AGMO HOLDINGS BERHAD

[Registration No. 201701000550 (1214700-W)]

(Incorporated in Malaysia)

BOARD CHARTER

1.0 OVERVIEW

The Board of Directors ("**the Board**") of **Agmo Holdings Berhad** ("**the Company**") collectively leads and is responsible for the long-term success, overall governance and strategic direction of the Company and its subsidiaries ("**the Group**").

The Board provides leadership and oversight of the Group's business and affairs, and ensures that the Group conducts its business with integrity, proper governance and in compliance with applicable laws, regulations and internal policies.

This Board Charter is to be read together with the Terms of Reference of the respective Board Committees, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**MMLR**"), the Malaysian Code on Corporate Governance ("**MCCG**") and other applicable laws and regulations.

This Charter shall be made available on the Company's corporate website at www.agmo.group.

2.0 BOARD STRUCTURE

2.1 Board Composition and Balance

The Board recognises the importance of independence and objectivity in the decision-making process.

At least two (2) directors or one-third (1/3) of the board of directors, whichever is the higher, are independent directors. Independent Director shall have the meaning as defined under MMLR.

To the extent practicable, at least half of the Board should comprise Independent Directors.

The number of Directors shall not be less than two (2) and not more than fifteen (15), and the Board shall comprise at least one (1) woman director at all times, as provided under the Constitution of the Company.

The Board shall maintain an appropriate balance of skills, experience, independence, diversity and expertise necessary to effectively discharge its duties and responsibilities.

In reviewing the composition of the Board, the Board shall consider, amongst others:

- skills, knowledge and industry experience;
- integrity, competence and professionalism;
- time commitment;
- diversity in gender, age, ethnicity and background; and
- ability to exercise sound and independent judgment.

The Board shall from time to time review its size and composition with a view to ensuring its effectiveness.

2.2 Board Duties and Responsibilities

The Board is responsible for the stewardship, strategic direction and overall performance of the Group.

For effective discharge of their functions, the Board shall undertake, amongst others, the following duties and responsibilities: -

(a) provide leadership and oversee the overall conduct of the Group's businesses to ensure that the businesses are being properly managed;

(b) review and approve strategic plans, business objectives and corporate policies of the Group;

(c) oversee sustainability matters, including Environmental, Social and Governance ("ESG") considerations in the Group's corporate strategy and long-term value creation;

(d) oversee the Group's risk management, internal control and compliance framework, and ensure that appropriate systems and controls are in place to manage principal risks;

(e) ensure that the Group maintains appropriate corporate governance practices and ethical standards;

(f) review and approve the Group's financial statements and quarterly and annual reports, and oversee the Group's financial performance;

(g) review and approve material investment policies, guidelines or frameworks relating to the management of the Group's funds and investments, where applicable;

(h) review and approve material capital expenditure, investments and other matters requiring Board approval in accordance with the Group's Financial Authority Limits;

(i) approve the appointment of external auditors and their related audit fees;

(j) oversee succession planning for the Board and key senior management;

(k) appoint Board Committees, delegate appropriate authority to such Committees and review the reports and recommendations of the Board Committees; and

(l) oversee the conduct of Board evaluations and follow-up actions arising therefrom, and encourage Directors to participate in appropriate training and development programmes.

2.3 Matters Reserved for the Board

The matters reserved for the Board's approval are as follows:
(a) strategic plans and corporate objectives;
(b) Group financial statements and annual reports;
(c) material capital expenditure and investments;
(d) major acquisitions/disposals and corporate exercises;
(e) establishment of Board Committees;
(f) key governance policies and delegated authority limits; and

(g) appointment and removal of Directors and Company Secretaries.

2.4 Authority of the Board

The Board derives its authority from the Constitution of the Company and applicable laws, rules and regulations.

The Board is the ultimate decision-making body of the Company, except for matters reserved for shareholders under applicable laws, regulations or the Constitution of the Company.

The Board may delegate certain responsibilities to Board Committees and Management while retaining overall oversight and responsibility.

2.5 Separation of Functions between the Chairman of the Board and Chief Executive Officer ("CEO")

The positions of Chairman and CEO shall be held by separate individuals to ensure an appropriate balance of power, accountability and authority.

Where the positions of Chairman and CEO are held by the same individual, or where the Board does not comprise at least half Independent Directors, the Company shall disclose the explanation and justification in its Annual Report.

The Chairman of the Board should not be a member of the Audit and Risk Management Committee, Nomination Committee or Remuneration Committee, in line with the recommendation of the MCCG.

2.6 Role of the Chairman of the Board

The Chairman provides leadership to the Board and is responsible for ensuring the effective functioning of the Board.

The responsibilities of the Chairman include, amongst others:

(a) leading the Board and ensuring its effectiveness;
(b) ensuring the efficient organisation and conduct of Board meetings;
(c) facilitating effective contribution from all Directors;
(d) promoting constructive and respectful relations among Directors and between the Board and Management; and
(e) ensuring effective communication with shareholders and stakeholders.

2.7 Role of CEO

The CEO holds the primary executive responsibility for the Group's business performance and manages the Group in accordance with the strategies and policies approved by the Board.

The CEO is responsible for the day-to-day operations of the Group and shall, amongst others:

(a) implement strategies and policies approved by the Board;
(b) oversee the operations and business performance of the Group;
(c) manage the Group's resources and risks;
(d) identify business opportunities for the Group;

(e) bring material matters to the attention of the Board in a timely manner; and
(f) carry out duties delegated by the Board.

The CEO shall be a member of the Board and have the capacity to appoint members of the Group's management or appropriate personnel to join the Board as executive Directors.

In the absence of the CEO, any of the Executive Director who is fully acquainted with the running of the Company's day to day affairs shall be the person directly responsible for the overall running of the Group.

2.8 Role of the Executive Directors

The Executive Directors are involved in leadership roles overseeing the day-to-day operations and management within their specific areas of expertise or assigned responsibilities. They are also responsible for implementation of strategic plans and policies set by the Board and to assist the CEO in discharging his/her duties. They represent the Group at the highest level and are decision makers on matters within their scope.

2.9 Role of the Independent Directors

Independent Directors provide independent judgment, objectivity and balance in Board deliberations and decision-making.

Their various roles in the Board Committees also contribute towards the enhancement of corporate governance and controls within the Group.

The Board shall assess the independence of Independent Directors annually.

The role of the Independent Director is to constructively challenge and help develop proposals on strategy include, inter alia:

(a) to make an independent assessment of the information, reports or statements, having regard to the Directors' knowledge, experience and competence, to provide an independent view and demonstrate objectivity in reviewing and challenging the management's proposals at meetings;

(b) to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing training programmes, so as to keep abreast of industry issues, market development and trend, and enable them to sustain their active participation in Board deliberations; and

(c) to act as a channel of communication between Management, shareholders and other stakeholders, and provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.

The tenure of an Independent Director shall not exceed the limit prescribed under the MMLR.

2.10 Board Committees

The Board may establish Board Committees to assist in the discharge of its responsibilities.

The Board has established the following Board Committees:
- Audit and Risk Management Committee;
- Nomination Committee; and
- Remuneration Committee.

Each Board Committee shall operate in accordance with its approved Terms of Reference.

The Chairperson of the respective Board Committees shall report to the Board on matters deliberated by the Committees.

2.11 Tenure of Directors

Pursuant to the Company's Constitution, one-third (1/3) of the directors for the time being, or, if their number is not three (3) or a multiple of three, the number nearest to one-third (1/3) shall retire from office, and an election of directors shall take place at each Annual General Meeting (**"AGM"**) of the Company. Each director shall retire once in every three (3) years but shall be eligible for re-election.

The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire (unless they otherwise agree among themselves) be determined by lot.

Any director appointed by the Board during the financial year shall hold office only until the next AGM of the Company and shall then be eligible for re-election but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting.

The tenure of an executive Director is tied to his/her executive office.

The independence of each Director shall be reviewed annually, and individual directors do not participate in assessing their own independence.

The tenure of an Independent Director should generally not exceed a cumulative term of nine (9) years. Upon completion of the nine (9)-year tenure, an Independent Director may continue to serve on the Board subject to re-designation as a non-independent director.

Where the Board intends to retain an Independent Director beyond nine (9) years as an Independent Director, the Board shall provide justification and seek shareholders' approval in accordance with the MCCG and applicable laws or regulations.

In any event, the tenure of an Independent Director shall not exceed twelve (12) years as prescribed under the MMLR.

3.0 NOMINATION AND APPOINTMENTS

The appointment of a new Director is a matter for consideration and decision by the Board upon recommendation of the Nomination Committee.

In evaluating suitable candidates, the Nomination Committee shall consider, amongst others, the candidate's:

- character and integrity;
- competence and experience;
- professionalism;
- time commitment; and
- diversity contribution.

New Directors shall be provided with relevant information and briefings to facilitate their understanding of the Group's business, operations and governance framework.

In the event of any vacancy resulting in non-compliance with the MMLR, the Company shall fill the vacancy within three (3) months or such other timeframe as may be prescribed under the MMLR.

4.0 TIME COMMITMENT

Directors are expected to devote sufficient time and attention to discharge their duties effectively.

Directors shall notify the Chairman before accepting any new directorships or significant commitments outside the Company.

As prescribed under MMLR, each Board member must not hold directorships in more than five (5) public listed companies.

5.0 DIRECTORS' TRAINING

The Directors shall be regularly updated by the Company Secretary, the external auditors or the internal auditors on new statutory, corporate and regulatory developments relating to directors' duties and responsibilities or the discharge of their duties as directors of the Company.

The Board should on continuing basis evaluate and determine the training needs of each Director, particularly on relevant new law and regulations and essential practices for effective corporate governance and risk management to enable the Directors to effectively discharge their duties.

6.0 COMPANY SECRETARY

The appointment and removal of the Company Secretary is a matter for the Board.

The Company Secretary shall support the Board in carrying out its duties and ensure compliance with applicable laws, regulations and governance requirements.

Directors shall have unrestricted access to the advice and services of the Company Secretary and may request information and documents relating to the Group from the Company Secretary to facilitate the discharge of their duties as Directors.

7.0 BOARD MEETINGS AND PROCEDURES

7.1 Board Meetings and Procedures

a) The Board shall meet at least four (4) times in a financial year, although additional meetings may be convened at any time at the Chairman's discretion.

b) The quorum of Board meeting shall be two (2) directors.

c) Board papers and meeting materials shall be circulated sufficiently in advance of meetings to enable Directors to make informed decisions.

d) Proceedings of all meetings are minuted and signed by the Chairman of the meeting. Minutes of all Board meetings are circulated to the directors and approved by the Board at the subsequent meeting.

e) Actions on all matters arising from any meeting are reported at the following meeting.

f) The Board may invite external parties such as auditors (both internal and/or external auditors), solicitors or consultants as and when the need arises. Such invited parties may attend part or all of the board meetings at the discretion of the Board.

g) Any Director who has a direct or deemed interest in the matter being deliberated shall abstain from deliberation and voting on such matter.

h) In the event the elected Chairman is not able to attend a meeting, a member of the Board shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

i) Board meetings may be conducted physically or through electronic or virtual communication means.

j) A resolution in writing signed or approved by a majority of the Directors entitled to receive notice of a Board meeting shall be as valid and effectual as if it had been passed at a duly convened Board meeting.

   Any such resolution may consist of several documents in like form, each signed or approved by one or more Directors, including by electronic means.

   All written resolutions shall be recorded and maintained by the Company Secretary.

7.2 Notices of Meetings

a) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member no later than seven (7) days before the date of the meeting.

b) As a best practice and allow ample time for directors to study and evaluate the matters to be discussed and subsequently make effective decisions, the Board papers and agenda items shall be circulated at least five (5) business days prior to the meeting.

7.3 Decision Making Process

Decisions of the Board shall be made by a majority of votes cast by the Directors present and entitled to vote.

In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.

8.0 ACCESS TO INFORMATION AND INDEPENDENT PROFESSIONAL ADVICE

The Board shall have access to all information required to discharge its duties effectively.

Directors may obtain independent professional advice at the expense of the Company, where necessary, in the discharge of their duties, subject to prior consultation with the Chairman or the Board, where appropriate.

Information obtained by Directors in the course of discharging their duties shall be treated as confidential and remains the property of the Group.

9.0 DIRECTORS' REMUNERATION

The remuneration framework for Directors shall support the Group's strategic objectives and corporate values.

The level of remuneration for Non-Executive Directors shall reflect the contribution and responsibilities undertaken by the respective Directors.

The Remuneration Committee shall review and recommend the remuneration packages of Directors for Board approval.

Directors shall abstain from deliberations and voting on matters relating to their own remuneration.

10.0 CODE OF ETHICS AND CONDUCT

The Board shall promote a culture of integrity, ethical conduct and good governance throughout the Group.

The Group shall maintain appropriate policies and procedures relating to:
- Code of Ethics and Conduct;
- Anti-Bribery and Anti-Corruption; and
- Whistleblowing.

These code and policies are available on the Company's corporate website.

The Board shall oversee the implementation and effectiveness of such policies.

11.0 RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

The Board shall maintain effective communication and engagement with shareholders and stakeholders.

The Company's website shall provide relevant information relating to the Group, including announcements, governance documents and annual reports.

The annual general meeting shall serve as the principal forum for dialogue with shareholders.

12.0 ACCOUNTABILITY AND AUDIT

The Board shall ensure that the financial statements of the Group are prepared in accordance with applicable accounting standards and give a true and fair view of the financial position and performance of the Group.

The Audit and Risk Management Committee shall maintain an appropriate and transparent relationship with the external auditors and review their independence, objectivity and effectiveness.

13.0 REVIEW OF BOARD CHARTER

This Board Charter shall be reviewed periodically and as and when required to ensure that it remains relevant and consistent with applicable laws, regulations and governance best practices.

This Board Charter was updated and acknowledged by the Board of Directors on 26 May 2026.