



APM Automotive Holdings Berhad
(424838-D)

Board Charter



Board Charter

(Revised pursuant to a resolution of the Board on 28 February 2018)

1. Introduction and purpose of Board Charter

The Board Charter (the “Charter”) formalises the various roles and responsibilities of the Board, Board Committees and individual Directors of APM Automotive Holdings Berhad (“APM” or the “Company”) with the aim of streamlining and enhancing corporate governance practices towards transparency, accountability and integrity in boardroom activities.

The Charter incorporates the Principles and Practices (including Guidance) of the Malaysian Code on Corporate Governance (“MCCG”), as considered appropriate, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) on corporate governance, certain aspects of the Company’s Constitution and relevant portions of the Companies Act 2016 insofar as the duties and responsibilities of Directors are concerned. Whilst the Charter serves as a structured guide, especially for new Directors who are on-board, it should not be construed as an exhaustive blueprint for Directors of the Company.

2. Interpretation

2.1 In this Charter:

“Board” means the Board of Directors of the Company;

“Board Committees” means committees established by the Board from time to time, including Audit Committee and Nominating and Remuneration Committee;

“Bursa Malaysia” means Bursa Malaysia Securities Berhad;

“Business” means the business of the Company and all its subsidiaries;

“Chairman” means the Chairman of the Board and is used in a gender-neutral sense;

“Company Secretary(ies)” means the Board secretary(ies) or the person(s) normally exercising the functions of a Board secretary;

“Directors” means members of the Board;

“Group” means the Company and all its subsidiaries;

“Independent Director” is defined in accordance with Paragraph 1.01 and Practice Note of the Listing Requirements;

“Listing Requirements” means the Main Market Listing Requirements of Bursa Malaysia;

“Management” means the management personnel of the Group; and

“Shareholders” means the shareholders of the Company.

3. Role of the Board and its principal responsibilities

3.1 The Board is collectively responsible for the proper stewardship of Group’s business and the creation of long term shareholder value, whilst taking into account interests of other stakeholders.

3.2 The principal responsibilities of the Board are as follows:

- (a) promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- (b) reviewing, challenging and deciding on Management’s proposals for the Group, and monitoring its implementation by Management to ensure the goals and target set for Management are met and in line with the Group’s long term objectives;
- (c) setting the Company’s strategic plan that supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- (d) overseeing the conduct of the Group’s business, including supervising and assessing the performance of Management, to determine whether the business is being properly managed;
- (e) identifying and assessing the principal risks of the Group’s businesses in recognition that business decisions involve the taking of appropriate risks;
- (f) setting of risk appetite within which the Board expects Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (g) ensuring that all candidates appointed to Senior Management positions are of sufficient calibre and that there are plans in place to provide for the orderly succession of Senior Management of the Group and members of the Board;
- (h) reviewing the leadership needs of the Group, both executive and non-executive, with a view to ensuring continued ability of the Group to compete effectively in the marketplace;

- (i) overseeing the development and implementation of policies and procedures to enable effective communication with stakeholders;
- (j) reviewing the adequacy and integrity of the Group's management information and internal control systems, ensuring there is a sound framework for internal controls reporting and corporate reporting including financial and non-financial; and
- (k) overseeing the Group's adherence to high standards of conduct/ ethics and corporate behaviour, including the Code of Ethics for Directors set out in **Appendix A** of this Charter.

3.3 In discharging the above responsibilities, Directors are expected to:

- (a) be aware of the environment the Group is operating in;
- (b) exercise diligence and avoid undeclared conflict of interest situations;
- (c) understand their oversight role, including the exercise of independent and objective judgment in decision making;
- (d) commit and devote sufficient time and efforts in discharging their duties responsibly;
- (e) contribute actively in Board discussion and deliberations of issues by providing sound advice based on the Directors' experience and specific expertise they bring to the Board; and
- (f) attend regular training programmes in order to be apprised of changes in regulatory requirements the Directors and the Group are subjected to.

3.4 To ensure the direction and control of the Company are in the hands of the Board, a formal schedule of matters reserved for the Board's deliberation and decision is set out in Appendix B of this Charter.

4. Board structure

4.1 Board balance and composition

4.1.1 The Board shall be helmed by a Chairman, appointed by the Board, and comprise at least two (2) members or one-third ($\frac{1}{3}$) of the Board, whichever is higher, who are Independent Non-Executive Directors ("IDs") in accordance with the Listing Requirements. The Chairman may be assisted by the leader of the Executive Team (the "ET Leader") referred to in paragraph 4.3.1 below if the Chairman is not the ET Leader.

- 4.1.2 The tenure of ID shall be for a cumulative term of nine (9) years since appointment as ID. Where the Board is of the view that the ID can continue beyond the 9-year tenure, it must justify and seek annual shareholders' approval. In the alternative, the ID may be re-designated as Non-Independent Director and continue to serve on the Board.
- 4.1.3 The Board shall also identify from amongst the IDs, but excluding the Audit Committee Chairman, who is also an ID, as a Senior Independent Non-Executive Director ("SID") to whom concerns of fellow Directors, shareholders or stakeholders may be conveyed. The SID shall have the following specific responsibilities:
- a. serve as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through normal channels of contact with the Chairman or Chief Executive Officer;
 - b. serve as the principal conduit between the Independent Directors and the Chairman on sensitive issues;
 - c. lead the succession planning and appointment of the Board members, including the future Chairman and Chief Executive Officer; and
 - d. lead the annual review of Board effectiveness, ensuring that the performance of each individual director is independently assessed.
- 4.1.4 Whilst the Company's Constitution allows for no less than three (3) or more than ten (10) Directors, the Board shall examine and determine its size periodically in relation to the effective running of the Company's businesses.
- 4.1.5 To enhance its effectiveness, the Board shall ensure its members have the relevant skills, experience, expertise and time commitment. Accordingly, the Nominating and Remuneration Committee is entrusted by the Board to appraise candidates for directorship, including those who retire and offer themselves for re-election or election and those IDs, whose tenure as IDs has exceeded a cumulative term of 9-year, before recommending to the Board. The Board is mindful of the need for board diversity and, in this context, the Nominating and Remuneration Committee takes into consideration diversity in gender, ethnicity and age and other qualities of the candidates when recommending to the Board.
- 4.1.6 The composition of the Board shall be guided by the Board Diversity Policy, set out in **Appendix C**, to ensure the Board is of appropriate mix so as to optimise the performance of the Board as a whole and align the Board's capabilities with the strategic direction of the Company.
- 4.1.7 Directors shall not sit on the boards of more than five (5) listed issuers and before accepting any new directorship, Directors shall notify the Chairman, the notification of which shall include an indication of time that will be spent on the new appointment.

4.2 Role of Chairman

The Chairman is primarily responsible for the following:

- (a) presiding at Board and shareholder meetings and ensuring the proceedings thereof comply with good conduct and practices provided that the Board may appoint another Director to preside as Chairman if the Chairman shall be unwilling to preside at any meeting;
- (b) leading the Board in establishing and monitoring good corporate governance practices in the Company;
- (c) consulting with the Board promptly over any matter that gives him cause for major concern;
- (d) managing Board communications and Board effectiveness, and the interface between Board and Management;
- (e) in conjunction with the Company Secretary(ies) to determine the content of the agenda and the information to be supplied to the Board as set out in paragraph 5.2 below and ensuring that Board members receive complete and accurate information in a timely manner;
- (f) acting as facilitator at Board meetings and ensuring that no member, whether executive or otherwise, dominates discussion. The Chairman shall also encourage Board members to participate in discussions and that relevant opinions amongst members are forthcoming, resulting in logical and understandable outcomes and allowing dissenting views to be freely expressed;
- (g) providing leadership to the Board so that the Board can perform its responsibilities effectively;
- (h) facilitating effective communication between the Board and stakeholders; and
- (i) other responsibilities as assigned by the Board from time to time.

4.3 Roles of Directors with Executive Functions and Responsibilities i.e. Executive Directors, including President, Chief Executive Officer and the Executive Team

4.3.1 Directors who have executive functions and responsibilities under their service contracts and delegated functions as determined by the Board and who form part of the Senior Management personnel (collectively the “Executive Team”) shall use the following appropriate corporate titles to reflect their executive roles, functions and responsibilities:

Corporate Title

President
Chief Executive Officer (“CEO”)
Chief Operating Officer
Executive Vice President
Chief Business Development Officer

such other corporate titles as the Board may resolve to add from time to time.

The leader of the Executive Team or the ET Leader shall be the President or if there is no President appointed, the CEO shall be the leader. The ET Leader shall be answerable to the Board.

- 4.3.2 The Executive Team is charged with the responsibility to manage the Group, each according to his or her role, position, functions and responsibilities under the leadership of the ET Leader.
- 4.3.3 Where no Managing Director shall have been appointed by the Board to oversee the day to day operations of the Group, the Board may delegate the responsibility of overseeing the day to day operations of the Group to the ET Leader and to other members of the Executive Team. The delegation of powers to the ET Leader by the Board may include the power for the ET Leader to sub-delegate to other members of the Executive Team and/or to the other members of Management.
- 4.3.4 The Executive Team, which serves as a conduit between the rest of the Management and the Board, is responsible for the effective implementation of the strategic plans and policies of the Group established by the Board and for corporate governance, besides managing the daily operations of the Group.
- 4.3.5 Generally, members of the Executive Team are responsible to the Board for the following in accordance with their respective roles, positions, functions and responsibilities:
- (a) achievement of Group’s goals and observance of Management authorities delegated by the Board;
 - (b) developing long-term strategic and short-term business plans, designed to enable the Group’s requirements for growth, profitability and return on capital are achieved;
 - (c) directing and controlling all aspects of the business operations in a cost effective manner;

- (d) overseeing human capital development with respect to key positions in the Group hierarchy and ensuring the general well-being of employees, including the determination of remuneration as well as terms and conditions of employment for other Senior Management personnel and issues pertaining to discipline of all employees;
- (e) representing the Group's interest with major customers, government agencies, regulatory bodies and industries at large, to ensure general goodwill towards the Group and cooperation in planned development;
- (f) assuring that the Group's products and services are of high standards;
- (g) providing assistance to members of the Board and Board Committees, as required, in discharging their duties; and
- (h) ensuring members of the Board have the information necessary to discharge their fiduciary duties and other governance responsibilities.

4.3.6 The Board shall receive the following from, or through members of Executive Team according to their respective roles, positions, functions and responsibilities at its scheduled meetings:

- (a) reports on the performance and activities of the Group for the period under review, including explanations for significant fluctuations over the period and significant variances from the budget; and
- (b) where appropriate, a briefing pertaining to risk management issues, challenges faced by the Group, changes to legislations that may affect the Group's operations, litigations and other salient events or issues affecting the Group.

4.3.7 The Executive Team shall act within all specific authorities delegated to them by the Board or by the leader of the Executive Team.

4.3.8 In discharging the above responsibilities, a member of the Executive Team may delegate appropriate functions to any member of Senior Management, who shall report to such member of the Executive Team.

4.4 Role of Non-Executive Directors ("NEDs")

The roles of NEDs largely encompass the monitoring of the Group performance and contributing to the development of Company strategy, clarified as follows:

- (a) **Strategy:** Constructively challenge and contribute to the development of Company strategy;
- (b) **Performance:** Oversee the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance.

4.5 Company Secretary(ies)

- 4.5.1 The appointment and removal of the Company Secretary(ies) is a matter for the Board as a whole. The Company Secretary(ies) shall be suitably qualified and capable of carrying out the duties required of the post.
- 4.5.2 The Company Secretary(ies) is expected to provide unimpeded advice and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.
- 4.5.3 The primary roles and responsibilities of the Company Secretary(ies) shall include the following:
- (a) ensuring timely dissemination of notice of meeting and agenda to Directors, including relevant Board papers and information pertaining to issues scheduled for discussion and/or approval at meeting;
 - (b) ensuring that Board procedures and applicable rules are observed;
 - (c) maintaining records of the Board and Board Committees and their respective meetings and ensuring effective management of the Company's records;
 - (d) preparing comprehensive minutes to document Board and Board Committee proceedings and ensure conclusions are accurately recorded;
 - (e) advising the Board on corporate disclosures and compliance with the relevant rules and regulations, and timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements;
 - (f) advising the Board on its roles and responsibilities;
 - (g) facilitating the orientation of new directors and assisting in Director training and development;
 - (h) managing processes pertaining to the shareholder meetings;
 - (i) monitoring corporate governance developments and assisting the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
 - (j) serving as a focal point for stakeholders' communication and engagement on corporate governance issue; and
 - (k) carrying out other functions as deemed appropriate by the Board from time to time.

4.6 Board Committees

4.6.1 The Board shall establish Committees from time to time to assist the Board in the discharge of its duties and responsibilities. Each Committee has its own terms of reference in writing, specified by the Board, detailing its roles and responsibilities, structure and composition.

4.6.2 A number of standing Committees, with written terms of reference, have been established, namely the following:

- **Audit Committee**

The Audit Committee assists and supports the Board primarily in the areas of financial reporting in liaison with the external auditors, the Group's system of risk management and internal controls in liaison with the internal auditors and the review of related party transactions and conflict of interest situations. The terms of reference of the Audit Committee are attached as **Appendix D** of this Charter; and

- **Nominating and Remuneration Committee**

The Nominating and Remuneration Committee assists the Board on matters relating to the selection and assessment of Directors as well as implementing policies and procedures on matters relating to the remuneration of Directors and Senior Management. The terms of reference of the Nominating and Remuneration Committee are attached as **Appendix E** of this Charter.

4.7 The Board's relationship with shareholders and stakeholders

4.7.1 The Board shall maintain a communications policy that enables both the Board and Management to communicate effectively with the Company's shareholders, stakeholders and the general public.

4.7.2 The Board shall ensure that the General Meetings of the Company are conducted in an efficient manner to enhance shareholder communications. The Board shall also provide timely and relevant information to shareholders and encourage their active participation at the meetings, taking into account the following measures:

- (a) ensure that each item of special business included in the notice of meeting is accompanied by a full explanation of the effects of the proposed resolution;
- (b) ensure that a brief description, including information such as age, relevant experience, list of directorships, date of appointment to the Board, details of participation in Board Committees and designation of Directors (Independent or Non-Independent), in respect of the Directors standing for re-election or re-appointment is disclosed in the Annual Report;

- (c) the Chairman shall provide reasonable time for discussion at the meeting. Where appropriate, the Chairman will undertake to provide the shareholder with a written answer to any significant question which cannot be answered immediately; and
- (d) ensure that resolutions proposed in the notice of meeting of shareholders which require specific shareholder approval, are voted on by poll and announce the detailed results of the votes cast for and against each resolution. The Chairman shall also inform shareholders of their right to demand a poll vote at the commencement of the General Meeting.

5. Board procedures

5.1 Board meetings

- 5.1.1 Meetings shall be conducted at least on a quarterly basis. The Company Secretary(ies) shall prepare and distribute to all Directors in advance a timetable for the meetings for the year. The Company Secretary(ies) shall work together with the Chairman in developing the meeting agenda.
- 5.1.2 Except in the case of emergencies, seven (7) days' notice of every Board meeting will be provided in writing. In addition to notices sent through the post/ by hand, notices may also be sent via facsimile, electronic mail or by any means of telecommunication in permanent written form.
- 5.1.3 The Chairman of the Board, or, in his absence, a Director from amongst the Board members appointed, shall preside at all meetings.
- 5.1.4 While Directors are required to attend Board meetings, other senior officers may be invited to attend meetings for particular items within their responsibility. The Board may also invite external parties, such as the auditors, solicitors and consultants as and when the need arises.

Resolutions of the Directors at a meeting or adjourned meeting of the Directors shall be adopted by a majority of votes of all Directors present. In the event matters requiring Board's decision arise between meetings, such matters shall be resolved through circular resolution which shall be supported by relevant papers setting out details of the subject matters. The Board members may obtain more information from Management and express their view points by facsimile, electronic mail or any other means of telecommunication before arriving at a decision on the subject matter. All such resolutions shall be submitted for confirmation at a meeting of the Board following the passing of the circular resolutions.

5.1.5 The Directors may participate at a meeting of the Directors by means of telephone and video conference or by other means of communication. The physical presence of Director(s) is not compulsory and participation in the meeting in the aforesaid manner shall be deemed to constitute presence in person at such meeting. The Directors participating at any such meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors at such a meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. All information and documents must be made equally available to all participants prior to, at or during the meeting.

5.1.6 Pursuant to the relevant regulatory requirements, a Director shall abstain from deliberation and voting on contracts or proposed contracts or arrangements in which the Director has direct or indirect interests.

5.2 Agenda

The Chairman, in conjunction with the Company Secretary(ies), shall determine the contents of the agenda and assess the information needed to be supplied to the Board. The agenda shall include, amongst others, matters specifically reserved for the Board's decision. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof, in discharging its duties and responsibilities.

5.3 Meeting papers

5.3.1 To allow sufficient time for Directors to consider the relevant information, Board papers and agenda items are to be circulated at least seven (7) days, or a shorter period where it is unavoidable, prior to the meeting. Where there is a need to table a report, a brief statement of findings and/ or recommendations is prepared.

5.3.2 Minutes are prepared following a Board meeting. The draft minutes shall be tabled at the following meeting for confirmation and signing by the Chairman.

5.4 Access to information

All Directors shall have unrestricted access to Management and to information pertaining to the Company, including access to the Company auditors and consultants, relevant to the discharge of their duties and responsibilities as Directors of the Company.

5.5 Independent professional advice

5.5.1 In discharging the Directors' duties, each member of the Board is entitled to obtain independent professional advice at the cost of the Company.

5.5.2 Where such advice is considered necessary for the discharge of his duties and responsibilities as Director and, for the benefit of the Company, such Director shall first discuss it with the Chairman and, having done so, shall be free to proceed, where appropriate.

6. Directors' training

- 6.1. Directors are required to undergo the mandatory accreditation programme under the auspices of Bursa Malaysia. In addition, Directors are required to attend relevant training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the function of Directors as well as technical matters, for example, financial reporting standards, tax budgets, etc. The Nominating and Remuneration Committee shall consider on the continuous education training programme for Directors in order to improve the skill sets in enhancing their contributions to the Group.
- 6.2 All training attended by Directors shall be disclosed in the Annual Report. In special circumstances, valid justifications for non-attendance at any training by Directors for the financial year under review shall also be disclosed.

7. Directors' external commitments and conflict of interest

- 7.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company or any of its subsidiaries shall declare the Director's interest in accordance with the Companies Act, 2016. The Director concerned shall not participate in deliberations and shall abstain from casting votes in any matter arising thereof unless as otherwise provided for in the Companies Act, 2016.
- 7.2 Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interest of the Company.
- 7.3 Directors shall devote sufficient time to carry out their responsibilities. The Board shall obtain this commitment from its members at the time of appointment. Each Director is expected to commit time as and when required to discharge the relevant duties and responsibilities, besides attending meetings of the Board and Board Committees.
- 7.4 The Company Secretary(ies) shall facilitate the Directors' annual independence and conflict of interest declarations, which will allow the Directors to perform an annual self-declaration on independence (i.e. for Independent Non-Executive Directors) and conflict of interest (i.e. for all Directors).

8. Directors' Remuneration

- 8.1 NEDs will be paid a fee for acting as Directors of the Company and meeting allowances for their attendances at meetings, subject to approval by shareholders.
- 8.2 The Board shall establish a formal and transparent process for approving the remuneration of members of the Board (comprising Executive Directors and NEDs) and Senior Management of the Group.



- 8.3 The Nominating and Remuneration Committee is entrusted by the Board to implement the policies and procedures on matters relating to the remuneration of the Board and Senior Management and making recommendations on the same to the Board for approval.

9. Board and member assessment

The Nominating and Remuneration Committee is entrusted by the Board to review the performance and effectiveness of the Board and Board Committees, including individual Directors, annually, with the assessment report, together with a report on the Board balance covering the required mix of skills, experience and other qualities of Board members, for discussion at the full Board.

10. Corporate disclosures

- 10.1 The Board shall have relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy and timeliness of information disclosed. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in the Listing Requirements.
- 10.2 The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for corporate governance and Investor Relations on the Company's website. This section shall provide information such as, amongst others, the Board Charter and the Annual Report of the Company.

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APPENDIX A

DIRECTORS' CODE OF ETHICS

As prescribed by Section 213 of the Companies Act, 2016, Directors of a company shall at all time act in good faith and in the best interest of the Company. Directors shall adhere to the general principles of integrity, objectivity, accountability, openness, honesty and leadership.

The Directors shall observe the Directors' Code of Ethics as follows:

- (i) Compliance at all times with this Code of Ethics, the Board Charter and regulatory requirements expected to be adhered to by Directors of the Company;
- (ii) Observe high standards of corporate governance, in particular the Practices set out in the Malaysian Code on Corporate Governance, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act, 2016 and the Capital Markets and Services Act, 2007 and Guidelines issued by Securities Commission for capital market entities to adhere to;
- (iii) Not misuse information gained in the course of duties for personal gain or for any other purpose, nor seek the opportunity of the service as Directors to promote private interests or those of connected persons, firms, businesses or other organisations;
- (iv) Safeguard the Company's assets and resources;
- (v) Directors shall not accept positions in Board Committees or working groups where a conflict of interest is likely to arise, without first declaring their interest at Board meeting;
- (vi) Directors shall declare any personal, professional or business interests that may conflict with their responsibilities as Directors of the Company;
- (vii) Directors shall adhere to the regulatory requirements pertaining to trading in the Company's shares, including insider trading.

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APPENDIX B

FORMAL SCHEDULE OF MATTERS RESERVED FOR THE BOARD

The following summarises the list of matters reserved for the Board's deliberation and decision:

1. Board structure

- (a) Appointment and recommendation for removal of Directors.
- (b) Appointment and removal of Company Secretary(ies).
- (c) Establishment of Board Committees, their composition and the specific terms of reference.

2. Board remuneration

- (a) Recommendation of Directors' fees and benefits for Non-Executive Directors to be approved by shareholders.
- (b) Approval of remuneration packages, including service contracts, for Executive Directors.

3. Operational matters

- (a) Review and approval of the Group's strategic plan and annual budget (including capital expenditure budget).
- (b) Approval of capital expenditure exceeding prescribed thresholds based on the formalised limits of authority.
- (c) Approval of investment or divestiture in a company, business, property or undertaking.
- (d) Approval of investment or divestiture of a capital project which represents a significant diversification from the Group's existing business activities.
- (e) Approval of major changes in the activities of the Group.
- (f) Approval of treasury policies and bank mandates of the Group.
- (g) Approval of limits of authority for the Group.



4. Financial and Corporate Governance

- (a) Approval of financial statements and their release (including financial reports for announcement to Bursa Malaysia Securities Berhad or the Securities Commission).
- (b) Approval of Directors' Report, Statement by Directors, Sustainability Statement, Management Discussion and Analysis, Corporate Governance Overview Statement, Corporate Governance Report, Audit Committee Report and Risk Management and Internal Control Statement for inclusion in the Company's Annual Report.
- (c) Approval of interim dividends for payment and the recommendation of final dividend or other distribution for shareholders' approval.
- (d) Adoption of accounting policies in line with the Malaysian Financial Reporting Standards and International Financial Reporting Standards.
- (e) Review the effectiveness of the Group's system of risk management and internal controls via the Audit Committee.

5. Others

- (a) Granting of power of attorney by the Company.
- (b) Entering into any corporate guarantee and indemnity issued by the Company.
- (c) Recommendation for the changes in the Company's Constitution.
- (d) Change in financial year end.
- (e) Recommendation for purchase of own shares by the Company.
- (f) Recommendation for issue of debt instruments.
- (g) Any other matters requiring the Board's approval under the limits of authority adopted by the Group.

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APPENDIX C

BOARD DIVERSITY POLICY

Purpose

The Board Diversity Policy (the “Policy”) sets out the approach to diversity on the Board of Directors (the “Board”) of APM Automotive Holdings Berhad (“APM” or the “Company”).

Scope of application

The Policy applies solely to the Board and does not apply to diversity in relations to the Company’s employees.

Policy statement

The Board strongly advocates Board diversity as a truly diverse Board will include and make good use of differences in skills, regional and industry experience, background, ethnicity, gender, age and other qualities of Directors. These differences shall be considered in determining the optimum composition of the Board and, whenever possible, shall be balanced appropriately. For this purpose, the Board shall comprise at least a woman Director at any time to address gender diversity.

The Company’s goals and principles are taken into consideration in the development of this Policy. The Company’s strategic intent for Board diversity is the attraction, retention and development of a diverse team of skilled people towards delivering the Company’s strategy. The Policy is centered on the following initiatives:

- (1) Identifying and creating the right balance of skills and industry experience, background, gender, age and ethnicity of Directors;
- (2) Retaining Directors based on performance and merit, in the context of their skills, time commitment and experience, in order for the Board to be effective; and
- (3) The Board’s Nominating and Remuneration Committee to review and assess the Board composition and mix and make recommendations on the appointment of new Directors. The Committee is tasked with the following responsibilities:
 - (a) to appoint members based on merit and free of prejudice, whilst simultaneously considering a broader sense of diversity and its advantages, when reviewing Board composition;
 - (b) to consider the mix of skills, experience, independence, knowledge and the diversity representation of the Board, as part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors; and



- (c) to develop measurable objectives to implement the Policy and for monitoring progress towards the achievement of these objectives.

Measurable Objectives

On an annual basis, the Nominating and Remuneration Committee will discuss the measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption.

Monitoring and Reporting

Disclosure will be made in the corporate governance section of the APM's Annual Report. The Annual Report will include a summary of this Policy, the measurable objectives set for implementing the Policy and progress made towards achieving those objectives.

Review of the Policy

The Nominating and Remuneration Committee will review and assess the effectiveness of the Policy as and when required and any recommendation for revisions shall be highlighted to the Board for approval.

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Appendix D

**AUDIT COMMITTEE CHARTER
(TERMS OF REFERENCE)**

MEMBERSHIP

The Committee shall be appointed by the Board of Directors (the “Board”) from amongst the Directors and shall comprise no fewer than three (3) members. All the Committee members must be Non-Executive Directors, with a majority of them being Independent Directors.

The Committee shall include at least one (1) Director who is a member of the Malaysian Institute of Accountants or alternatively, a person who must have at least three (3) years’ working experience and have passed the examinations specified in Part I of the First Schedule of the Accountants Act, 1967 or is a member of one (1) of the associations specified in Part II of the said Schedule; or fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad (“Bursa Malaysia”).

All members of the Committee shall be financially literate, i.e. able to read, analyse and interpret financial statements.

No Alternate Director shall be appointed a member of the Committee.

No former key audit partner of the external auditors of the Company shall be appointed a member of the Committee unless he has ceased as the key audit partner for a period of at least 2 years. Key audit partner refers to the engagement partner, the individual responsible for the engagement of quality control review, and other audit partners, if any, on the engagement team who make key decisions or judgments on significant matters with respect to the audit of the financial statements on which the auditor will express an opinion.

The members of the Committee shall elect a Chairman from amongst their number who shall be an Independent Director.

In the event of any vacancy in the Committee, which results in a breach in the Main Market Listing Requirements of Bursa Malaysia (“Listing Requirements”), the vacancy must be filled within three (3) months.

The term of office and performance of the Committee and each of its members shall be reviewed by the Nominating and Remuneration Committee annually.

AUTHORITY

The Committee is authorised by the Board, and at the cost of the Company, to:

- (1) investigate any matter within its Terms of Reference;
- (2) have the resources which are required to perform its duties;



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- (3) have full and unrestricted access to any information pertaining to the Company or the Group;
 - (4) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;
 - (5) be able to obtain independent professional or other advice; and
 - (6) convene meetings with the external auditors, the internal auditors or both, excluding the attendance of the other Directors and employees of the Company, whenever deemed necessary.

FUNCTIONS

The functions of the Committee shall be, amongst others, to –

- (1) review the following and report the same to the Board:
 - (a) the nature and scope of the audit plan, the evaluation of the system of internal control and the audit report with the external auditors as well as the assistance given by the employees of the Group to the external auditors;
 - (b) the adequacy of the scope, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;
 - (c) the internal audit plan, processes, the results of the internal audit assessment, investigations undertaken and whether or not appropriate action is taken on the recommendations;
 - (d) the quarterly results and year-end financial statements, before the approval by the Board, focusing particularly on:
 - (i) changes in or implementation of major accounting policy changes,
 - (ii) significant matters highlighted, including financial reporting issues, significant judgements made by Management, significant and unusual events or transactions and how these matters are addressed; and
 - (iii) compliance with accounting standards and other legal requirements;
 - (e) any related party transaction and conflict of interests situation that may arise within the Company or Group, including any transaction, procedure or course of conduct that raises questions of Management integrity;
 - (f) any letter of resignation from external auditors;

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- (g) assess, review and monitor the suitability and independence of external auditors, including obtaining written assurance from external auditors confirming they are, and have been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements;
 - (f) whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment; and
 - (g) The proposed audit fees for the external auditors in respect of their audit of the financial statements of the Company and the Group;
- (2) consider the appointment of the external auditors, the audit fee and any questions of resignation or dismissal;
 - (3) approve any appointment or termination of senior staff members of the internal audit function and review any appraisal or assessment of the performance of its members;
 - (4) set, review and approve, as the case may be, a policy on non-audit services which may be provided by the external auditors, and conditions and procedures which must be adhered by the external auditors in the provision of such services;
 - (5) consider the major findings of internal investigations and management's response; and
 - (6) review the risk management framework adopted by the Group and satisfy that the methodology employed allows identification, analysis, assessment, monitoring and communication of risks in a timely manner which result in minimising losses and maximising opportunities of the Group; and
 - (7) any other function as may be required by the Board from time to time.

Conduct of Meetings

The Chairman shall call for meetings to be held not less than four (4) times a year. Any member of the Committee may at any time, and the Company Secretary(ies) shall on requisition of the member, summon a meeting.

Except in the case of an emergency, seven (7) days' notice of meeting shall be given in writing to all members.

A quorum of meetings shall be a majority of Independent Directors. Meetings shall be chaired by the Chairman, and in his absence, by an Independent Director.

Decisions shall be made by a majority of votes.



The Head of Finance, Head of Internal Audit and the Company Secretary(ies) shall normally attend meetings. Other Board members and employees may attend meetings upon the invitation of the Committee. A representative of the external auditors shall attend the meeting to consider the final audited financial statements and such other meetings determined by the Committee.

The Chairman shall exercise the right to require those who are in attendance to leave the room when matters to be discussed are likely to be hampered by their presence or confidentiality of matters needed to be preserved.

Reporting Procedures

The Company Secretaries shall record the proceedings of meetings. Minutes shall be circulated to all members of the Board. The Committee shall prepare, for the Board and for inclusion in the Company's Annual Report, a summary of its activities in the discharge of its functions and duties for the financial year under review. The Committee must promptly report to Bursa Malaysia a matter reported by it to the Board which has not been satisfactorily resolved resulting in a breach of the Listing Requirements.

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APPENDIX E

**NOMINATING AND REMUNERATION COMMITTEE CHARTER
(TERMS OF REFERENCE)**

(a) Purpose

This Nominating and Remuneration Committee Charter is established pursuant to Paragraph 15.08A(2) of the Main Market Listing Requirements of Bursa Malaysia (“Listing Requirements”) and the Malaysian Code on Corporate Governance (“MCCG”) issued by the Securities Commission in April 2017.

The Nominating and Remuneration Committee (the “Committee”), set up under Paragraph 15.08A(1) of the Listing Requirements and MCCG, and appointed by the Board of APM Automotive Holdings Berhad (“APM” or the “Company”), shall assist the Board to fulfil its responsibilities in relation to the following areas:

- (1) to review and assess the mix of skills, knowledge, expertise and experience, competencies, size, composition and diversity of the Board;
- (2) to review and assess the contribution, effectiveness and performance, annual assessment of individual Director, as well as the effectiveness of the Board and its Committees;
- (3) to review and assess the criteria for assessment of independence for Independent Directors (“IDs”);
- (4) to recommend to the Board on candidates for directorship, on the re-election of Directors and the Directors to sit on Board Committees;
- (5) to review and recommend to the Board, the continuation of office of IDs, whose tenure as IDs has exceeded a cumulative term of nine (9) years;
- (6) to facilitate relevant induction programmes for newly appointed Directors as well as continuing education programmes for existing Directors;
- (7) to develop and review policies and procedures governing the composition for effective and efficient functioning of the Board;
- (8) to review and recommend the remuneration policies and procedures for Executive Directors (“EDs”) and Senior Management; the terms of employment or contract of employment/service and any compensation payable on the termination of the service contracts of Executive Directors by the Company and/or the Group and to review the changes to the policies and procedures, as necessary; and

- (9) to recommend to the Board any relevant matters relating to the remuneration of Directors and Senior Management of the Company and Group. The determination of remuneration packages (including Directors' fees) of individual Directors shall be a matter for the Board as a whole, with the interested Directors abstaining from discussing his/her remuneration.

The existence of the Committee does not diminish the Board's ultimate responsibility for decision-making relating to the work of the Committee.

(b) Membership

- (1) The Committee shall be appointed by the Board from amongst their number and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors ("NEDs").
- (2) The majority of the members of the Committee shall comprise IDs.
- (3) The quorum for meeting shall be two (2) members who are IDs.

(c) Authority

The Board has authorised the Committee, within the scope of its duties and responsibilities set out in this Charter to:

- (1) perform the activities required to discharge its responsibilities and make the relevant recommendations to the Board;
- (2) select, engage and obtain, at the cost of the Company, professional advice in order for the Committee to carry out its duties; and
- (3) have full and unrestricted access to information pertaining to the Company.

(d) Rotation of Members

Rotation of the Committee members is encouraged, where practical, to ensure undue reliance is not placed on a particular individual.

(e) Chairman of the Committee

The Board shall appoint the Chairman of the Committee, who shall be an Independent Director. If a Senior Independent Director ("SID") has been identified by the Board, the SID shall be the Chairman of the Committee.



Should the Chairman of the Committee be absent from meeting, the Committee members present shall appoint a Chairman from amongst them for that particular meeting.

(f) Committee Secretary

The Company Secretary(ies) of APM shall be the Secretary(ies) of the Committee.

The Secretary(ies) shall be present to record proceedings of Committee meetings.

(g) Notice and Meeting

The Committee shall meet at least once (1) a year or more frequently as deemed necessary by the Chairman. In addition to the regular scheduled meeting, the Chairman shall call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board. If a member is unable to be physically present, the member may choose to participate via video or tele-conferencing.

The Secretary(ies), in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant papers, shall be circulated at least seven (7) days prior to each Committee meeting.

No member of the Committee shall participate in any discussion or decision on their own nomination and remuneration.

(h) Attendance

The Chairman of the Committee, or the Committee members with the approval from the Chairman, may invite any person or persons to attend the Committee meetings, but not necessarily for the full duration of the meeting.

(i) Minutes of Meeting

The Secretary(ies) of the Committee shall keep the minutes of meetings. After the Chairman has given approval, copies thereof shall be circulated to all members of the Board.

(j) Committee's Performance

On an annual basis, the Board shall evaluate the Committee's performance and extent to which the Committee has met the requirements of its Charter.

(k) Duties of the Committee

The duties of the Committee shall be to:

- (1) consider the size of the Board and Board Committees with a view to determining the impact of the number upon the Board's and Board Committees' effectiveness and recommend to the Board any improvements to be made;
- (2) develop and review the policy on Board composition, in terms of the mix of skills, independence and diversity (including gender diversity) and other qualities, required to facilitate effective and efficient functioning of the Board;
- (3) review the Board's nomination and election process;
- (4) set out and communicate the expectations of Directors regarding the level of contribution and time commitment and obtain this commitment in writing including an indication of time that will be spent on the appointment, from the Directors upon appointment;
- (5) develop, maintain and review the criteria to be used in the recruitment process;
- (6) recommend to the Board, candidates for all directorships in the Company. In making the recommendations, the Committee shall also consider candidates proposed by the Chairman and, within the bounds of practicability, by any Director or shareholder or sourcing from independent search firms/directors' registry. In making its recommendations, the Committee shall consider, amongst others, the candidates':
 - (a) skills, knowledge, expertise and experience;
 - (b) competency and performance;
 - (c) character, professionalism and integrity;
 - (d) number of directorships and other external obligations which may affect the Director's commitment, including time commitment and value contribution; and
 - (e) in the case of candidates for the position of IDs, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/ functions as are expected from IDs.

Prior to the appointment, the prospective Director shall be required to disclose any other business interests that may result in a conflict of interest;

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- (7) ensure that on appointment to the Board, NEDs receive a formal letter of appointment setting out clearly what is expected of them in terms of the time commitment, accompanied by a copy of the Board Charter;
 - (8) recommend to the Board and facilitate appropriate induction and education programme for new Directors as well as evaluate the training needs of Directors and ensure that their training needs are met and they are kept abreast of all regulatory changes and developments in the business environment;
 - (9) recommend to the Board, Directors to fill the seats on Board Committees;
 - (10) on an annual basis, review the required mix of skills, experience and other qualities of the Board, including core competencies which NEDs shall bring to the Board;
 - (11) review the re-election process of Directors having due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required;
 - (12) any matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the laws and their service contracts;
 - (13) consider the appointment of any Director to executive or other office;
 - (14) assess annually the effectiveness of the Board, as a whole, Board Committees and the contribution of each individual Director;
 - (15) develop, maintain and review the criteria to be used in the assessment of Board, as a whole, Board Committees and individual Directors;
 - (16) review the policy on board diversity, including but not limited to gender, age and ethnicity diversity;
 - (17) review and oversee the succession planning for Board members (including Chairman and Chief Executive Officer) and Senior Management of the Group;
 - (18) review and recommend to the Board the individual compensation and benefits arrangements for EDs and Senior Management, taking into consideration the policies and procedures pertaining to Directors and Senior Management's remuneration, where appropriate; and
 - (19) to consider other matters as referred to the Committee by the Board.



(l) Reporting

The Chairman shall report on each meeting of the Committee to the Board regarding all relevant matters and appropriate recommendations, for notation or approval by the Board.

(m) Committee Ethics and Procedures

Members of the Committee shall safeguard all internal Committee communications concerning any candidates and treat them as strictly private and confidential, and for the use of Committee members only.

The Committee may be required to check references and consult selected third party sources on a confidential basis before making its final recommendations.

(n) Review of the Charter

The Charter shall be reviewed by the Committee as and when required, especially when there are changes to regulatory requirements or the MCCG where the roles and responsibilities of the Board and NRC are impacted. All amendments to the Charter, as recommended by the Committee, must be approved by the Board.

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