



BOARD CHARTER

I. OBJECTIVES

This Board Charter (“Charter”) sets out the roles, responsibilities, functions and processes of the Board of Directors (“Board”) of CCK Consolidated Holdings Berhad (“Company”).

The primary objective of this Board Charter is to ensure all Board members are fully aware of their fiduciary duties and responsibilities and that their actions comply with all relevant law and regulations. The Charter guides the Board to operate effectively and ethically, upholding the highest standards of corporate governance while overseeing the Company’s affairs with the ultimate objective of realising long-term shareholder value.

II. ROLES OF BOARD

(A) Board Composition

Subject to the provisions of the Company’s Constitution, all the Directors shall be natural persons of full age. Unless a general meeting decides otherwise, the number of Directors shall not be less than two (2) and not more than fifteen (15). The Board must be of a size that facilitates diverse and constructive interaction to generate fruitful ideas from a wide range of knowledge, skills, qualities, views and experience.

The Constitution requires an annual election of Directors. One-third (1/3) of the Board shall retire at each annual general meeting and shall be eligible for re-election, and all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

At least two (2) Directors or one-third (1/3) of the Board, whichever is higher, shall be Independent Directors. If the total number of directors is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall be used. Independent Directors, who are essential in ensuring impartiality of the Board’s deliberations and decision-making process, shall fulfill the criteria as stipulated in Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”).

Even if an Independent Director does not fall within any of the disqualifying criteria as defined in the Listing Requirements, the Board shall still determine if the Independent Director is able to exercise independent judgment and act in the best interests of the Company.



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The Board shall appoint a Senior Independent Non-Executive Director amongst its members. This Director acts as the designated point of contact for concerns raised by other Directors, the public or investors. All inquiries or complaints concerning the Group's decisions or actions shall be addressed to him.

Directors shall commit to devoting sufficient time to carry out their responsibilities upon appointment. Directors shall notify the Chairman before accepting any new directorship, including an indication of time required for the new appointment.

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer (CEO)/Group Managing Director (GMD) are clearly separated.

The Nomination Committee recommends candidates for all directorships to the Board, taking into consideration the candidates' skills, knowledge, expertise, experience, professionalism, integrity, time commitment, competencies and other relevant qualities.

The Nomination Committee is also responsible for annual review of the required mix of skills, experience, character, integrity, core competencies, time commitment, gender diversity and other qualities required of Board members, in the context of the needs of the Group's businesses.

(B) Role of Board

The Board, representing the shareholders, is empowered to ensure the proper management of the Company and its subsidiaries ("the Group"), including optimising long-term financial returns.

In addition to its primary obligation to enhance shareholder value, the Board is also responsible to the Group's other stakeholders.

In discharging its responsibilities and facilitating ongoing oversight of the Group, the Board's role encompasses, but is not limited to, the following matters:

(a) Ethics and Compliance

The Board establishes the corporate vision, mission, values, standards and philosophy of the Group, including setting direction for the management and monitoring the performance of the management.

The Board is guided by the Code of Conduct and Ethics for Directors in discharging its oversight role effectively. The Board ensures the Group adheres to high standards of ethics and corporate behavior, thereby promoting a culture of corporate responsibilities.



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The Board appoints the CEO/GMD, including setting the relevant terms and objectives. The Board establishes Board Committees to address specific issues, considering recommendations of the various Board Committees and discussing problems and reservations arising from these Committees' deliberations.

The Board undertakes an annual assessment of the independence of its Independent Directors. It initiates a Board evaluation programme, ensures follow up action to address issues arising, and provide adequate training of Board members.

The Board meets at least once every quarter to facilitate the discharge of their responsibilities.

(b) Policies and Strategies

The Board is responsible for ensuring that the Group's goals are clearly established and that a strategic plan that promotes sustainability is in place to achieve them.

The Board establishes policies and procedures to effectively discharge its roles and responsibilities and to strengthen the performance of the Group.

The Board adopts performance measures to monitor the implementation and effectiveness of the strategy, policies, plans, and all legal and fiduciary obligations affecting the business.

The Board is responsible for ensuring that an appropriate succession plan is in place for members of the Board and senior management.

The Board establishes policies governing the investors relations programme and shareholder communication, while also overseeing communications with all other stakeholders.

The Board is responsible for reviewing, approving and monitoring the overall strategy, business operations, and significant corporate policies, including systems of risk management and internal controls, to ensure the Group's solvency, its ability to meet its contractual obligations, and the safeguarding of its assets.

(c) Internal Control and Risk Management

The Board oversees, reviews and monitors the operation, adequacy and effectiveness of Group's system of risk management and internal control, to ensure full compliance-with all applicable laws, regulations, rules, directives and guidelines.

The Board defines the risk appetite, approves the Group's risk management framework, oversees its operation, assesses its effectiveness, and manages the significant risks.



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The Board ensures the Group's internal audit function critically reviews all the Group's activities and internal controls through regular and comprehensive audits of the practices, procedures, expenditure and internal controls of all its business and support units.

Directors shall consult the Chairman and the Company Secretary, as necessary, for clarification regarding their responsibilities and duties or any dealings that may result in a potential conflict of interest.

(C) Role of Individual Directors

Directors shall comply with all legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors, which includes:

- (a) acting with reasonable care, skill and diligence and for proper purpose;
- (b) acting in utmost good faith and in the best interests of the Company as a whole;
- (c) avoiding conflicts of interest with the Company, whether in a personal or professional capacity; and
- (d) refraining from making improper use of information gained through their position or taking improper advantage of the role of Director.

Directors shall maintain the confidentiality of all Board information, discussions, deliberations and decisions that are not publicly known and are prohibited from using information gained through their position for their interest or their employers' interest.

(D) Role of Board Committees

To ensure the effective discharge of its duties, the Board may delegate responsibility for specified matters to individual members or Committees of the Board. All such Committees must be provided with written terms of reference approved by the Board, which state clearly the extent and limits of their authority and responsibilities and whether they are authorised to act on behalf of the Board or are required to report back to the Board.

The Chairman of the Board Committees shall report to the Board on key issues deliberated at the Committee meetings and present their recommendations for the Board's consideration and approval.

The present Board Committees are the Audit Committee, the Remuneration Committee, the Nomination Committee, and the Risk Management Committee.



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(E) Role of Management

The roles of the Management generally encompass the followings:

- (a) Developing and proposing strategic plan and annual budget for the Board's approval to ensure achievement of the objectives set by the Board;
- (b) Communicating and implementing the strategic plan approved by the Board and any decisions of the Board to ensure the Company's objectives are met;
- (c) Managing the Company's operations appropriately, aligning with the strategic plan approved by the Board and operating within the established authority limits;
- (d) Setting up an appropriate and effective internal control and risk management framework, identifying, assessing, managing, monitoring and mitigating key risks;
- (e) Developing policies for review and approval of the Board, and implementing the approved policies;
- (f) Developing effective management information and internal control systems to ensure that integrity and adequacy of the systems are maintained;
- (g) Reporting periodically to the Board on the Group's performance against the approved plan and budget, as well as other matters under the Board's purview, to enable the Board to discharge its responsibilities effectively; and
- (h) Reporting to the Board on matters that required its decision or approval, and all other significant issues affecting the Company and Group.

III. BOARD FUNCTIONS

(A) Stakeholder Communication

The Board is committed to an open and transparent policy in respect of its relationship with its shareholders and investors, ensuring they are informed of all material information affecting the Company on a timely basis.

- (a) Ensure timely release of quarterly and annual financial results to provide shareholders with an overview of the Company's performance and operations.
- (b) Leverage information technology for effective dissemination of information. The Company's website provides easy access to corporate information and is continuously updated.
- (c) All press releases shall be vetted by the CEO/GMD to ensure that information yet to be released to Bursa Malaysia Securities Berhad is not disseminated prematurely.



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- (d) Maintain an ongoing communication program to ensure that shareholders are kept appropriately informed of major developments within the Group on a timely basis.
- (e) Ensure that views of majority shareholders are taken into consideration in decision making and interests of minority shareholders are adequately protected.
- (f) Ensure a safe and healthy working environment for all personnel through the effective operation of Occupational Safety and Health Committee.
- (g) Support and implement initiatives related to environmental and sustainability such as maintaining an effective wastewater treatment system.
- (h) Engage with the community by supporting charitable causes and addressing social accountability issues.

(B) Company Secretary

The appointment and removal of the Company Secretary shall be the prerogative of the Board as a whole, subject to the provisions of the Company's Constitution.

The appointed Company Secretary shall be suitably qualified and competent to effectively support the Board in executing its roles and responsibilities.

All Board members have unrestricted access to the advice and services of the Company Secretary.

The Company Secretary serves as a central source of information and advice to the Board and its Committees on matters relating to corporate governance and regulatory compliance, including:

- ◆ Compliance with laws, rules, procedures and regulations affecting the Company
- ◆ Directors' obligations concerning disclosure of interests and conflict of interest
- ◆ Rules on securities dealing

IV. BOARD EFFICIENCY

(A) Directors' Induction

The Chairman is responsible for ensuring that all Board members, upon taking up office, are fully briefed on the terms of their appointment, duties and responsibilities.

New Board members must undergo a comprehensive induction programme designed to enhance their understanding of the Group's operations, business environment, and



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market position, which includes the Company's vision, philosophy, corporate strategy, and operations. To facilitate understanding of the Company's governance framework, each new Board member will be provided with copies of the following documents:

- ◆ Board Charter (including Code of Conduct and Ethics)
- ◆ Operational structure
- ◆ Organisation chart
- ◆ Latest Annual Report (including Audited Financial Statements)
- ◆ Constitution

(B) Directors' Remuneration

The Company shall set Director's remuneration at a level sufficient to attract and retain qualified individuals, taking into consideration all relevant factors, including but not limited to their function, workload and responsibilities associated with the role.

The remuneration for the CEO/GMD and Executive Directors is determined by the Board, based on the recommendation of the Remuneration Committee after giving due consideration to the compensation levels for comparable positions within similar industries and comparable size of Malaysian public listed companies.

Non-Executive Director are paid a fixed annual fee, not a commission on profits or turnover. This fee is determined by considering their responsibilities within the Committees and the Board, their attendance, as well as skills and expertise they contribute to the Company.

The remuneration of Directors is adequately disclosed in the Annual Report.

(C) Board Performance Evaluation

The Nomination Committee undertakes an annual evaluation to assess the effectiveness of the Board as a whole and that of its Committees. This review evaluates the competencies, commitment, contribution and performance of each individual Director to ensure the Board's composition, size and structure align with the current and future needs of the Group.

The Board, through the Nomination Committee, undertakes an annual assessment to confirm the continuing independence of its Independent Directors.



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(D) Directors' Training and Development

In addition to the Mandatory Accreditation Programmes (MAP) required by Bursa Malaysia Securities Berhad, Board members are encouraged to attend training programmes or seminar which are relevant to the Company's business to enable the Directors to effectively discharge their duties.

The Board evaluates and determines the training needs of its members and ensures their needs are met. The subject matter of training must be relevant and aid the Directors in the effective discharge of their duties. The Chairman shall ensure Directors have access to the necessary continuing education programmes or materials that align with the identified development areas. A brief description of the training attended by the Directors shall be disclosed in the Annual Report.

(E) Access to Information and Independent Advice

All Directors shall have full and unrestricted access to all information within the Company, whether acting as a Board or in their individual capacity. This access is critical for all Directors, particularly Non-Executive Directors, to properly understand and assess the Company's performance and business.

In discharging Directors' duties, each Board member is entitled to obtain independent professional or other advice at the Company's expense. This entitlement is subject to prior approval of the Chairman.

When seeking independent advice, the Director shall provide the Company Secretary with prior written notice detailing the name of the professional advisors to be engaged and a concise summary of the matters upon which advice is sought.

The abovementioned restriction shall not apply to Executive Directors when acting in the furtherance of their executive responsibilities and within their delegated authority.

Independent professional advice includes, but is not limited to, counsel from legal experts, accountants, auditors (internal and external), and other professional advisors or consultants (domestic or overseas).

V. PROCESSES OF BOARD

(A) Board Meetings

The Chairman shall ensure the Board meets at regular intervals throughout the year, subject to the provisions of the Company's Constitution and other relevant laws.



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In addition to the pre-scheduled meetings, the Board may convene ad-hoc meetings at any time during the year to address urgent matters.

The agenda of the meeting shall focus on matters that require Board's decision, approval, or directions, and on items that are within the Board's responsibility.

The Company Secretary shall consult with the Senior Management and CEO/GMD regarding the agenda items. The final agenda for the meeting will be approved by the Chairman or, in his absence, by the CEO/GMD.

Any Director may request for inclusion of any matter in the agenda for a specific Board meeting. Such request must be submitted to the Chairman for approval no less than seven (7) working days before the date of meeting.

The Company Secretary shall inform the relevant Head of Department to submit their report or presentation materials at least six (6) working days before the date of Board meeting. In the case where the subject matter is price sensitive, confidential, or in a state of flux, the report, materials, or papers shall be circulated or presented directly at the Board meeting.

The Board meetings' notices and agendas and comprehensive Board papers shall be compiled in a meeting file and distributed to the Board members at least fourteen (14) working days and five (5) working days before each meeting respectively. A quorum of the meeting shall be two (2) Directors, subject to the provisions of the Company's Constitution.

Information furnished to the Board shall go beyond historical or financial data to include critical quantitative performance measures. All information provided must be complete, adequate and timely. The Board papers shall include, but not be limited to, the following:

- (a) Minutes of the previous meeting
- (b) Circular Resolutions in writing passed since the last Board meeting
- (c) Quarterly financial report
- (d) Related party transactions and recurrent related party transactions
- (e) Conflict of interest situation
- (f) Disclosure of Directors' interest
- (g) Disclosure of dealings by Directors and Principal Officers of the Company and its major subsidiaries
- (h) Proposals for significant capital expenditure, and material acquisitions or disposal of assets



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- (i) Operational reports, including major issues and opportunities of the Group
- (j) Any other matters requiring the Board's authority or decision

The Board shall, at intervals of not more than one (1) year:

- (a) Review the goals, strategies, operational plans and budget of the Company.
- (b) Consider and, if deemed appropriate, declare or recommend the payment of dividends.
- (c) Review and endorse the Audit Committee's recommendations regarding the following matters:
 - ◆ Audited Financial Statements
 - ◆ Statement of Risk Management and Internal Control
 - ◆ Audit Committee Report
 - ◆ The independence and suitability of external auditors
 - ◆ The appointment of external auditors
 - ◆ Auditors' remuneration
- (d) Review and endorse the Nomination Committee's recommendations concerning the following:
 - ◆ Board composition, structure and succession planning
 - ◆ Evaluations of the Board, its Committees and individual Directors
 - ◆ Evaluation of the Chief Financial Officer (CFO) or the officer primarily responsible for financial report as defined in the Listing Requirements
 - ◆ Training needs for Directors
 - ◆ Criteria for the recruitment process, annual assessment of Directors, and annual assessment of independence of Independent Directors.
- (e) Review and endorse the Remuneration Committee's recommendations regarding the remuneration policy in general, and specifically the compensation for the CEO/GMD, Executive Directors and Non-Executive Directors.

Minutes of meetings shall accurately record deliberations and decisions taken, including the views of individual Board members where appropriate. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting. The signed minutes shall be accepted as *prima facie* conclusive evidence. Minutes of each meeting are kept by the Company Secretary and shall be distributed to all Board members.



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(B) Financial Reporting

The Company announces to Bursa Malaysia Securities Berhad its quarterly financial results within two (2) months after the end of each quarterly financial period.

The Board, through the Audit Committee, ensures that the financial statements are prepared in accordance with the approved accounting standards to give a true and fair view of the Company's current financial status. An Auditors' Report must accompany the statements, explaining the Auditors' responsibility in forming an independent opinion on the financial statements.

The Audit Committee shall review the scope and results of the audit, its cost effectiveness, the independence of the Auditors, and non-audit services supplied to the Company.

Appointment of the Company Auditors is subject to shareholders' approval at General Meeting. The Auditors are required to retire during the annual general meeting each year and be re-appointed by shareholders for the ensuing year.

VI. APPLICATION

The Board shall review this Charter periodically and make any necessary amendments to ensure it remains consistent with the Board's objectives, corporate governance principles, and the requirements of relevant regulatory authorities.