YKGI HOLDINGS BERHAD  
(032939-U)  
(Incorporated in Malaysia)  

Board Charter  

Approved by the Board of Directors  
On Monday 29th February 2016
YKGI Board Charter

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A. **BOARD RESPONSIBILITIES**

The Board of Directors (“Board”) is responsible for the proper stewardship of the Company and its subsidiaries (collectively called “Group”). The Board is to ensure the maximization of shareholders’ value and safeguarding the stakeholders’ interests including securing sustainable long-term financial results and increasing shareholder value, with proper Environmental, Social and Governance ("ESG") considerations. ESG aspects are considered by the Board in the review and approval of corporate strategies. Hence, the Board should collectively have sound and sufficient knowledge and expertise to enable effective governance and oversight.

A Director’s responsibilities include, *inter alia*:

1. To be aware of the Group’s operating environment and promote safety and soundness of the Group.
2. To be diligent in undertaking his duties and avoid conflict of interest situation.
3. To understand his oversight role and exercise independent judgment in decision-making.
4. To devote adequate time and attention to discharge his duties and responsibilities effectively.
5. To contribute actively to the functions of the Board and be able to provide sound and objective advice.

The Board has the following major responsibilities, which facilitate the discharge of the Board’s stewardship of the Company:

1. Adopting and reviewing a strategic plan for the Company.
2. Overseeing the conduct of the Company’s business to evaluate whether the business is being properly managed and sustained.
3. Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks.
4. Succession planning, including appointing, training, fixing the remuneration of and where appropriate, replacing senior management of the Group.
5. Developing and implementing an investor relation’s program.
6. Communications Policies on Whistleblowing (Appendix G), and Disclosure (Appendix H).
7. Reviewing the adequacy and integrity of the Company’s
internal control systems and Management Information Systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.

The matters listed in the Appendix A are reserved for the collective decision of the Board.

B. BOARD MEMBERSHIP

1. Composition

At least two Directors or one third of the Board, whichever is higher, shall be Independent Directors as defined in the Main Market Listing Requirements.

The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the 9 years, an Independent Director may continue to serve on the Board subject to the Director’s re-designation as a Non-Independent Director. Otherwise, the Board must justify and seek shareholders’ approval at Annual General Meeting in the event it retains the Director as an Independent Director.

The Board is responsible to determine the appropriate size of the Board. The screening and evaluation process for potential new Directors and Directors to be nominated for re-election are delegated to the Nomination Committee (“NC”) and Remuneration Committee (“RC”), on the appointment of a new Director, the new Director is required to commit sufficient time to attend to the Company’s meetings/matters before accepting his/her appointment to the Board.

In accordance with the Malaysian Code on Corporate Governance 2012 (“Code 2012”), Directors are required to notify the Chairman before accepting any new Directorship and to indicate the time expected to be spent on the new appointment.

On Boardroom Diversity, the Board is supportive of the gender Boardroom Diversity recommended by Code 2012. The Board through the NC will review the proportion of the female to male Board Members during the Annual Assessment of the Directors’ performance taking into consideration the appropriate skills, experience and characteristics required of the Board Members, in the context of the needs of the Group.
The Board shall be responsible for recommending its members for election by the shareholders.

2. **Role of Chairman**

The Chairman represents the Board to the Shareholders. The Chairman is responsible for ensuring the integrity and effectiveness of the governance processes of the Board and will consult with the Board promptly over any matter that gives him cause for major concern.

The Chairman will act as facilitator at meetings of the Board and ensure that no Board Member, whether executive or non-executive, dominates the discussion, and that appropriate discussion takes place and that relevant opinion among Board Members are forthcoming.

The Board shall also appoint from amongst its members an Independent Non-Executive Director to be called Senior Independent Director, to whom concerns from the other Directors, public or investors may be conveyed. Inquiries or complaints about decisions or actions taken by the Group should be addressed to the Senior Independent Director.

The key roles and accountabilities of the Chairman include:

1. Providing governance in matters requiring corporate justice and integrity;
2. Managing Board communications and Board effectiveness and effective supervision over management;
3. Creating conditions for good decision making during Board and Shareholders meetings;
4. Ensuring Board proceedings are in compliance with good conduct and best practices;
5. Protecting the interest and provide for the information needs of various Stakeholders;
6. Maintaining good contact and effective relationships with external parties, investing public, regulatory agencies and trade associations;
7. Ensuring that quality information to facilitate decision-making is delivered to the Board on timely manner; and
8. Ensuring compliance with all relevant regulations and legislation.
3. **New Board Member**  
New Board Members shall be briefed on the terms of their appointment, their duties and obligations and on the operations of the Group. Copies of the following shall be provided to the newly appointed Director:

i. Board Charter  
ii. Memorandum & Articles of Association  
iii. Directors’ Code of Ethics  
iv. Board Committees’ composition and Terms of Reference  
v. Latest Business Plans  
vi. Latest Annual Reports and Financial Statements and Organization Chart.

The Directors’ Code of Ethics is as set out in **Appendix B**.

4. **Shareholdings by Board Members in the Company**  
Board Members may hold shares in the Company. When buying or selling shares in the Company, Board Members must strictly observe the provisions of the Articles of Association, the Directors’ Code of Ethics and all relevant legislative and regulatory requirements.

C. **BOARD STRUCTURE AND PROCEDURES**

1. **Board Committees**  
The Board may delegate specific matters to individual members or Committees of the Board to oversee critical or major functional areas and to address matters which require detailed review or in-depth consideration. All such Committees must be provided with written Terms of Reference that state clearly the extent and limits of their responsibilities and authority, specifically whether they have authority to decide on behalf of the Board or are to report back to the Board.

There shall be established the following committees:

- Audit Committee;  
- Nomination Committee;  
- Remuneration Committee, and  
- Risk Management Committee.

The respective committees’ Terms of Reference are set out in the **Appendices C, D, E and F**.
2. **Board Meetings**

The Board shall meet at regular intervals throughout the year. At each scheduled meeting, the Board shall consider, where applicable:

- Operational reports, financial results and cash flow projections;
- Review the reports and recommendations of the Audit Committee;
- Approve the quarterly announcement and quarterly financial statement to shareholders and the public;
- Matters which are reserved for its collective decision:
  - Significant capital expenditure and acquisitions;
  - Significant disposal of the Company/Group assets;
  - Major issues or opportunities;
  - Directors’ Resolutions in Writing for notation;
  - Changes in Directorships and disclosure of interests;
  - Disclosure of dealings by Directors / Principal Officers;
  - Summary of share ownership movement; and
  - Any other matters requiring its authority.

In addition, the Board shall, at periodic intervals of not more than one year:

- Review the Company and Group goals;
- Review the strategies for achieving the stated goals;
- Approve the operational plan and budget;
- Consider and, if deemed appropriate, declare or recommend the payment of dividends;
- Review/approve the reports and recommendations from the Audit Committee;
- Review/approve the reports and recommendations from the Nomination Committee.
- Review/approve the reports and recommendations from the Remuneration Committee.
- Review/approve the reports and recommendations from the Risk Management Committee.

3. **Access to Independent Professional Advice**

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

4. **The Company Secretary**

The appointment or removal of Company Secretary or Secretaries of
the Board shall be the prerogative of the Board.

The Secretary is responsible for ensuring that Board procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.

D. THE BOARD AND THE MANAGEMENT

1. Access to Management and Information
Board Members should be given unrestricted access to the Group's Management and to the information pertaining to the Company and / or Group including from the Company and / or Group's Auditors and consultants.

Board Members must use proper judgment to ensure that the contact is not distracting to the business operations of the Group and the functioning of Management. Any such contact must be made through the Group Managing Director/Chief Executive Officer ("GMD/CEO").

2. Position of GMD/CEO
The Board will link the Company’s governance and management functions through the Chairman with the GMD/CEO. All Board authority conferred on Management is delegated through the GMD/CEO so that the authority and accountability of management is considered to be the authority and accountability of the GMD/CEO so far as the Board is concerned.

3. Accountability of GMD/CEO
The GMD/CEO is accountable to the Board for the achievement of the Company's goals and for the observance of the management authorities.

The GMD/CEO shall be the head of the Management of the Company and the Group and in that capacity is answerable to the Board.

The key role of the GMD/CEO, amongst others, include:
- developing the strategic direction of the Group;
- ensuring that the Group’s strategies and corporate policies are effectively implemented;
- ensuring that Board decisions are implemented and Board directions are adhered to;
• providing directions in the implementation of short and long term Business Plans;
• providing strong leadership i.e. effectively communicating a vision, management philosophy and business strategy to the employees;
• keeping Board fully informed of all important aspects of the Group’s operations and ensuring sufficient information is distributed to the Board Members;
• ensuring high performance and productivity of top management staff by creating conditions for top management motivation, performance management and professional development;
• ensuring compliance with all relevant legislation and regulations by reviewing policies and monitoring compliance;
• developing and maintaining effective relations with significant external agencies such as regulatory bodies, government agencies, investing public and other trade associations and institutions; and
• ensuring the day-to-day business affairs of the Group are effectively managed.

4. Management Authorities
The GMD/CEO is expected to act within all specific authorities delegated to him by the Board.

The assets of the Group are expected to be adequately maintained and protected, and not unnecessarily placed at risk.

The GMD/CEO may establish Committees from time to time. Such Committees if established shall have clear Terms of Reference.

5. Leadership Development
There shall be a periodic report by the GMD/CEO to the Nomination Committee and/or Board on succession planning.

E. REMUNERATION OF DIRECTORS
The Board will determine the level of remuneration of Board Members, taking into consideration the recommendations of the Remuneration Committee.

Non-executive Board Members will be paid a basic fee as ordinary remuneration and they will also be paid a sum based on their responsibilities in Board Committees and for their
attendances at meetings. The fee, which is subject to the approval of the shareholders, shall be fixed in sum and not by a commission or on percentage of profits/turnover.

F. **ASSESSMENT OF THE BOARD AND ITS MEMBERS**
The Chairman keeps under review, informally, the contributions made by Board Members. The Nomination Committee ("NC") is given the task to review annually the activities and effectiveness of the Board and the Board Members. The Chairman of the NC oversees the overall evaluation process.

The NC is required to report annually an assessment of the Board’s and its committees’ performance. The assessment report together with the report on the Board balance (the required mix of skills and experience and other qualities) will be discussed with the full Board. This exercise is carried out after the end of each financial year or such other time as may be deemed appropriate.

The performance of the Group Managing Director is assessed based on the KPIs approved by the Board.

G. **THE BOARD AND THE STAKEHOLDERS, PRESS, AND OTHERS**
The Board will use its best endeavor to familiarize itself with issues of concern to Shareholders.

The Board believes that Management speaks for the Group. Nevertheless, individual Board Member may, from time to time at the request of the Management, meet or otherwise communicate with various constituencies that are involved with the Group. Comments from the Board, if appropriate in most circumstances, shall come from the Chairman or the GMD/CEO.
APPENDIX A

Matters Reserved for Collective Decision of the Board
For clarity and ease of function, the authorities of the Board are specified here. These authorities may be varied from time to time as determined by the Board.

Conduct of the Board

1. Appointment and recommendation for removal of directors.
3. Appointment of Board Committees and their members.
4. Approval of Terms of Reference of Board Committees and amendments to such terms.
5. Appointment of the Chief Executive Officer and Executive Directors of the Company and their duties.

Remuneration

1. Approval/recommendation of the directors' fee/remuneration arrangements for non-executive directors.
2. Approval of the remuneration packages, structure and policy for GMD/CEO and Executive Directors.
3. Approval of any proposed Employees’ Share Option Scheme and / or amendments to the scheme, subject to other approvals that may be required by law or regulations.

Operational

1. Approval of business strategy and group operational plan and annual budget.
2. Ongoing review of performance against business strategy and group operational plan, including monitoring of key risks and risk management policies and actions.
3. Approval of capital expenditure above the prescribed amount as may be determined from time to time.
4. Approval of bad debts write-off in excess of the prescribed amount as may be determined from time to time.
5. Approval of investment or divestment in a company / business / property / undertaking;
6. Approval of investment or divestment of a capital project
which represents a significant diversification from the existing business activities.

7. Approval of changes in the major activities of the Company or Group.
8. Approval of treasury policies and bank mandate.
9. Approval of the Limits of Authority for the Company.

**Financial**

1. Approval of interim and annual financial statements.
2. Approval for the release of financial announcements.
4. Approval of interim dividends, the recommendation of final dividends and the making of any other distribution.
5. Adoption of accounting policies.
6. Review the effectiveness of the Group’s system of internal control. This function is delegated to the Audit Committee which will in turn report to the Board on its findings.

**Other Matters**

1. The granting of Powers of Attorney by the Company.
2. The entering into of any indemnities or guarantees.
3. Recommendations for the alteration of the Memorandum and Articles of Association of the Company.
4. Alteration of the accounting reference date, registered office and name of the Company.
5. Purchase of own shares by the Company.
7. Scheme of reconstruction or restructuring.
8. Any other significant business decision.
9. Any other matter requiring the convening of a general meeting of shareholders or any class of shareholders.
10. Any other matters as may be required by the laws or the governing authorities.
11. Any other matters requiring the Board’s approval under the Limits of Authority of the Company.
APPENDIX B

Directors' Code of Ethics
Board members are required to observe the Directors' Code of Ethics as follows:

1. Compliance at all times with this Code of Ethics and the Board Charter.
2. Observe high standard of Corporate Governance at all times.
3. Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
4. Act in good faith and in the best interests of the Company and Group.
5. Not misuse information gained in the course of duties for personal gain or for political purposes, nor seek to use the opportunity of the service as Directors to promote their private interests or those of connected persons, firms, businesses or other organizations.
6. Uphold accountability at all times. This includes ensuring that the Company’s resources are properly safeguarded and the Company conducts its operations economically, efficiently and effectively at all time.
7. Board Members should not accept positions on Board Committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.
8. Declaration of any personal, professional or business interests that may conflict with directors’ responsibilities. Guidance on declaration and registration of interests is given in the section entitled “Declaration of Interests” below.
9. Follow the guidelines on acceptance of gifts and hospitality as stated in the section entitled “Guidelines on Acceptance of Gifts” below.

Declaration of Interests

Subject to the requirements of any acts, rules or regulations that are in force from time to time and in addition to such mandatory requirements, Members of the Board are required to notify the Company Secretary changes in the following:

1. Shareholding in the Company and its related corporations, whether direct or indirect; and
2. Directorships or interests in any other corporations.
In addition to the above, Member of the Board who has a material interest, either directly or through a partner, spouse or close relative, in matters being considered by, or likely to be considered by the Board should declare that interest. Such declarations should describe the interest clearly and state whether it carries direct or indirect financial benefits. This requirement also applies to members of senior management.

Relevant interests in this context are as follows:

1. Executive and Non-Executive Directorships of, significant shareholdings in, or employment by, public or private companies likely or possibly seeking to do business with the Company.
2. Ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the Company.

Register of Interests

The Code requires that a formal Register of Interests be established. The Register should include details of all directorships and other relevant interests declared by Board Members and members of senior management.

The Register should be kept up-to-date through an annual survey of members’ interests, carried out by the Company Secretary.

Conduct in Meetings

Any Board Member who has a clear and substantial interest in a matter under consideration by the Board should declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the Register of Interests. The Board Member concerned should withdraw from the meeting during the relevant discussion or decision.

New Directorships

Board Members should notify the Chairman before accepting any new directorships in any Public Listed or Private companies which includes an indication of time that will be spent on the new appointment.
Membership of Committees

Board Members should not accept positions on Board Committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.

Guidelines of Acceptance of Gifts

The following set out guidelines on acceptance of gifts:

1. The conduct of individuals must not create suspicion of any conflict between their position as a Member of the Board and any private interest.
2. Board Members acting as such must not give the impression that they have been influenced by a benefit to show favour or disfavour to any person or organization having dealings with the Company.
3. Board Members must not accept any benefit as an inducement or reward for taking any action (or specifically not taking any action) in their official capacity as a Board Member.
4. Gifts other than of token value should generally be refused.
APPENDIX C

Audit Committee - Terms of Reference

1 Membership of the Audit Committee
The Audit Committee shall be appointed by the Board from amongst the Directors of the Company (Alternate Directors being ineligible) and shall consist of not less than three (3) members, comprising a majority of Directors independent of management and executive functions (“Independent Director”). The Audit Committee shall include at least one Director who is a member of the Malaysian Institute of Accountants (MIA) or if not a member of MIA, the Director must comply with Paragraph 15.09 (1) of the Listing Requirements of Bursa Malaysia Securities Berhad (RLR). The Chairman/Chairperson of the Audit Committee shall be an Independent Director elected among the members of the Audit Committee. No alternate director to be appointed as a member of the audit committee.

All the Audit Committee members should be financially literate and fulfill such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad (“Bursa Securities”).

The Audit Committee has no authority to act on behalf of the Board but shall have authority to examine all the issues at hand and to report back to the Board with recommendations. The Audit Committee shall be governed by the following Terms of Reference which had been approved by the Board of Director and which may be amended by the Board from time to time by resolution.

2 Procedure of Audit Committee
The Audit Committee shall meet at least four (4) times a year. Majority of members present for a meeting must be independent Directors to constitute a Quorum for a meeting of the Audit Committee. Other Directors and employees may attend any particular meeting only at the invitation of the Audit Committee. Upon the request of the External Auditor, the Chairman of the Audit Committee shall convene a meeting to consider any matter the External Auditor believes should be brought to the attention of the Directors or shareholders.

The Secretary to the Audit Committee shall be the Company Secretary. Notice of meeting shall be given to all members of the Committee. Minutes of each meeting shall be recorded by the
Secretary, confirmed by the Chairman and kept by the Secretary.

3 Functions and Duties of the Audit Committee
The functions of the Audit Committee shall be to assist the Board of Directors in fulfilling its responsibilities on Corporate Governance and the sufficiency of auditing relating thereto. To discharge its functions, the Audit Committee shall, among others, perform the followings duties:

3.1 To review the following and report the same to the Board of Directors:
   (a) The Audit Plan.
   (b) The External Auditor’s evaluation of the system of Internal Controls.
   (c) The Audit Report by the External Auditor.
   (d) The assistance given by the employees to the External Auditor.
   (e) The adequacy of scope, functions and resources of the Internal Audit Functions and that it has the necessary authority to carry out its work.
   (f) The Internal Audit Programme, processes, the results of the Internal Audit Programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the Internal Audit Function.
   (g) The quarterly results and year end financial statements, prior to the approval by the Board of Directors, focusing particularly on:
      (i) Changes in or implementation of major accounting policy changes.
      (ii) Significant and unusual events.
      (iii) Compliance with accounting standards and other legal requirements.
   (h) Any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity.
   (i) Any letter of resignation from the External Auditors of the Company.
   (j) Whether there is reason to believe that the External Auditor is not suitable for re-appointment.

3.2 To recommend the appointment of the External Auditors, taking into consideration the adequacy of the experience and resources of the firm and the persons assigned to the audit.

3.3 To review the quarterly announcements to the Bursa Malaysia Securities Berhad before submission to the Board.
3.4 To ensure co-ordination of external audit with internal audit.

3.5 To ensure that the Audit Committee Report be prepared and published together with the Annual Report of the Company, stating among others:
   (i) The composition of the Audit Committee, with name, designation and directorship of the members.
   (ii) The Terms of Reference.
   (iii) Number of Audit Committee meetings held during the financial year and details of attendance of each member.
   (iv) Summary of the activities of the Audit Committee to discharge its functions and duties for the financial year.
   (v) Summary of the activities of the Internal Audit Function to discharge its functions and duties.

3.6 To review any appraisal or assessment of the performance of members of the internal audit function.

3.7 Approve any appointment or termination of senior staff members of the internal audit function.

3.8 Take cognizance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reason for resigning.

3.9 Review the auditors evaluation of the systems of internal controls.

3.10 To assess the suitability and independent of external auditors.

3.11 To ensure financial statements comply with applicable financial reporting standards.

3.12 To review and verify the allocations of Options pursuant to a Share Issuance Scheme as being in compliance with the criteria of the Share Issuance Scheme, at the end of each financial year.

3.13 Such other duties as may be agreed with the Board of Directors.

4 Rights of the Audit Committee
The Board resolved that wherever necessary and reasonable for the performance of its duties, the Audit Committee shall, in accordance with a procedure to be determined by the Board of Directors and at the cost of the Company: -
(a) Have authority to investigate any matter within its Terms of Reference.
(b) Have the resources which are required to perform its duties.
(c) Have full and unrestricted access to any information pertaining to the Company.
(d) Have direct communication channels with the External Auditors and Internal Auditors.
(e) Have power to obtain independent professional and other advices.
(f) Have power to convene meetings with the External Auditors, the internal auditors or both, excluding the attendance of the Executive members of the Committee, whenever deemed necessary.

5 Review of the Audit Committee
In the event of a vacancy resulting in the non-compliance of the Listing Requirements of the Bursa Malaysia Securities Berhad, such vacancy must be filled within 3 months. Para 15.19 RLR

The Board of Directors shall review the term of office and performance of the Audit Committee and its members at least once every three (3) years and shall take necessary actions to correct any deficiency, including replacing the members of the Audit Committee. Para 15.20 RLR

6 Reporting of Breaches to the Exchange
Where the Audit Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements of the Bursa Malaysia Securities Berhad, the Audit Committee shall promptly report such matter to the Exchange. Para 15.16 RLR

= END =
**APPENDIX D**

**Nomination Committee - Terms of Reference**

1. **Membership of the Nomination Committee**
   The Nomination Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Company (Alternate Directors being ineligible) and shall consist of at least two (2) members, majority of whom are Independent Directors. The Chairman of the Nomination shall be an Independent Director appointed by the Board of Directors.

   The Nomination Committee has no authority to act on behalf of the Board but shall have authority to examine all the issues at hand and to report back to the Board with recommendations. The Nomination Committee shall be governed by the following Terms of Reference which had been approved by the Board of Directors and which may be amended by the Board from time to time by resolution.

2. **Procedure of Nomination Committee**
   The Nomination Committee shall meet at least once a year. The Quorum shall be a simple majority of members present for a meeting.

   The Secretary to the Nomination Committee shall be the Company Secretary. Notice of meeting shall be given to all members of the Committee. Minutes of each meeting shall be recorded by the Secretary, confirmed by the Chairman and kept by the Secretary.

3. **Responsibilities and Duties of the Nomination Committee**
   The functions of the Nomination Committee shall be to assist the Board of Directors in achieving a balanced and effective Board by proposing new nominees for the Board and assessing the Directors on an on-going basis. To discharge its responsibilities, the Nomination Committee shall, among others, perform the following duties:

   3.1 Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board.
   3.2 Consider, in making its recommendations, candidates for
directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any director or shareholder.

3.3 Recommend to the Board, directors to fill the seats on Board Committees.

3.4 To review annually the Board’s required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board.

3.5 To ensure that the Annual Report of the Company contains the required disclosure on the mix of skills, experience and other qualities, including core competencies of Non-Executive Directors.

3.6 To implement annually the process approved by the Board for assessing the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution of each individual Director.

4 Review of the Nomination Committee
In the event of a vacancy resulting in the number of members falling below the minimum, the Board must fill the vacancy within 3 months.

The Board of Directors shall review the term of office and performance of the Nomination Committee and its members at least once every three (3) years and shall take necessary actions to correct any deficiency, including replacing the members of the Nomination Committee.

= END =
**Remuneration Committee - Terms of Reference**

1 **Membership of the Remuneration Committee**

The Remuneration Committee shall be appointed by the Board from amongst the Directors of the Company (Alternate Directors being ineligible) and shall consist of at least three (3) members, comprising wholly or mainly Non-Executive Directors. The Chairman of the Remuneration shall be an Independent Director appointed by the Board of Directors.

The Remuneration Committee has no authority to act on behalf of the Board but shall have authority to examine all the issues at hand and to report back to the Board with recommendations. The Remuneration Committee shall be governed by the following Terms of Reference which had been approved by the Board of Director and which may be amended by the Board from time to time by resolution.

2 **Procedure of Remuneration Committee**

The Remuneration Committee shall meet at least once a year. The Quorum shall be a simple majority of members present for a meeting.

The Secretary to the Remuneration Committee shall be the Company Secretary. Notice of meeting shall be given to all members of the Committee. Minutes of each meeting shall be recorded by the Secretary, confirmed by the Chairman and kept by the Secretary.

3 **Responsibilities and Duties of the Remuneration Committee**

The function of the Remuneration Committee shall be to recommend to the Board the remuneration of Executive Directors in all its forms, drawing from outside advice as necessary. Executive Directors should play no part in decisions on their own remuneration packages. Membership of the Remuneration Committee should appear the Directors’ Report.

The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairmen should be a matter for the Board as a whole. The individuals concerned
should abstain from discussion of their own remuneration.

4 Review of the Remuneration Committee

In the event of a vacancy resulting in the number of members falling below the minimum, the Board must fill the vacancy within 3 months.

The Board of Directors shall review the term of office and performance of the Remuneration Committee and its members at least once every three (3) years and shall take necessary actions to correct any deficiency, including replacing the members of the Remuneration Committee.

= END =
Appendix F

Risk Management Committee - Terms of Reference

1. **Objective**
   To review and report to the Board on its Annual Risk Assessment Plan and to ensure that there is an effective Risk Management Framework or Program in place, which is aligned with YKGI Holdings Berhad (“YKGI”) Group of Companies’ overall business objectives.

2. **Appointment/Composition**
   The Board shall approve the setting up of RMC and authorize the Managing Director to appoint and remove its members. The Managing Director will be the Chairman of the Risk Management Committee and will lead the management in its risk management activities.

3. **Authority and Duties**
   The RMC is an Executive Committee of the Board. The authorities of RMC cover all the companies within the YKGI Group. It is authorized by the Board to recommend to the Board the following:

   A Risk Management Framework
   An Annual Risk Assessment Plan

   In addition, the RMC is authorized to report to the Board on Risk Management activities twice a year, and on risk assessment results on a yearly basis. Risk Management activities may include risk reassessment and monitoring as well as updating of the risk registers.

4. **Frequency and Attendance**
   The RMC shall hold a meeting at least two (2) times a year. Additional meetings may be called, as the Chairman shall decide in order to fulfill its duties. The Committee may invite any person to attend any particular meeting.

   A quorum of the Committee shall be three (3) members present and the Committee may appoint anyone to act as Secretary of the RMC. The Minutes of each meeting may be tabled at the Board Meeting, where required.
5. **Review of the Risk Management Committee**

The Board shall review the term of office and performance of the Risk Management Committee and its members at least once every three (3) years and shall take necessary actions to correct any deficiency, including replacing the members of the Risk Management Committee.

= END =
Whistleblowing Policy & Procedure

Purpose
YKGI Group does not tolerate any malpractice or wrongdoing by any employee and management staff in the course of their work. This Whistleblowing Policy is adopted to provide a framework to promote and secure whistleblowing without fear of adverse consequences. Employees, shareholders and stakeholders may use the procedures set out in this Policy to report any matter of concern.

How to Report
The Group accepts genuine reports in writing on any wrongdoing, irregularities and malpractices in the businesses of the Group. All reports must be substantiated with names and figures and specific times of incidents, and if available, the witnesses. All reports will be treated with confidentiality.

Reports shall be addressed to the Senior Independent Director.
Address: Lot 6479 Lorong Sg. Puloh/KU06, Kawasan Perindustrian Sungai Puloh, 42100 Klang, Selangor Darul Ehsan.
Phone : +603 3297 5555
Email : sid@ykgigroup.com

Addressing Complaints
The Senior Independent Director upon receiving the complaint letter or email or phone call will investigate all the allegations in consultation with the Group Managing Director and/or senior management to resolve and rectify the complaints. YKGI reserves the rights to engage legal advisors on the case and to report to government regulatory authorities as necessary.

Protecting the Whistleblower
YKGI will keep the identity of the whistleblower confidential as necessary unless he/she needs to be witness to the case. The Group will continue to protect the whistleblower after the case is closed.

Amendments
This Policy had been approved by the Board of Directors. It may be amended by the Board from time to time to accommodate organizational changes within the YKGI Group.

= END =
Corporate Disclosure Policy and Procedure (“CDPP”)

Statement
YKGI Group (“Group”) has adopted these Corporate Disclosure Policies and Procedures (“CDPP”) to provide comprehensive, accurate and timely disclosures relating to the Company and its subsidiaries to be made to the regulators, shareholders and stakeholders. The CDPP applies to all Directors, management and employees of the Group.

Scope
The CDPP covers all documents required to be filed with the regulators, Annual Reports, Financial Statements, Quarterly Reports, Circulars to Shareholders, Press Conferences and Material Information that maybe price-sensitive to the investing public. The Board is responsible for ensuring that the CDPP is implemented effectively.

Procedures
The Company Secretary on the instruction of the Board of Directors will make all the announcements and filing to the authorities as required by the Listing Requirements. Press statements are to be released by the Board Chairman, the Group Managing Director/ CEO or their authorised persons only. On rumour or report which contains material information, the Company will make due inquiry and immediately clarify publicly, confirming or denying the rumour or report through Bursa Securities.

YKGI Group's Website
The Group’s website www.ykgigroup.com provides an avenue for the shareholders and the investing public to access information pertaining to the Company and its subsidiaries. Disclosure and material information documents of interest to investors will be made available and accessible by the public on the website as soon as practical.

Contact
The primary contact person for Bursa Securities matters is the Company Secretary:
Phone: 603 3291 5189. Fax: 603 3290 6668.

Amendments
This Policy had been approved by the Board of Directors. It may be amended by the Board from time to time as necessary.

= END =