



APB Resources Berhad

Registration No.: 200101029080 (564838-V)

BOARD CHARTER

Revision	1
Date Approved	25 July 2025

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1. INTRODUCTION

The Directors of APB Resources Berhad (“the Company”) regard Corporate Governance as important to the success of Company’s business and is committed to applying the principles of good governance in all of its business dealings in respect of its shareholders and relevant stakeholders.

The Board is ultimately accountable and responsible for the performance and affairs of the Company.

All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

All Board members are responsible to the Company for achieving a high level of good governance.

This Board Charter shall constitute and form an integral part of each Director’s duties and responsibilities.

2. OBJECTIVES

The objectives of this Board Charter are to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and that the principles and practices of good Corporate Governance are applied in all their dealings in respect, and on behalf of, the Company.

3. ROLE OF THE BOARD AND BOARD RESPONSIBILITIES

- 3.1. The Board is charged with leading and managing the Company in an effective and responsible manner and to establish the corporate vision and mission, as well as the philosophy of the Company, setting the aims of the Management and monitoring performance of the Management.
- 3.2. Each Director shall at all times exercise his/her powers for a proper purpose and in good faith in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his/her office and shall not make use of any information acquired by virtue of his/her position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.
- 3.3. Each Director shall at all times avoid conflicts of interest, and shall as soon as practicable after the relevant facts have come to his/her knowledge, declare the nature of his/her interest at a meeting of the directors of the Company. Every Director shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Companies Act 2016.

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- 3.4 The Board is collectively responsible for the long-term success of the Company and the delivery of sustainable value to its stakeholders. In discharging its fiduciary duties and leadership functions, the Board will govern and set the strategic direction of the Company while exercising oversight on management.

The Board sets the Company's values and standards and ensures that its obligations to its shareholders and stakeholders are understood and met.

- 3.5 The principal responsibilities of the Board are as follows:

- (a) Promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behavior.
- (b) Review, challenge and determine on Management's proposals including strategic direction, business plan and budget and ensure that it supports long-term value creation with attention given to environmental, social and governance.
- (c) Oversee the conduct of the Group's business, including monitoring the performance of Management to determine whether the business is being properly managed.
- (d) Identify principal business risks faced by the Group and ensure the implementation of appropriate internal controls and mitigating measures to manage such risks. The Board shall ensure that the Group maintains an effective Enterprise Risk Management (ERM) framework to systematically identify, assess, monitor and report key risks. The Board shall review the adequacy and effectiveness of the ERM framework periodically to ensure alignment with the Group's strategic objectives and evolving risk landscape.
- (e) Establish a succession plan to ensure that all candidates appointed to senior management positions are of sufficient calibre and that there are programmes to provide for the orderly succession of senior management.
- (f) Review the leadership needs of the Group, both executive and non-executive, with a view to ensuring the Group's continued ability to compete effectively in the marketplace.
- (g) Oversee the development and implementation of a Stakeholder Communication Policy.
- (h) Develop and implement an investors relations programme or shareholders communication policy.
- (i) Review the adequacy and integrity of the Group's management information and internal control systems, ensuring there is a sound framework of reporting internal controls and regulatory compliance.

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- (j) Oversee the Group's adherence to high standards of conduct or ethics and corporate behaviour, including the Code of Ethics for Directors.

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

- (a) be aware of the environment, laws and regulations the Group is operating in;
- (b) avoid undeclared conflict of interest;
- (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 deliberation 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 Group is subjected to.

3.7 Matters for the Board's decision

To ensure the direction and control of the Company are in the hands of the Board, the following matters are specifically reserved for decision of the Board:

- (a) Acquisitions and disposals of businesses of the Company or its subsidiaries;
- (b) Acquisition and disposal of assets and / or investment which is 5% or in exceed of 5% of the Company's net asset;
- (c) Material capital expenditure and / or investment which is 5% or in exceed of exceeds 5% of the Company's net asset;
- (d) Determining level of authority;
- (e) Determining treasury policies;
- (f) Determining risk management policies;
- (g) Related Party Transactions;
- (h) Material agreements that are not in the normal course of business;
- (i) Funding and Financing;

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- (j) Approving of quarterly financial results, public announcements and press releases;
- (k) Approving of financial statements, directors' report, statement by directors, management discussion and analysis, sustainability reporting, corporate governance overview statement, corporate governance report, audit committee report, statement on risk management and internal control and other statements and reports the directors deem their approval is required;
- (l) Adoption of new/change in accounting policy;
- (m) Proposal to increase / decrease capital;
- (n) Proposal to amend Constitution;
- (o) Material litigation that is not in the ordinary course of business;
- (p) Appointment and resignation of Director;
- (q) Appointment and resignation of Principal Officer of the Company;
- (r) Appointment and resignation of Company Secretary;
- (s) Approve Circulars to shareholders;
- (t) Adopting or amending the Terms of Reference of the respective Board Committees;
- (u) Recommending dividends;
- (v) Recommending Director's fees; and
- (w) Approve remuneration packages for the Board members, Board Committee members, Chief Executive Officer, Chief Financial Officer and other senior management.

4. COMPOSITION AND BOARD BALANCE

- (a) The Board consists of qualified individuals with diverse experiences, backgrounds, and perspectives. The composition and size of the Board is such that it facilitates the making of informed and critical decisions.
- (b) The Board should have a balance of Executive and Non-Executive Directors such that no individual or a group of individuals can dominate the Board's decision making.

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- (c) To ensure a balanced view at all board deliberations, Non-Executive Directors form a majority in the Board composition.
- (d) At least two (2) or one third, whichever is higher, of the Board members must be Independent Directors. The Independent Directors bring independent judgement on the issues of strategy, performance and resources.
- (e) The Managing Director (“MD”) and the Executive Director(s) are the “Executive” Directors on the Board. The views of the Management Team are represented at meetings of the Board by the Executive Directors and invited senior executives.
- (f) The Independent Directors shall provide independent judgment, experience and objectivity.
- (g) An Independent Director is a director who fulfils the requirements of an Independent Director as provided in Part A – Definitions in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.
- (h) The Independent Directors shall help to ensure that the interests of all shareholders, and not only the interest of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.
- (i) The views of the Independent Directors should carry significant weight in the Board’s decision-making process.
- (j) If, on any matter discussed at a Board meeting, any Director holds views contrary to those of any of the other Directors, the Board minutes will clearly reflect this.
- (k) The tenure of an Independent Director shall not exceed a cumulative term of nine (9) years.

5. SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

- (a) The Board approves the appointment of a Senior Independent Non-Executive Director to act as an additional safeguard and to serve as a fallback point of contact for investors and shareholders when the normal channel of communication is considered to be inappropriate or inadequate.
- (b) The Senior Independent Director shall be nominated from amongst the Independent Non-Executive Director, but excludes the Audit Committee Chairman, who is also an Independent Director of the Company.
- (c) The Nomination Committee shall make its recommendation to the Board for approval of the proposed appointment of the Senior Independent Director for such terms as may be determined by the Board.

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- (d) The Senior Independent Director shall have specific responsibilities which include, to:-
- (i) 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, Executive Director or Chief Executive Officer;
 - (ii) serve as the principal conduit between the Independent Directors and the Chairman on sensitive issues;
 - (iii) receive report(s) made by employees, shareholders or external parties/other stakeholders for the purpose of whistleblowing in the form as prescribed under the Whistleblowing Policy of the Company, and thereafter submit the same to the Audit Committee Chairman with an opinion as to whether the report is frivolous or vexatious based on alleged facts; and
 - (iv) chair meetings of the Board or Annual General Meetings in the absence of the Chairman.

6. APPOINTMENT, RETIREMENT AND RE-ELECTION

- (i) An election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he/she retires.
- (ii) The Directors to retire in each year shall be those who have been the longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (iii) The Directors shall have power at any time, and from time to time, to appoint any person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
- (iv) In identifying candidates for appointment of Directors, the Board may utilise independent sources in addition to considering recommendations from existing Board members, the Management, major shareholders. The appointment of a new Director is a matter for consideration and decision by the full Board upon the appropriate recommendation from the Nomination Committee.
- (v) New Directors are expected to have such expertise to qualify them to make a positive contribution to the Board performance of its duties and to give sufficient time and attention to the affairs of the Company.

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- (vi) The Company Secretary has the responsibility of ensuring that relevant procedures relating the appointments of new Directors are properly executed.
- (vii) The directorships held by any Board member at any one time shall comply with the provisions of the Bursa Securities Listing Requirements.
- (viii) Directors may hold directorships in other listed companies, provided that these roles do not interfere with their responsibilities to the Company or create any actual or potential conflict of interest. A conflict of interest may occur when a Director's duties to another company could affect their ability to act in the best interest of the Company. This includes situations where the other company is a competitor, supplier, customer, or has significant dealings with the Company. Directors must:
 - inform the Chairman in writing before accepting any new directorship in another listed company;
 - disclose any conflict of interest as soon as it arises; and
 - avoid participating in Board discussions or decisions where they have a personal interest.

7. **DISQUALIFICATION OR VACATION OF OFFICE**

The office of a Director shall become vacant if the Director:

- (a) becomes disqualified, ceases to be or is prohibited from being a director under the Companies Act 2016, Securities Laws, the Bursa Malaysia Securities Main Market Listing Requirements or other laws;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (c) dies;
- (d) resigns his office by notice in writing to the Company and deposited at the registered office of the Company
- (e) is removed from his office as Director by ordinary resolution of the Company in a meeting of shareholders of which special notice has been given in accordance with Section 206(3) of the Companies Act 2016.
- (f) A director will vacate office should he be absent from more than 50% of the total board of directors' meetings held during a financial year.

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8. GENDER DIVERSITY

The Board acknowledges the importance of gender diversity and recognises the benefits that it can bring. The Nomination Committee considers diversity generally when making appointments to the Board, taking into account relevant skills, experience, knowledge, personality and gender. The Board should always make best endeavors to have at least 30% women Directors on the Board. The Company's prime responsibility, however, is the strength of the Board and the overriding aim in any new appointments must always be to select the best candidate available.

9. REMUNERATION

- (a) The remuneration of Executive Directors shall be recommended by the Remuneration Committee with the individual Director concerned abstaining from discussing his individual remuneration. The amount of remuneration payable shall be determined with reference to corporate and individual performance of Directors.
- (b) Non-Executive Directors is paid Director's fees and meeting allowance. Directors' fees and benefits are paid with the approval of the shareholders.
- (c) The Board as a whole determines the remuneration of the Executive and Non-Executive Directors.
- (d) The individual Director does not participate in decision concerning his/her own remuneration packages.

10. BOARD EFFECTIVENESS EVALUATION

- (a) The Board has entrusted the Remuneration Committee with the responsibility for carrying out the Annual Board Effectiveness Evaluation.
- (b) The Board's effectiveness is assessed in the areas of composition, accountability and responsibility, conduct, and the performance. The Board, through the Remuneration Committee reviews the respective directors, Executive Director and Members of Committees to ascertain that their functions and duties are effectively discharged in accordance with their respective Terms of Reference.
- (c) The Directors' Self and Peer Assessment is intended to evaluate the mix of skills, experience and other relevant qualities the Directors bring to the Board, and takes into account the individual director's ability to exercise independent judgement at all times and to contribute to the effective functioning of the Board. The Self and Peer Assessment process also examines the ability of each Board or Committee member to give material input at meetings and to demonstrate a high level of professionalism and integrity in the decision-making process.

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- (d) The assessment results from the Annual Board Effectiveness Evaluation form the basis of the Nomination Committee's recommendation to the Board for the re-election and/or re-appointment of Directors and Board Committee members as well as for further development of the Board and Board Committees.

11. BOARD MEETINGS

The Board shall meet at least five (5) times a year. The Board's annual meeting calendar is prepared and circulated to the Directors before the beginning of each calendar year. It provides the scheduled dates for the meetings of the Board, Board Committees and Annual General Meeting.

12. CHAIRMAN OF THE BOARD

- (a) The Board shall appoint one (1) person from amongst the Directors to be the Chairman of the Board.
- (b) The Chairman leads the Board with a keen focus on governance and compliance. His roles/responsibilities include:
- (i) providing leadership to the Board, and oversee the Board in the effective discharge of its fiduciary duties;
 - (ii) leading the Board in the adoption and implementation of good corporate governance practices in the Company;
 - (iii) setting the Board agenda and ensuring the Board members receive complete and accurate information in a timely manner;
 - (iv) leading discussions at meetings and ensure efficient and effective conduct of the Board meetings;
 - (v) encouraging active participation and allowing dissenting views to be freely expressed;
 - (vi) promoting constructive and respectful relations between Board members and manage the interface between the Board and Management;
 - (vii) facilitating effective communication between the Board and the stakeholders and that their views are communicated to the Board as a whole;
 - (viii) committing his time and efforts as may be necessary to discharge effectively his role as Chairman;
 - (ix) the Chairman, assisting by the Company Secretary to finalise the agenda of each Board meeting;

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- (x) ensure the provision of accurate, timely and clear information to Directors; and
- (xi) ensure that every Board resolution is put to vote to ensure the will of the majority prevails.
- (c) The Chairman will have no casting vote if two (2) Directors form a quorum, or if there are only two (2) Directors competent to vote on the question at issue.
- (d) The positions of Chairman and Chief Executive Officer (CEO) are held by different individuals to ensure a balance of power and authority, avoid concentration of power, and enhance the Board's independence and accountability.
- (e) The Chairman of the Board shall not be a member of the Audit Committee, Nomination Committee, or Remuneration Committee to maintain independence and avoid any conflicts of interest.

13. Supply of Information

- (a) The Company aims to provide all Directors with timely and quality information and in a form and manner appropriate for them to discharge their duties effectively.
- (b) The Management is responsible for providing the Board with the required information in an appropriate and timely manner. The Chairman, assisted by the Company Secretary, assesses the type of information required to be provided to the Board. If the information provided by the Management is insufficient, the Board will make further enquiries where necessary to which the persons responsible will respond as fully and promptly as possible.
- (c) A full agenda shall be circulated to the Directors and/or Members of Committees at least seven (7) business days before each meeting.
- (d) A comprehensive Board papers shall be circulated to all Directors at least five (5) business days before each Board meeting.
- (e) Amongst others, the Board papers shall include the following:
 - (i) Quarterly financial report and report on the Company's cash and borrowing positions.
 - (ii) Minutes of meetings of all Committees of the Board.
 - (iii) A current overview of the business and operations of the Company.
 - (iv) Reports on Related Party Transactions and Recurrent Related Party Transactions.

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- (v) Reports from the Internal and External Auditors.
- (vi) Annual operational and capital expenditure budgets.
- (vii) Any other Board papers.
- (f) Full Board minutes of each Board meeting are kept by the Company Secretary and are available for inspection by any Director during office hours.

14. BOARD COMMITTEES

The Board appoints the following Board Committees with specific terms of reference:

- (a) Audit Committee
- (b) Nomination Committee
- (c) Remuneration Committee
- (d) Risk Management Committee

15. AUDIT COMMITTEE

- (a) The Audit Committee shall consist of not less than three (3) members, all must be Non-Executive directors, with a majority of them being Independent Directors.
- (b) The Audit Committee reviews issues of accounting policy and presentation for external financial reporting, monitors the work of the internal audit function and ensures an objective and professional relationship is maintained with the external auditors.
- (c) The Audit Committee has full access to both the internal and external auditors who, in turn, have access at all times to the Chairman of the Audit Committee.
- (d) The Chairman of the Audit Committee shall be an Independent Non-Executive Director and shall not be the Chairman of the Board. This is to uphold the integrity and objectivity of the Audit Committee, prevent any undue influence, and ensure independent oversight of the Company's financial reporting and internal control processes.

16. NOMINATION COMMITTEE

The Nomination Committee shall comprise exclusively of Non-Executive Directors. The Nomination Committee is set up to propose new nominees for the Board and to evaluate each individual Director on an on-going basis. The Nomination Committee also seeks to ensure an optimal mix of qualification, skill and experience among the Board members.

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17. REMUNERATION COMMITTEE

- (a) The Remuneration Committee shall comprise a majority of Independent Non-Executive Directors.
- (b) The Remuneration Committee is responsible to recommend to the Board the framework and quantum values for the Executive Directors' as well as senior management's remuneration package, terms of employments, reward structure and perks.
- (c) In general, the remuneration is structured so as to link rewards to corporate and individual performance as in the case of the Executive Directors and senior management. As for the Non-Executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken individually by the Director concerned.

18. RISK MANAGEMENT COMMITTEE

- (a) The Risk Management Committee is made up of Board members, and senior management (on invitation by the Committee, and approved by the Chairman of the Board).
- (b) The Risk Management Committee is responsible to highlight key risks affecting the Group (in particular, risks at Group level) to the Board.

19. CODE OF CONDUCT

- (a) The Directors are to maintain the highest degree of integrity and professionalism while at the same time promoting transparency and accountability in their actions.
- (b) The Company has in place "Code of Conduct and Ethics for Directors" which is formulated to enhance the standard of corporate governance and behaviour through:
 - (i) establishing standards of ethical conduct for Directors based on acceptable beliefs and values;
 - (ii) upholding the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines; and
 - (iii) documenting and emphasising to the Directors, the integral obligation of each Director in performing his/her duty, to act in a manner that is lawful, honest, ethical and free from any conflict of interest or perceived conflict of interest.

20. WHISTLEBLOWING POLICY

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- (a) “Whistleblowing” is defined as “the deliberate, voluntary disclosure or reporting of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual, suspected or anticipated improper conduct within the organisation or by an organisation that is within its ability to control”.
- (b) The Company has in place “Whistleblowing Policy for Directors to manage improper conduct on the part of the Directors, if any. This policy covers areas from lodging of reports to investigation and corrective actions that are required to be taken.
- (c) Director’s improper conduct is generally described as any conduct by a Director which if proved constitutes a criminal offence or any conduct that constitutes a wrongdoing or malpractice and may include any of the following:
 - (i) The breach of any law, regulation or rule that is applicable to the Company;
 - (ii) Any criminal act, including criminal breach of trust, extortion and sabotage;
 - (iii) Any act that is likely to cause significant financial loss or costs to the Company including any intentional misrepresentation of the Company’s financial statements;
 - (iv) Any other action that would cause significant harm to the Company or to any person(s); and
 - (v) The deliberate concealment of information concerning any of the matters listed above.
- (d) The Board has overall responsibility for this policy and shall oversee the implementation of this policy.
- (e) The Company is committed to fully protecting the confidentiality and identity of whistleblowers possible, and to ensuring that no person who makes a report in good faith will be subject to any form of retaliation, reprisal, harassment or detrimental treatment.

21. DIRECTORS’ TRAINING

- (a) Directors are required to undergo the mandatory accreditation programme. In addition, Directors are required to attend relevant training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the oversight function of Directors as well as technical matters.
- (b) The Nomination Committee shall decide on the continuous education training programme for Directors.

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- (c) All trainings 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 shall also be disclosed.

22. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATIONS

- (a) The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company and adopts an open and transparent policy in respect of its relationship with its shareholders and investors.
- (b) The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Company's performance and operations in addition to the various announcements made during the year.
- (c) The Company conducts dialogues with financial analysts and fund managers from time to time as a means of effective communication that enables the Board and Management to convey information relating to the Company's performance, corporate strategy and other matters affecting shareholders' interests.
- (d) A press conference may be held after each General Meeting. If held, the Chairman or Managing Director will give a press release to advise the media of the resolutions passed, and sharing the Company's results and their prospects.
- (e) The Company's website provides easy access to corporate and financial information pertaining to the Company and its activities and is continuously updated.

23. COMPANY SECRETARY

- (a) The Company Secretary shall be a person who is qualified pursuant to Section 139A of the Companies Act 2016 and competent in carrying his/her duties. The appointment and removal of the Company Secretary shall be decided by the Board of Directors.
- (b) The roles and responsibilities of a Company Secretary include, but are not limited to the following:
- (i) manage all board and committee meeting logistics, attend and record minutes of all board and committee meetings and facilitate board communications;
 - (ii) ensure statutory records are kept and maintained in a proper manner, in compliance with all applicable laws and regulatory guidelines;
 - (iii) advise the board on its roles and responsibilities;
 - (iv) facilitate the orientation of new directors and assist in director training and development;

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- (v) advise the board on corporate disclosures and compliance with company and securities regulations and listing requirements;
- (vi) manage processes pertaining to the annual shareholder meeting;
- (vii) monitor corporate governance developments and assist the board in applying governance practices to meet the board's needs and stakeholders' expectations; and
- (viii) serve as a focal point for stakeholders' communication and engagement on corporate governance issues.

24. REVIEW OF BOARD CHARTER

The Board Charter shall be reviewed as and when necessary to keep it up to date and consistent with the Board's objectives and responsibilities.