining to the Group and shall cause the management team to supply accurate and complete information in a timely manner to enable the Board and the Company Secretaries to discharge their duties effectively.

8.2 The Directors and the Company Secretaries, collectively and individually, may seek independent professional advice and information in the furtherance of their duties at the Company's expense.

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**9.0 MEETING GUIDELINES**

- 9.1 The meeting and proceedings of the Board shall be governed by the provisions of the Constitution of the Company regulating the meetings and proceedings of the Board and where relevant as per the Companies Act 2016 which may be amended from time to time.
- 9.2 The Board meets regularly on a quarterly basis with additional meetings being conducted as and when necessary.
- 9.3 A full agenda of the meeting and the relevant Board papers (to be presented in a concise manner and includes comprehensive management reports, minutes of meetings, proposals and supporting documents) will be distributed to all Directors on a timely basis prior to the scheduled Board meetings to ensure Directors are well informed and for them to review, consider, and if necessary, obtain further information or research on the matters to be deliberated in order to be properly prepared at the meetings. Proceedings of all meetings are minuted and signed by the Chairman of the meeting. Minutes of all Board meetings are circulated to Directors and approved by the Board at the subsequent meeting.
- 9.4 Urgent matters that require immediate attention of the Board may be resolved via directors' resolutions in writing to speed up the decision-making process.

**10.0 NOMINATION, APPOINTMENT, ELECTION OR RE-ELECTION**

- 10.1 Upon appropriate recommendation from the NCom, every new appointment, election or re-election to the Board shall be evaluated by the Board based on the "Directors' Fit and Proper Policy" duly adopted by the Board as a whole with due consideration be given to, among others, the diverse skills, experience, integrity, competence and achievements of the candidates. If so required, the Board shall utilise independent sources to identify suitably qualified candidates for appointment of directors. Any appointment that may cast doubt on the integrity and governance of the Company shall be avoided.
- 10.2 The NCom shall assess the candidates based on the "Directors' Fit and Proper Policy" duly adopted by the Board prior to recommending the candidates to the Board for appointment, election or re-election.



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- 10.3 The Board shall ensure shareholders have the information they require to make an informed decision on the appointment, election or re-election of a Director. Details of any interest, position or relationship that may influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole shall be released to the shareholders via announcements. The Board may also provide a statement as to whether it supports the appointment, election or re-election of the candidate and the reasons why.
- 10.4 With regard to the appointment of Managing Director or Chief Executive Officer, similar assessment and approval process shall be carried out by the NCom and the Board.

**11.0 DIRECTORS' REMUNERATION**

- 11.1 The Company shall set the Directors' remuneration at appropriate levels to attract and retain the Directors' services, taking into consideration all relevant factors including the function, workload and responsibilities involved, and the demands, complexities and performance of the Group as well as skills and experience required.
- 11.2 The remunerations of Executive Directors and the Managing Director/Chief Executive Officer will be reviewed by the RCom annually and recommended for the Board's approval. Their remuneration shall be structured so as to link rewards to corporate and individual performance after taking into consideration all relevant factors including the responsibilities, contribution and commitment of the Executive Directors and the Managing Director/Chief Executive Officer.
- 11.3 In the case of the Non-Executive Directors, the level of remuneration reflects the contribution and level of responsibilities undertaken by the particular Non-Executive Director. The fee which is subject to the approval of the shareholders shall be fixed in sum and not by a commission or on percentage of profits/turnover.
- 11.4 Directors' remuneration shall be appropriately disclosed in the annual report/corporate governance report of the Company.

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**12.0 INDEPENDENCE OF INDEPENDENT DIRECTORS**

- 12.1 A Director will be considered independent if he is free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of his independent judgement, and he shall meet the independence criteria as set out in the applicable listing requirements of Bursa Malaysia Securities Berhad or other relevant regulations.
- 12.2 The tenure of an Independent Director does not exceed a term limit of 9 years. Upon completion of the 9 years, the Independent Director may continue to serve on the Board as a non-independent director.
- 12.3 The Independent Director who has served cumulative 9 years term limit may, upon recommendation of the Board with justification, seek shareholders' approval on his reappointment as Independent Director through a two-tier voting process, subject but not limited to:
- he has met the independence guidelines as set out in the applicable listing requirements of Bursa Malaysia Securities Berhad;
  - he is able to continue to bring independent and objective judgment to Board deliberations; and
  - he does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies.
- 12.4 The Board shall undertake a formal and objective annual assessment to determine the independence of the Independent Directors.

**13.0 PERFORMANCE EVALUATION AND BOARD EFFECTIVENESS**

- 13.1 The Board shall undertake formal and objective annual assessments to review and evaluate the performance of the Board as a whole, the Committees of the Board, each of the individual Board member, and the independence of the Independent Directors with a view to maximise Board performance.
- 13.2 All Board related performance evaluation shall be administered by the NCom who shall then report back to the Board.

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- 13.3 The annual assessment on individual Directors may include an evaluation of their:
- will and ability to critically challenge and ask the right questions;
  - character and integrity in dealing with potential conflict of interest situations;
  - commitment to serve the Company, due diligence and integrity; and
  - confidence to stand up for a point of view.

**14.0 TIME COMMITMENT FOR ACCEPTING NEW DIRECTORSHIPS**

- 14.1 Directors shall limit their directorship of companies to a number in which they are able to sufficiently devote their time and maintain effectiveness, subject to compliance with the applicable listing requirements of Bursa Malaysia Securities Berhad.
- 14.2 All Board members shall notify the Chairman of the Board before accepting any new directorship. The notification shall include an indication of time that will be spent on the new appointment. Acceptance of such new directorship shall not result in a conflict with the discharge of Directors' duties to the Company.

**15.0 GENDER DIVERSITY**

- 15.1 The Board acknowledges the importance of gender diversity and supports the participation of women on the Board as well as management team to bring value to the Board discussions and management decision-making from different perspectives and approaches.
- 15.2 The Company practices an equal and non-discrimination recruitment process regardless of race, age, religion and gender. Thus, the Board encourages a dynamic and diverse composition by nurturing suitable and potential candidates equipped with competency, skills, experience, character, time commitment, integrity and other qualities in meeting the future needs of the Company/Group.

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**16.0 TRAINING AND DEVELOPMENT**

- 16.1 The Directors shall continue to update their knowledge and enhance their skills through appropriate continuing education programmes and life-long learning. This will enable Directors to sustain their active participation in Board deliberation and to discharge their duties more effectively. The Board shall assess the training needs of its members from time to time.

**17.0 CODE OF ETHICS AND CONDUCT**

- 17.1 The Board observes the “Company Director’s Code of Ethics” as prescribed by Suruhanjaya Syarikat Malaysia (reproduced in Annex A as annexed hereto) which provides guidance on the standards of conduct and prudent business practices as well as standards of ethical behavior to the Directors.

*(Source:*

*<https://www.ssm.com.my/Pages/Publication/Booklet/document/Code%20of%20Ethics.pdf>)*

- 17.2 The Board also refers to the “Code of Business Conduct and Ethics” duly adopted by the Board to articulate the high standard of honesty, integrity, ethics and law-abiding behaviour within the Group.

**18.0 WHISTLEBLOWING**

- 18.1 A whistleblowing policy that sets out avenues where legitimate concerns can be objectively investigated and addressed shall be formulated, to enable individuals to raise concerns about illegal, unethical or questionable practices in confidence and without the risk of reprisal.

**19.0 ANTI-BRIBERY AND ANTI-CORRUPTION**

- 19.1 The Board undertakes to assign adequate resources to implement a sustainable anti-bribery and anti-corruption compliance policy and programme, to deal with improper solicitation, bribery and other corrupt activities and related issues that may arise in the Group’s course of business.

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**20.0 SUSTAINABILITY MANAGEMENT**

- 20.1 Together with management, the Board takes responsibility for the governance of sustainability in the Group including setting the Group's sustainability strategies, priorities and targets.

The Board takes into account sustainability considerations when exercising its duties including among others the development and implementation of strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by the Managing Director/Chief Executive Officer.

- 20.2 The Board strives to ensure that the Group's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.
- 20.3 The Board takes appropriate actions to ensure they stay abreast with and understand the sustainability issues relevant to the Group and its business, including climate-related risks and opportunities.
- 20.4 Performance evaluations of the Board and the Managing Director/Chief Executive Officer may include a review of the performance of the Board and the Managing Director/Chief Executive Officer in addressing the Group's material sustainability risks and opportunities.
- 20.5 Where appropriate, the Board may identify a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the Group.

**21.0 FINANCIAL REPORTING**

- 21.1 The Board shall ensure that the Company's financial statements and other financial reports are reliable source of financial information, and are prepared in accordance with the relevant laws and regulations as well as the applicable financial reporting standards, so as to give a true and fair view of the state of affairs of the Company and the Group.

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**22.0 RISK MANAGEMENT AND INTERNAL CONTROL**

- 22.1 The Board shall determine the Group's level of risk appetite and tolerance, and actively identify, assess and monitor key risks to safeguard shareholders' investments and the Group's assets.
- 22.2 Appropriate internal control systems shall be formulated and implemented to manage the key risks faced by the Group. Such systems shall be reviewed by the Board from time to time to ensure it operates effectively.

**23.0 CORPORATE DISCLOSURE**

- 23.1 The Board shall maintain a high level of transparency and accountability in its disclosure procedure and to promote effective communication with its stakeholders from time to time.
- 23.2 The Board observes the corporate disclosure framework under the applicable listing requirements of Bursa Malaysia Securities Berhad and other regulatory bodies to provide timely and pertinent information of the Group to its shareholders and other stakeholders to facilitate their decision-making.
- 23.3 The Board also refers to the "Corporate Disclosure Guide" issued by Bursa Malaysia Securities Berhad to enhance the timeliness and quality of its disclosure practices.
- 23.4 The Board shall establish a dedicated section for corporate governance in the Company's website to disseminate the Group's information to its stakeholders.
- 23.5 Where appropriate, the Board undertakes active engagements with the relevant stakeholders for example employees, shareholders, potential investors, and customers to gain a better understanding of the expectations and concerns (if any) of these stakeholders and the Group's impact on them. The Board may also establish channels for stakeholders to provide their views and feedback including complaints, and respond and address stakeholders' views, feedback or complaints appropriately.

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**24.0 COMMUNICATION WITH SHAREHOLDERS**

- 24.1 General meetings are an important avenue through which shareholders of the Company can exercise their rights. All Directors, including the Chairs of the Board Committees shall attend general meetings to provide meaningful response to questions addressed to them.
- 24.2 The Board shall take active steps to encourage full participation of shareholders at the Company's general meeting and to disclose the relevant information to its shareholders to facilitate the considered use of their votes.
- 24.3 The Board shall remind its shareholders of their rights to demand a poll at the commencement of general meetings, and encourage to put substantive resolutions to vote by poll and make an announcement of the detailed results showing the number of votes cast for and against such resolutions.
- 24.4 The Board shall promote effective communication and constructive engagements with the shareholders of the Company in relation to the performance, corporate governance and other matters affecting shareholders' interests.

**25.0 REVIEW OF THE BOARD CHARTER**

- 25.1 The Board shall periodically review and update its Board Charter to ensure compliance with the regulatory and legal requirements, which will take precedence over any stipulation of the Board Charter, and in accordance with the needs of the Company/Group that may have an impact on the discharge of the Board's duties and responsibilities.
- 25.2 The Board's approval is mandatory for any amendments to its Board Charter.
- 25.3 The Board Charter shall be published on the website of the Company.

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Document ID	Version	Approval
Board Charter	V1	Approved by the Board on 01 July 2023 Effective date: Upon listing on ACE Market of Bursa Malaysia Securities Berhad

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders, guidelines, practice notes, practice directives, circulars or other statutory instruments made pursuant thereto.



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Annex A

**COMPANY DIRECTOR'S CODE OF ETHICS**

by Suruhanjaya Syarikat Malaysia

<https://www.ssm.com.my/Pages/Publication/Booklet/document/Code%20of%20Ethics.pdf>

**A. INTRODUCTION**

Malaysia is increasingly dependent on private sector for sustainable growth of trade and business activities and the economy as a whole, more so with the buoyant economy and the privatisation of the nation's postal, telecommunication, power and sewerage treatment operations have exposed company reports and accounts to unusually close scrutiny. The business environment and laws are continually becoming more complex and these have imposed a greater demand for reasonable competence among company directors. It is important that there exists an acceptable level of corporate behaviour not devoid of professionalism and credibility, to uphold good corporate integrity. Experiences within the country have critically exposed the need to formulate standards of corporate behaviour to create an ethical corporate climate.

**B. PRINCIPLES**

The principles on which this Code rely are those that concern transparency, integrity, accountability and corporate social responsibilities.

**C. OBJECTIVES**

This Code of Ethics is formulated to enhance the standard of corporate governance and corporate behaviour with a view to achieving the following objectives:

1. To establish standards of ethical conduct for directors based on acceptable belief and values one upholds.
2. To uphold the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines governing a company.

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**D. DEFINITION**

In the context of this Code, a company director means any person occupying the position of director of a corporation by whatever name called, and includes a person in accordance with whose directions and instructions the directors of a corporation are accustomed to act, and an alternate or substitute director. A director also includes both executive and non-executive director as well as executive and non-executive chairman.

**E. CODE OF CONDUCT**

In the performance of his duties, a director should at all times observe the following Codes:

**1. Corporate Governance**

- 1.1 Should have a clear understanding of the aims and objectives, capabilities and capacity of the company;
- 1.2 Should devote time and effort to attend meetings and to know what is required of the board and each of its directors, and to discharge those functions;
- 1.3 Should ensure at all times that the company is properly managed and effectively controlled;
- 1.4 Should stay abreast of the affairs of the company and be kept informed of the company's compliance with relevant legislations and contractual requirements;
- 1.5 Should insist on being kept informed on all matters of importance to the company in order to be effective in corporate management;
- 1.6 Should limit his directorship of companies to a number in which he can best devote his time and effectiveness; each director is an own judge of his abilities and how best to manage his time effectively in the company in which he holds directorship;
- 1.7 Should have access to the advice and services of the company secretary, who is responsible to the board to ensure proper procedures, rules and regulations are complied with;
- 1.8 Should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the company;

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- 1.9 Should disclose immediately all contractual interests whether directly or indirectly with the company;
- 1.10 Should neither divert to his own advantage any business opportunity that the company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
- 1.11 Should at all times act with utmost good faith towards the company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
- 1.12 Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the company is at stake.
- 2. Relationship with Shareholders, Employees, Creditors and Customers**
- 2.1 Should be conscious of the interest of shareholders, employees, creditors and customers of the company;
- 2.2 Should at all times promote professionalism and raise competency of management and employees; and
- 2.3 Should ensure adequate safety measures and provide proper protection to workers and employees at work places.
- 3. Social Responsibilities and the Environment**
- 3.1 Should ensure that necessary steps are taken in accordance with the law to properly wind up or strike off the company register if the company has not commenced business or has ceased to carry on business and is not likely to commence business in future or again to carry on business as the case maybe;
- 3.2 Should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with governmental authorities or regulatory bodies;
- 3.3 Should ensure effective use of natural resources, and to improve quality of life by promoting corporate social responsibilities;

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- 3.4 Should be more proactive to the needs of the community and to assist in society related programme in line with the aspirations of the concept of “Caring Society’ in Vision 2020; and
- 3.5 Should ensure that the activities and the operations of the company do not harm the interest and well- being of the society at large and to assist in the fight against inflation.

[End]